

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM338011

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Sportsman's Guide, Inc.		04/10/2015	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	90 S 7th St, 18th Floor
Internal Address:	MAC N9305-187
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	a national banking association: UNITED STATES

PROPERTY NUMBERS Total: 54

Property Type	Number	Word Mark
Registration Number:	2505159	GUIDEOUTDOORS
Serial Number:	85737478	HQ ISSUE
Registration Number:	4090473	HQ MILITARY SURPLUS HEADQUARTERS
Registration Number:	4277166	HQ MILITARY SURPLUS
Registration Number:	4142793	HQMILITARYSURPLUS.COM
Registration Number:	2398567	NWSE FIELD TESTED GUIDE GEAR SINCE 1977
Registration Number:	2341043	SHOOTER'S
Registration Number:	1864041	THE FUN TO READ CATALOG
Registration Number:	2275950	THE FUN TO BROWSE WEBSITE
Registration Number:	4265609	THE SPORTSMAN'S GUIDE
Registration Number:	2624677	THE SPORTSMAN'S GUIDE
Registration Number:	1430664	THE SPORTSMAN'S GUIDE
Registration Number:	1436014	THE SPORTSMAN'S GUIDE
Registration Number:	2267142	THE SPORTSMAN'S GUIDE
Registration Number:	4084073	THE SPORTSMAN'S GUIDE
Registration Number:	4346906	TRUCK MONKEY.COM
Registration Number:	2508801	BARGAIN OUTFITTERS
Registration Number:	3987103	W WORKWEARSAVINGS.COM

OP \$1365.00 2505159

Property Type	Number	Word Mark
Registration Number:	2477901	YOUR GUIDE TO THE GREAT OUTDOORS!
Registration Number:	4321698	YOUR GUIDE
Serial Number:	86172958	BUYER'S CLUB
Serial Number:	86183568	SHARE THE THRILL
Serial Number:	86175738	SPORTSMAN'S GUIDE
Serial Number:	86175767	SG
Serial Number:	86175855	SG SPORTSMAN'S GUIDE
Serial Number:	86172964	SPORTSMAN'S GUIDE BUYER'S CLUB
Serial Number:	86264161	365 OUTDOOR WEAR
Registration Number:	4534826	HQ ISSUE
Serial Number:	86413058	GUIDE GEAR
Serial Number:	86393298	BUYER'S CLUB SPORTSMAN'S GUIDE
Registration Number:	3986946	BOATINGSAVINGS.COM
Registration Number:	2718820	BUYER'S CLUB 4 PAY PLAN
Registration Number:	3205087	BUYER'S CLUB THE SPORTSMAN'S GUIDE ADVAN
Registration Number:	3179525	BUYER'S CLUB THE SPORTSMAN'S GUIDE
Registration Number:	4389220	CASTLECREEK S
Registration Number:	4389212	CASTLECREEK S
Registration Number:	4389213	CASTLECREEK S
Registration Number:	2493084	FIELD TESTED GUIDE GEAR SINCE 1977 NWES
Registration Number:	3596681	FRIENDS DON'T LET FRIENDS OVERPAY!
Registration Number:	2913478	GUIDE DRY
Registration Number:	3786406	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3825164	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3765703	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3746091	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3798246	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3765704	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3798245	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3825165	GUIDE GEAR
Registration Number:	3765705	GUIDE GEAR
Registration Number:	3786409	GUIDE GEAR
Registration Number:	3798262	GUIDE GEAR
Registration Number:	3736168	GUIDE GEAR
Registration Number:	3746121	GUIDE GEAR
Registration Number:	3236303	GUIDE GEAR

CORRESPONDENCE DATA

**TRADEMARK
REEL: 005496 FRAME: 0720**

Fax Number: 6127661600

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 612-766-6911

Email: susan.carlson@faegrebd.com

Correspondent Name: Susan Carlson, Faegre Baker Daniels LLP

Address Line 1: 90 S 7th St Ste 2200

Address Line 4: Minneapolis, MINNESOTA 55402

NAME OF SUBMITTER:	Susan Carlson
SIGNATURE:	/e/ Susan Carlson
DATE SIGNED:	04/13/2015

