

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM458118

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cabela's Incorporated		12/30/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Cabela's LLC		
Street Address:	One Cabela Drive		
City:	Sidney		
State/Country:	NEBRASKA		
Postal Code:	69160		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 143			
Property Type	Number	Word Mark	
Registration Number:	4324230	MICROTEX	
Registration Number:	2729551	GUN DOG	
Registration Number:	3416978	CABELA'S TROPHY PROPERTIES	
Registration Number:	3397443	WILLIAM-NEIL ASSOCIATES	
Registration Number:	3496697	WORLD'S LEGENDARY OUTFITTER	
Registration Number:	3513435	WORLD'S LEGENDARY OUTFITTERS	
Registration Number:	3496698	LEGENDARY OUTFITTER	
Registration Number:	3513436	LEGENDARY OUTFITTERS	
Registration Number:	3544392	BLUE DAMSEL BY CABELA'S	
Registration Number:	3729431	CABELA'S OUTFITTER LOFT	
Registration Number:	4436790	BUG SKINZ	
Registration Number:	3086333	FIRST FLIGHT	
Registration Number:	3038527	GUN LIBRARY	
Registration Number:	3221358	XPG	
Registration Number:	3269506	FOWL PROOF	
Registration Number:	3437773	GRAND RIVER LODGE	
Registration Number:	3359557	GRAND RIVER LODGE	
Registration Number:	3245500	CABELA'S GREAT OUTDOOR DAYS	
Registration Number:	3248461	GREAT OUTDOOR DAYS	

OP \$3590.00 4324230

Property Type	Number	Word Mark
Registration Number:	3336516	CABELA'S CLUB REWARDS
Registration Number:	3217300	THE GIFT THAT ALWAYS FITS
Registration Number:	3331707	OUTFITTER HIGH PLAINS
Registration Number:	3217415	SILENT-TECH
Registration Number:	3332024	GHIL-LEAF
Registration Number:	3559062	TCS
Registration Number:	3428601	MICRODOWN
Registration Number:	3998156	X50
Registration Number:	4207434	CABELA'S DEER NATION
Registration Number:	4204686	CABELA'S NTC NATIONAL TEAM CHAMPIONSHIP
Registration Number:	4134678	CABELA'S OUTDOOR FUND
Registration Number:	4243267	DRI-BAND
Registration Number:	4314426	DATA-TIP
Registration Number:	4304228	OUTFITTER
Registration Number:	4356734	VORTEX
Registration Number:	4475782	IT'S IN YOUR NATURE
Registration Number:	4748356	IT'S IN MY NATURE
Registration Number:	4656762	IT'S IN OUR NATURE
Registration Number:	4383641	THE EXPERIENCE CABELA'S CLUB
Registration Number:	4383642	SIGNATURE OUTDOOR ADVENTURES CABELA'S CL
Registration Number:	4507154	FAMILY OUTDOOR DAYS CABELA'S CLUB
Registration Number:	4433890	HAMMERIN
Registration Number:	4599694	EURO HD
Registration Number:	4599695	EURO
Registration Number:	4577167	COOL PHASE
Registration Number:	4465580	CABELA'S WORLD'S FOREMOST OUTFITTER
Registration Number:	4423211	CABELA'S COLORPHASE
Registration Number:	4653769	CABELA'S INSTINCT
Registration Number:	4676126	CABELA'S INSTINCT
Registration Number:	4459302	NORTHERN FLIGHT
Registration Number:	4713463	ZGT
Registration Number:	4946743	4MOST
Registration Number:	4946744	4MOST ADAPT
Registration Number:	4856212	4MOST COOL
Registration Number:	4946745	4MOST SHIELD
Registration Number:	4856213	4MOST WINDSHEAR
Registration Number:	4942544	DISCONNECT DAY
Registration Number:	5065052	INCISION

