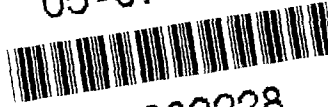


05-07-2002

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FINANCE SECTION REC



102082228

TO: The Commissioner of Patents and Trademarks

Record the attached original document(s) or copy(ies).

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Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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01 FC:481 40.00 OP
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Mail documents to be recorded with required cover sheet(s) information to:
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Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,838,245"/>	<input type="text" value="1,968,109"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,918,493"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

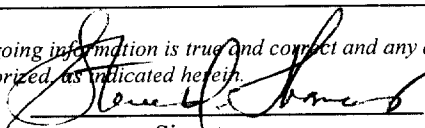
Method of Payment: Enclosed Deposit Account
 Deposit Account
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #
 Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized as indicated herein.

Steven D. Thomas
 Name of Person Signing


 Signature

April 15, 2002
 Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Loan and Security Agreement dated as of March 29, 2002 (the "Loan and Security Agreement") by and among the Borrowers party thereto (each a "Borrower" and collectively, the "Borrowers") and Fleet Capital Corporation, as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Borrower has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
----------------------	---	-----------------------------

See Attached Schedule A

Trademark Applications

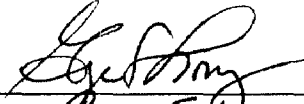
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Attached Schedule A

The undersigned Borrower and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Loan and Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ELLETT BROTHERS, INC.

By: 
Name: Gene E Roney
Title: CFO

Acknowledged and Accepted:

FLEET CAPITAL CORPORATION, as Agent

By: _____
Name: _____
Title: _____

The undersigned Borrower and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Loan and Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ELLETT BROTHERS, INC.

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

FLEET CAPITAL CORPORATION, as Agent

By: *W. Reed Proven*

Name: *W. REED PROVEN*

Title: *VP*

Exhibit A**Trademarks**

<u>Trademark</u>	<u>Owner</u>	<u>Federal Registration Number</u>	<u>Registration Date</u>
ELLETT BROTHERS	Ellett Brothers, Inc.	1838245	May 31, 1994
AS BIG AS ALL OUTDOORS	Ellett Brothers, Inc.	1916955	Sep. 5, 1995
ELLETT BROTHERS AS BIG AS ALL OUTDOORS (stylized)	Ellett Brothers, Inc.	1918493	Sep. 12, 1995
SPORTSMAN'S SELECT	Ellett Brothers, Inc.	1968109	Apr. 16, 1996
CHURCHILL	Ellett Brothers, Inc.	1727424	Oct. 27, 1992