Total Attachments: 9

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**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (as the same may be amended, restated, supplemented or otherwise modified from time to time, this "Confirmatory Grant of Security Interest") is made effective as of April 10, 2015 by and from The Sportsman's Guide, Inc., a Minnesota corporation (the "Grantor"), to and in favor of Wells Fargo Bank, National Association (together with its successors and assigns, the "Lender"), for itself and for the Secured Parties (as defined in the Credit Agreement referenced below) (in such capacities, the "Grantee").

WHEREAS, the Grantor, the other Loan Parties and the Grantee have entered into a Credit Agreement dated as of the date hereof (as may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, the Grantor will guarantee the repayment of the Secured Obligations pursuant to Article IX of the Credit Agreement (the "Guaranty").

WHEREAS, the Grantor has entered into a Pledge and Security Agreement dated as of the date hereof (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, the Grantor owns the trademarks listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant of Security Interest is executed in conjunction with the security interest granted under the Security Agreement to the Grantee for the benefit of the Secured Parties. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1. Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2. Security Interest.

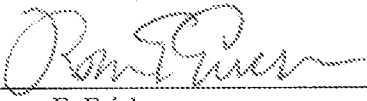
(a) This Confirmatory Grant of Security Interest is made to secure the satisfactory performance and payment of (i) all the Secured Obligations and (ii) all of the obligations and liabilities of each Loan Guarantor under the Guaranty. Upon the payment in full of all Secured Obligations (other than Unliquidated Obligations), the Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to the Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under the Security Agreement and this Confirmatory Grant of Security Interest.

(b) The Grantor hereby pledges and grants to the Grantee, on behalf of and for the benefit of the Secured Parties, a security interest in all of Grantor's right, title and interest, whether now owned or hereafter acquired, in and to (1) its trademarks (including service marks), trade names, trade styles, trade dress and the registrations and applications for registration thereof, including the Trademarks and the goodwill of the business symbolized by the foregoing; (2) all licenses of the foregoing, whether as licensee or licensor; (3) all renewals of the foregoing; (4) all income, royalties, damages, and payments now or hereafter due or payable with respect thereto, including, without limitation, damages, claims, and payments for past and future infringements thereof; and (5) all rights to sue for past, present, and future infringements of the foregoing, including the right to settle suits involving claims and demands for royalties owing.

3. Governing Law. **THIS CONFIRMATORY GRANT OF SECURITY INTEREST SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF MINNESOTA.**

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the date first written above.




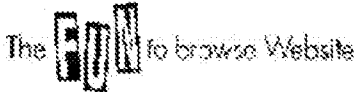
THE SPORTSMAN'S GUIDE, INC.

By: 
Name: Thomas E. Erickson
Title: Treasurer




Signature Page for
Confirmatory Grant of Security Interest in United States Trademarks




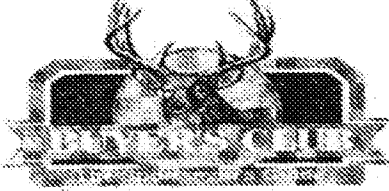

TRADEMARK
REEL: 005496 FRAME: 0724




CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS
Exhibit A - SCHEDULE OF TRADEMARKS

TRADEMARKS	STATUS	APP. NUMBER	REG. NUMBER	CLASS
Guide Outdoors	Registered	75726978	2505159	35 41
HQ Issue (and Design) 	Allowed	85737478		13 25
HQ Military Surplus Headquarters	Registered	85334977	4090473	35
HQ Military Surplus	Registered	85551013	4277166	35
HQMilitarySurplus.com	Registered	85464529	4142793	35
NWSE Field Tested Guide Gear Since 1977 (and Design) 	Registered	75597619	2398567	25
Shooter's (and Design) 	Registered	75699002	2341043	35
The Fun to Read Catalog	Registered	74393827	1864041	42
The Fun to Browse Website (and Design) 	Registered	75504729	2275950	35

