

Form PYO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Back Bay Capital Funding LLC

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other LLC
- Association
- Limited Partnership

Citizenship (see guidelines) DE

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) December 14, 2005

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

- Yes
- No

Additional names, addresses, or citizenship attached?

Name: Bass Pro Trademarks, L.L.C.

Internal

Address: _____

Street Address: 2500 East Kearney Street

City: Springfield

State: MO

Country: US Zip: 65898

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____

Other LLC Citizenship MO
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Christopher E. Kondracki

Internal Address: _____

Street Address: 2001 Jefferson Davis Hwy
Suite 1007

City: Arlington

State: VA Zip: 22202

Phone Number: 703-415-1555

Fax Number: 703-415-1557

Email Address: _____

6. Total number of applications and registrations involved:

64

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 2115.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed


8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 19-3545

Authorized User Name Christopher E. Kondracki

9. Signature:


Signature

1/4/06
Date

Christopher E. Kondracki
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 11

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

GH \$2115.00 193545 78419821

Continuation of Item 4A and 4B
Trademarks and Trademark Registrations

<u>Trademark or Service Mark</u>	Federal Registrations --	
	United States Patent and Trademark Office Registration No.	Registration Date
Ninja	2818474	2/24/2004
Uncle Buck's (stylized)	2812343	2/10/2004
Uncle Buck's	2807988	1/27/2004
Snak Trix	2704270	4/8/2003
Stik-O-Worm	2666191	12/24/2002
Uncle Buck's	2739595	7/22/2003
Lazer Blade	2419291	1/9/2001
Bass Madness	2274619	8/31/1999
Outdoor World	2654643	11/26/2002
Exciter	2448075	5/1/2001
Walleye Angler	2235524	3/23/1999
Gold Cup	2262332	7/20/1999
W.O.W. Wonders of the Outdoor World (and Design)	2196679	10/13/1998
Wonders of the Outdoor World	2156778	5/12/1998
Turkey Lounger	2135806	2/10/1998
Sensor-Grip	2138738	2/24/1998
Outdoor World Rod & Reel Repair	2169129	6/30/1998
Red Head (and Design)	2207956	12/8/1998
Bass Pro Shops (and Design)	2081740	7/22/1997
Bass Pro Shops (and Design)	2193041	10/6/1998
Bass Pro Shops (and Design)	2193039	10/6/1998
Bass Pro Shops (and Design)	2191778	9/29/1998
Johnny Morris' Great American Outdoor Store	2441193	4/3/2001
Bass Pro Shops Outdoor World (and Design)	2487746	9/11/2001
Offshore Angler (and Design)	2073535	6/24/1997
Bass Pro Shops Outdoor World (and Design)	2207865	12/8/1998
Bass Pro Shops Sportsman's Warehouse (and Design)	2071417	6/17/1997
Bass Pro Shops Outdoor World	2192974	10/6/1998
Outdoor Inn	2003159	9/24/1996
Remember, We All Live Downstream	2025204	12/24/1996
Bass Pro	2192947	10/6/1998
Squirmin' Worm	2002894	9/24/1996
Bass Pro Shops Outdoor World (and Design)	2093520	9/2/1997

TRADEMARK

REEL: 003241 FRAME: 0821

Continuation of Item 4A and 4B

<u>Trademark or Service Mark</u>	Federal Registrations --	
	United States Patent and Trademark Office Registration No.	Registration Date
Outdoor World	2100712	9/30/1997
The Tornado	1976153	5/28/1996
Excel	1999224	9/10/1996
King of Bucks	2120188	12/9/1997
American National Fish & Wildlife Museum	1975507	5/21/1996
Captain's Choice	1987646	7/16/1996
Nature's Course	2112604	11/11/1997
The Great Outdoors... Pass It On	2000325	9/10/1996
Big Cedar	1931087	10/31/1995
Outdoor World	2030655	1/14/1997
Buzzard Bar	1885496	5/21/1995
Devil's Pool Restaurant (and Design)	1942145	12/19/1995
Bass Pro Shops Outdoor World (and Design)	1952297	1/30/1996
Pro Qualifier	1889987	4/18/1995
Bass Pro Shops Outdoor World	1950067	1/23/1996
Royal Express	1949938	1/23/1996
Mega Cast	1797962	10/12/1993
Offshore Angler (and Design)	1742353	12/22/1992
Conservationist	1693238	6/9/1992
American Rod & Gun	1660447	10/8/1991
Tenderhead	1481715	3/22/1988
Bass Tracker (and Design)	1414154	10/21/1986
Puffer Belly	1264854	1/24/1984
Tournament Series	1215006	11/2/1982
Red Head (and Design)	1258330	11/22/1983
(miscellaneous design)	1255885	11/1/1983
Bone-Dry	1185872	1/12/1982
Uncle Buck's (stylized)	1104854	10/24/1978
Tight Lines	1094417	6/27/1978
Hog Handler	1022739	10/14/1975
Bass Pro Shops	1116517	4/10/1979
Stump Jumper	0731113	5/8/1962
Drybak (and Design)	0689146	12/1/1959
Drybak (and Design)	0400396	3/9/1943
Squaltex	0370063	8/15/1939
Red Head	1264756	1/24/1984
Islamorada Fish Company (goods)	2311359	1/25/2000
Islamorada Fish Company (services)	2340373	4/11/2000
Red Head (stylized)	0157633	8/15/1922

