

07-30-2001

FORM PTO 1594
(Rev. 6-93)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



OMB No. 0651-0011 (exp. 4/94)

101791557

To the Honorable Commissioner of Patents and Trademarks, original documents or copy thereof.

1. Name and address of conveying party(ies):
 Gander Mountain L.L.C.
 4567 West 80th Street
 Bloomington, MN 55437

7-17-01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Delaware Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Gander Mountain Company
 4567 West 80th Street
 Bloomington, MN 55437

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

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)
 Additional name(s) & address(es) attached Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: Conversion & change of name

Execution Date: 12/28/2000, effective 12/31/2000

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
 See Attachment A

B. Trademark Registration No.(s)
 See Attachment A

07-17-2001
 U.S. Patent & TMO/TM Mail Rept Dt. #11

Additional numbers attached? Yes No

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

Name: Charles Rothstein

Internal Address: Gander Mountain Company

Street Address: 4567 West 80th Street

City: Bloomington State: MN ZIP: 55437

6. Total Number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41). \$340.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:
 04-1420

(Attach duplicate copy of this page if paying by deposit account)

07/27/2001 ANNED1 00000061 1335485
 01 FC:481 40.00 OP
 02 FC:482 300.00 OP

DO NOT USE THIS SPACE

9. 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.

Charles Rothstein
 Name of person Signing

Signature

June 29, 2001
 Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

ATTACHMENT A

Mark	App/Reg. No.	Filing Date/Reg. Date
Flying Goose and Mountain Design	1,335,485	5/14/85
Flying Goose and Mountain Design	1,927,193	10/17/95
Flying Goose Design	75/897,464	1/7/2000
FOX RIVER BRAKE	1,850,302	8/16/94
GANDER GANG	2,386,339	9/12/2000
GANDER MOUNTAIN	75/891,684	1/7/2000
GANDER MOUNTAIN	1,335,489	5/14/85
GANDER MOUNTAIN	1,927,194	10/17/95
GANDER MOUNTAIN GUIDE SERIES	75/897,466	1/7/2000
Goose Head Design	1,339,735	6/4/85
HFC	75/897,467	1/7/2000
HUNT FISH CAMP	75/897,465	1/7/2000
THE VIXEN	1,850,301	8/16/94

Office of the Secretary of State

I, EDWARD J. FREEL, 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 LIMITED LIABILITY COMPANY UNDER THE NAME OF "GANDER MOUNTAIN, L.L.C." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "GANDER MOUNTAIN, L.L.C." TO "GANDER MOUNTAIN COMPANY", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 12:35 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2689111 8100V

AUTHENTICATION: 0882963

001653368

DATE: 12-28-00

TRADEMARK
REEL: 2335 FRAME: 0892


CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW
AND SECTION 18-216 OF THE DELAWARE
LIMITED LIABILITY COMPANY ACT

The undersigned certifies on behalf of Gander Mountain, L.L.C. as follows:

1. The date on which the limited liability company was first formed is November 27, 1996.
2. Gander Mountain, L.L.C. is a Delaware limited liability company.
3. The name of the limited liability company immediately prior to the filing of this Certificate is Gander Mountain, L.L.C.
4. The name of the corporation as set forth in its Certificate of Incorporation filed in accordance with Section 265(b) is Gander Mountain Company.
5. The conversion shall be effective at 12:01 a.m., local time, Minneapolis, Minnesota, on December 31, 2000.

IN WITNESS WHEREOF, this Certificate has been executed this 28th day of December, 2000.

Gander Mountain, L.L.C.

By: 
Stephen E. Watson, President
and Chief Executive Officer

M1:665314.01