TRADEMARKS	STATUS	APP. NUMBER	REG. NUMBER	CLASS
The Sportsman's Guide (and Design) 	Registered	85478649	4265609	25
The Sportsman's Guide (and Design) 	Registered	76328680	2624677	35
The Sportsman's Guide	Registered	73590626	1430664	42
The Sportsman's Guide (and Design) 	Registered	73590627	1436014	42
The Sportsman's Guide	Registered	75504719	2267142	35
The Sportsman's Guide	Registered	85388645	4084073	35 36
Truckmonkey.com (and Design) 	Registered	85794124	4346906	35
Bargain Outfitters (and Design) 	Registered	75877354	2508801	35

TRADEMARKS	STATUS	APP. NUMBER	REG. NUMBER	CLASS
W Workwearsavings.com (and Design) 	Registered	85074955	3987103	35
Your Guide to the Great Outdoors!	Registered	76093824	2477901	35 41
Your Guide	Registered	85423310	4321698	35
Buyer's Club	Pending	86172958		35
Share the Thrill	Allowed	86183568		35
Sportsman's Guide	Pending	86175738		35
SG (& Design) 	Pending	86175767		35
SG Sportsman's Guide (& Design) 	Pending	86175855		35
Sportsman's Guide Buyer's Club	Pending	86172964		35
365 Outdoor Wear	Allowed	86264161		35

TRADEMARKS	STATUS	APP. NUMBER	REG. NUMBER	CLASS
HQ Issue (and Design) 	Registered	85981207	4534826	9 11 13 25
Guide Gear (Expansion)	Pending	86413058		7
Buyer's Club Sportsman's Guide	Pending	86393298		35
BoatingSavings.Com (and Design) 	Registered	85033197	3986946	35
Buyer's Club 4 Pay Plan	Registered	76373940	2718820	36
Buyer's Club The Sportsman's Guide Advantage (and Design) 	Registered	78620152	3205087	35
Buyer's Club The Sportsman's Guide (and Design) 	Registered	78619838	3179525	35
Castlecreek (and Design) 	Registered	85627544	4389220	6

TRADEMARKS	STATUS	APP. NUMBER	REG. NUMBER	CLASS
Castlecreek (and Design) 	Registered	85626935	4389212	24
Castlecreek (and Design) 	Registered	85626970	4389213	11 20
Field Tested Guide Gear Since 1977 NWES (and Design) 	Registered	75597621	2493084	20 22
Friends Don't Let Friends Overpay!	Registered	78896900	3596681	35
Guide Dry	Registered	76239124	2913478	25
Guide Gear Field Tested Since 1977	Registered	77668362	3786406	6 12
Guide Gear Field Tested Since 1977	Registered	77979028	3825164	7
Guide Gear Field Tested Since 1977	Registered	77978742	3765703	8
Guide Gear Field Tested Since 1977	Registered	77668382	3746091	14 25
Guide Gear Field Tested Since 1977	Registered	77668444	3798246	11 20 22
Guide Gear Field Tested Since 1977	Registered	77978743	3765704	21
Guide Gear Field Tested Since 1977	Registered	77668345	3798245	9 13 28

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TRADEMARKS	STATUS	APP. NUMBER	REG. NUMBER	CLASS
Guide Gear	Registered	77979029	3825165	7
Guide Gear	Registered	77978744	3765705	8
Guide Gear	Registered	77683117	3786409	6 12
Guide Gear	Registered	77683138	3798262	9 13 28
Guide Gear	Registered	77683149	3736168	11 20 21 22
Guide Gear	Registered	77683109	3746121	14
Guide Gear	Registered	78756830	3236303	25

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