Continuation of Item 4A and 4B

<u>Trademark or Service Mark</u>	Federal Registrations --	
	United States Patent and Trademark Office Registration No.	Registration Date
Red Head (stylized)	0240827	11/27/1927
Top of the Rock	2081858	7/22/1997

<u>PENDING Trademark or Service Mark</u>	PENDING Federal Registrations --	
	United States Patent and Trademark Office Application No	Filing Date
Outdoor World (and Design)	78-419821	5/17/2004
Sportsman's Choice (block letters)	78-419793	5/17/2004
Buck Legends (block letters)	78-353278	1/16/2004
Enticer	78-299224	9/11/2003
Sportsman's Center	78-299132	9/11/2003
Legendary Bass	78-293536	8/28/2003
Natural Reflections	78-233369	4/3/2003
Bass Pro Shops Fish Stiks	76-283193	7/11/2001
American Sportsman	76-207963	2/9/2001
World Wide Sportsman	75-692749	4/28/1999

EXECUTION COPY

**TERMINATION AND RELEASE
OF
TRADEMARK AND TRADEMARK APPLICATIONS SECURITY AGREEMENT**

TERMINATION AND RELEASE OF TRADEMARK AND TRADEMARK APPLICATIONS SECURITY AGREEMENT, dated as of December 14, 2005, by **BACK BAY CAPITAL FUNDING LLC**, a Delaware limited liability company with its head office at 40 Broad Street, Boston, Massachusetts, 02109, as Agent (the "Agent") for itself and the other Lenders (as such term is defined in the Loan Agreement, as defined below) in connection with the Trademark and Trademark Applications Security Agreement, dated as of July 8, 2004 (the "Trademark Agreement"), by and among Bass Pro Trademarks, L.L.C., a Missouri limited liability company (the "Assignor"), and Back Bay Capital Funding LLC, in its capacity as Agent under the Term Loan and Security Agreement, dated as of July 8, 2004 (as amended, the "Loan Agreement"), among the Assignor, the other persons party thereto as borrowers (together with the Assignor, the "Borrowers"), the Lenders, and the Agent for the benefit of the Lenders.

WHEREAS, pursuant to the Loan Agreement, each of the Borrowers has granted to the Agent, for the benefit of the Lenders and the Agent, a security interest in certain of the Borrowers' personal property and fixture assets, including without limitation the trademarks, service marks, trademark and service mark registrations, and trademark and service mark registration applications listed on Exhibit A attached hereto, all to secure the payment and performance of the Liabilities (as defined in the Loan Agreement);

WHEREAS, pursuant to the Loan Agreement, Assignor and the Agent entered into the Trademark Agreement, which Trademark Agreement was recorded July 14, 2004 with the United States Patent and Trademark Office at Reel 002892, Frame 0790 for the purpose of securing payment and performance of the Liabilities;

WHEREAS, pursuant to the Trademark Agreement, Assignor granted to the Agent, for the benefit of the Agent and the Lenders, a security interest in, and granted, assigned and conveyed to the Agent, for the benefit of the Agent and the Lenders, by way of collateral security, Assignor's entire right, title and interest in and to, the TM Collateral (as defined in the Trademark Agreement); and

WHEREAS, the Agent has agreed to terminate and release the Trademark Agreement and assign and transfer to Assignor the Agent's right, title and interest in the TM Collateral as herein provided;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby terminates and releases the Trademark Agreement and discharges all of the Agent's security interest in the TM Collateral and all other security interests granted under the Trademark Agreement and assigns and transfers to Assignor, without representation, warranty or recourse, all of the Agent's right, title and interest in and to the TM Collateral, including without limitation

the trademarks listed on Exhibit A attached hereto, effective as of the date set forth above.

The parties hereby acknowledge that this document may be filed along with any other necessary documentation with the United States Patent and Trademark Office, or any applicable state trademark office, to evidence the termination and release granted herein. The Agent hereby agrees to deliver any further releases or termination statements as may be reasonably necessary to effect the termination and release contemplated hereby, at the Assignor's expense.

[Remainder of page left intentionally blank]

BACK BAY CAPITAL FUNDING LLC,
as Agent

By: 

Name: William Chan

Title: Vice President

Signature Page for Termination and Release of Trademark Security Agreement

BUSDOCS/1517595

TRADEMARK
REEL: 003241 FRAME: 0826

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this date, Dec 1, 2005, before me, the undersigned notary public, personally appeared William Chan, as Vice President for BACK BAY CAPITAL FUNDING LLC, a Delaware limited liability company, proved to me through satisfactory evidence of identification to be the person who name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose.