Property Type	Number	Word Mark
Registration Number:	4922961	POLAR CAP
Registration Number:	1526185	HERTER'S
Registration Number:	4191943	TOP OF THE FOOD CHAIN
Registration Number:	4236330	TOP OF THE FOOD CHAIN
Registration Number:	2547189	HERTER'S SINCE 1893 TENACIOUS FOR QUALIT
Registration Number:	2288510	DUNN'S
Registration Number:	2402390	DUNN'S SUPPLY CATALOG SINCE 1950
Registration Number:	1151981	CABELA'S
Registration Number:	2116567	CABELA'S CLUB
Registration Number:	2247977	CABELAS.COM
Registration Number:	2163936	CABELA'S
Registration Number:	3130554	CABELAS
Registration Number:	1224738	CABELA'S
Registration Number:	1279085	MAG TOUCH
Registration Number:	1508325	WHITETAIL
Registration Number:	1572801	CABELA'S
Registration Number:	1617590	WORLD'S FOREMOST OUTFITTER
Registration Number:	1902187	DRY PLUS
Registration Number:	1761464	SILENT STALK
Registration Number:	1858659	GUIDEWEAR
Registration Number:	1800806	PREMIER NORTHERN
Registration Number:	2016259	DRY-PLUS
Registration Number:	2104549	WORLD'S FOREMOST OUTFITTER
Registration Number:	2067859	BLACK LABEL
Registration Number:	1762997	DRY PLUS
Registration Number:	1879260	DRY-PLUS
Registration Number:	2017548	ALASKAN GUIDE MODEL
Registration Number:	2066686	CABELA'S SIGNATURE
Registration Number:	2189735	GOLD LABEL
Registration Number:	2104281	WALLEYE PRO
Registration Number:	2101183	PRO LINE
Registration Number:	2136876	FISH EAGLE
Registration Number:	2142172	MOUNTAIN HIKERS
Registration Number:	2153122	RAINY RIVER
Registration Number:	2179362	MASTER GUIDE
Registration Number:	2119664	REALIMAGE
Registration Number:	2140392	TRIPLETAKE
Registration Number:	2180037	LATE SEASON

Property Type	Number	Word Mark
Registration Number:	2197159	CABELA'S SAFARI
Registration Number:	2422440	SERENGETI
Registration Number:	2147620	PLAINSMAN
Registration Number:	2194334	MAGNUM LOFT
Registration Number:	2161851	PINE RIDGE
Registration Number:	2269610	ALASKAN GUIDE MODEL
Registration Number:	2210777	MT050
Registration Number:	2310295	WHITETAIL EXTREME
Registration Number:	2324907	SCENT X-TERMINATOR
Registration Number:	2236830	RIVER GUIDE
Registration Number:	2253637	ALASKAN GUIDE
Registration Number:	2350766	ALASKAN GUIDE
Registration Number:	2257125	ALASKAN GUIDE
Registration Number:	2278006	THE CATALOG COMES TO LIFE
Registration Number:	2324988	REALIMAGE
Registration Number:	3046485	WEATHER-BLOCK
Registration Number:	2905381	WEATHER-BLOCK
Registration Number:	2364117	PRO GUIDE
Registration Number:	2335724	DEPTHMASTER
Registration Number:	2326653	BARGAIN CAVE
Registration Number:	2372526	BOUNDARY WATERS
Registration Number:	2364581	PRESTIGE
Registration Number:	2299051	PINE RIDGE
Registration Number:	2716661	WORLD'S FOREMOST BANK
Registration Number:	2485272	RAD SHAD
Registration Number:	2688461	WHITETAIL
Registration Number:	3292931	BARGAIN CAVE
Registration Number:	2722599	WHUPPIN' STICK
Registration Number:	2654599	KING KAT
Registration Number:	2745215	KING KAT
Registration Number:	2809364	PRODIGY
Registration Number:	2688811	OUR BUSINESS IS OUTFITTING YOUR BUSINESS
Registration Number:	2781866	ALASKAN OUTFITTER
Registration Number:	3026365	SECLUSION 3D
Registration Number:	2931713	SECLUSION 3D BACKWATERS
Registration Number:	2911699	SECLUSION 3D OPEN COUNTRY
Registration Number:	3072246	NATIONAL TEAM CHAMPIONSHIP
Registration Number:	3268975	SCENT SEAL

Property Type	Number	Word Mark
Registration Number:	2903505	TOURNEY TRAIL
Registration Number:	3211477	SALT STRIKER
Registration Number:	3540991	CABELA'S INDIGO BLUES
Registration Number:	3670702	SANDHILLS
Registration Number:	3991467	U.D.I.
Serial Number:	86745907	POLAR CAP
Serial Number:	87039700	POLAR CAP
Serial Number:	87039725	ONE CARD. EVERY ITEM.
Serial Number:	87406850	ALAKNAK
Serial Number:	86197066	4MOST WICK

CORRESPONDENCE DATA

Fax Number: 3129939767

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: 312-993-2622

Email: gayle.grocke@lw.com

Correspondent Name: Gayle D. Grocke c/o Latham & Watkins LLP

Address Line 1: 330 N. Wabash Avenue

Address Line 2: Suite 2800

Address Line 4: Chicago, ILLINOIS 60611

ATTORNEY DOCKET NUMBER: 037494-0067

NAME OF SUBMITTER: Gayle D. Grocke

SIGNATURE: /gdg/

DATE SIGNED: 01/16/2018

Total Attachments: 3

source=Cabela's Reorganization - Certificate of Conversion (DE) (FILED)#page1.tif

source=Cabela's Reorganization - Certificate of Conversion (DE) (FILED)#page2.tif

source=Cabela's Reorganization - Certificate of Conversion (DE) (FILED)#page3.tif

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CABELA'S INCORPORATED" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CABELA'S INCORPORATED" TO "CABELA'S LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2017, AT 9:01 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF DECEMBER, A.D. 2017 AT 11:57 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3729496 8100V
SR# 20177759175

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203833353
Date: 12-26-17

TRADEMARK
REEL: 006249 FRAME: 0912

CERTIFICATE OF CONVERSION

OF

CABELA'S, INCORPORATED
(a Delaware corporation)

INTO

CABELA'S LLC
(a Delaware limited liability company)

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:01 AM 12/26/2017
FILED 09:01 AM 12/26/2017
SR 20177759175 - File Number 3729496

CABELA'S INCORPORATED, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (as amended, the "DGCL"), does hereby certify that:

FIRST: Cabela's Incorporated was originally formed as a corporation under the laws of the State of Delaware on December 17, 2003.

SECOND: The name of the corporation immediately prior to filing this Certificate is "Cabela's Incorporated".

THIRD: Cabela's Incorporated does now wish to convert from a Delaware corporation into a Delaware limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Company Act (as amended, the "DLLCA"), to be named "Cabela's LLC" as set forth in its Certificate of Formation, filed contemporaneously herewith in accordance with Section 18-214(b) of the DLLCA.

FOURTH: The conversion of Cabela's Incorporated into Cabela's LLC has been approved in accordance with Section 265(h) of the DGCL and Section 18-214(h) of the DLLCA.

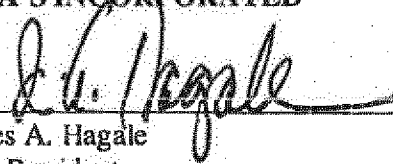
FIFTH: The conversion of Cabela's Incorporated into Cabela's LLC shall be effective at 11:57 p.m. eastern time on December 30, 2017.

Signature page follows.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion on this 26th day of December, 2017.

CABELA'S INCORPORATED

By: _____



James A. Hagale
Vice President

[Signature Page to Delaware Certificate of Conversion – Cabela's Incorporated]