Notary Public
My commission expires: 4/7/11

EXHIBIT A**Trademarks and Trademark Registrations**

<u>Trademark or Service Mark</u>	Federal Registrations --	
	United States Patent and Trademark Office Registration No.	Registration Date
Ninja	2818474	2/24/2004
Uncle Buck's (stylized)	2812343	2/10/2004
Uncle Buck's	2807988	1/27/2004
Snak Trix	2704270	4/8/2003
Stik-O-Worm	2666191	12/24/2002
Uncle Buck's	2739595	7/22/2003
Lazer Blade	2419291	1/9/2001
Bass Madness	2274619	8/31/1999
Outdoor World	2654643	11/26/2002
Exciter	2448075	5/1/2001
Walleye Angler	2235524	3/23/1999
Gold Cup	2262332	7/20/1999
W.O.W. Wonders of the Outdoor World (and Design)	2196679	10/13/1998
Wonders of the Outdoor World	2156778	5/12/1998
Turkey Lounger	2135806	2/10/1998
Sensor-Grip	2138738	2/24/1998
Outdoor World Rod & Reel Repair	2169129	6/30/1998
Red Head (and Design)	2207956	12/8/1998
Bass Pro Shops (and Design)	2081740	7/22/1997
Bass Pro Shops (and Design)	2193041	10/6/1998
Bass Pro Shops (and Design)	2193039	10/6/1998
Bass Pro Shops (and Design)	2191778	9/29/1998
Johnny Morris' Great American Outdoor Store	2441193	4/3/2001
Bass Pro Shops Outdoor World (and Design)	2487746	9/11/2001
Offshore Angler (and Design)	2073535	6/24/1997
Bass Pro Shops Outdoor World (and Design)	2207865	12/8/1998
Bass Pro Shops Sportsman's Warehouse (and Design)	2071417	6/17/1997
Bass Pro Shops Outdoor World	2192974	10/6/1998
Outdoor Inn	2003159	9/24/1996
Remember, We All Live Downstream	2025204	12/24/1996
Bass Pro	2192947	10/6/1998
Squirmin' Worm	2002894	9/24/1996
Bass Pro Shops Outdoor World (and Design)	2093520	9/2/1997

<u>Trademark or Service Mark</u>	Federal Registrations --	
	United States Patent and Trademark Office Registration No.	Registration Date
Outdoor World	2100712	9/30/1997
The Tornado	1976153	5/28/1996
Excel	1999224	9/10/1996
King of Bucks	2120188	12/9/1997
American National Fish & Wildlife Museum	1975507	5/21/1996
Captain's Choice	1987646	7/16/1996
Nature's Course	2112604	11/11/1997
The Great Outdoors... Pass It On	2000325	9/10/1996
Big Cedar	1931087	10/31/1995
Outdoor World	2030655	1/14/1997
Buzzard Bar	1885496	5/21/1995
Devil's Pool Restaurant (and Design)	1942145	12/19/1995
Bass Pro Shops Outdoor World (and Design)	1952297	1/30/1996
Pro Qualifier	1889987	4/18/1995
Bass Pro Shops Outdoor World	1950067	1/23/1996
Royal Express	1949938	1/23/1996
Mega Cast	1797962	10/12/1993
Offshore Angler (and Design)	1742353	12/22/1992
Conservationist	1693238	6/9/1992
American Rod & Gun	1660447	10/8/1991
Tenderhead	1481715	3/22/1988
Bass Tracker (and Design)	1414154	10/21/1986
Puffer Belly	1264854	1/24/1984
Tournament Series	1215006	11/2/1982
Red Head (and Design)	1258330	11/22/1983
(miscellaneous design)	1255885	11/1/1983
Bone-Dry	1185872	1/12/1982
Uncle Buck's (stylized)	1104854	10/24/1978
Tight Lines	1094417	6/27/1978
Hog Handler	1022739	10/14/1975
Bass Pro Shops	1116517	4/10/1979
Stump Jumper	0731113	5/8/1962
Drybak (and Design)	0689146	12/1/1959
Drybak (and Design)	0400396	3/9/1943
Squaltex	0370063	8/15/1939
Red Head	1264756	1/24/1984
Islamorada Fish Company (goods)	2311359	1/25/2000
Islamorada Fish Company (services)	2340373	4/11/2000
Red Head (stylized)	0157633	8/15/1922

<u>Trademark or Service Mark</u>	Federal Registrations --	
	United States Patent and Trademark Office Registration No.	Registration Date
Red Head (stylized)	0240827	11/27/1927
Top of the Rock	2081858	7/22/1997

<u>PENDING Trademark or Service Mark</u>	PENDING Federal Registrations --	
	United States Patent and Trademark Office Application No	Filing Date
Outdoor World (and Design)	78-419821	5/17/2004
Sportsman's Choice (block letters)	78-419793	5/17/2004
Buck Legends (block letters)	78-353278	1/16/2004
Enticer	78-299224	9/11/2003
Sportsman's Center	78-299132	9/11/2003
Legendary Bass	78-293536	8/28/2003
Natural Reflections	78-233369	4/3/2003
Bass Pro Shops Fish Stiks	76-283193	7/11/2001
American Sportsman	76-207963	2/9/2001
World Wide Sportsman	75-692749	4/28/1999