

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/18/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
USPoly Company		10/18/2005	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Poly Merger, LLC
Street Address:	222 South Ninth Street
Internal Address:	Suite 2880
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2900313	ULTRA-STRIPE
Registration Number:	3088545	USPOLY
Registration Number:	1559008	
Registration Number:	1526900	PURE-CORE
Registration Number:	1640478	TRI-STRIPE
Registration Number:	1760686	METFIT

CORRESPONDENCE DATA

Fax Number: (612)492-7077
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 6124927000
 Email: tmcmasters@fredlaw.com
 Correspondent Name: Fredrikson & Byron, PA

OP \$165.00 2900313

Address Line 1: 200 South Sixth Street
Address Line 2: Suite 4000
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	029340.0072
NAME OF SUBMITTER:	Thomas L. McMasters
Signature:	/Thomas L. McMasters/
Date:	12/29/2006

Total Attachments: 5
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ARTICLES OF MERGER
OF
USPOLY COMPANY
(A MINNESOTA CORPORATION)
AND
POLY MERGER, LLC
(A MINNESOTA LIMITED LIABILITY COMPANY)

Pursuant to the provisions of Sections 302A.615 and 322B.73 of the Minnesota Statutes, the following Articles of Merger are executed on the date hereinafter set forth:

FIRST: USPoly Company ("USPoly"), a Minnesota corporation, and Poly Merger, LLC ("Poly Merger"), a Minnesota limited liability company, have entered into a Plan of Merger which is attached hereto as Exhibit A, whereby USPoly shall be merged with and into Poly Merger.

SECOND: The Plan of Merger was duly adopted by both USPoly and Poly Merger in accordance with the Minnesota Business Corporation Act and the Minnesota Limited Liability Company Act.

THIRD: The name of the surviving limited liability company is Poly Merger, LLC.

FOURTH: Pursuant to the Plan of Merger, the present Articles of Organization of Poly Merger shall be the Articles of Organization of the surviving limited liability company, except that:
i) Article I, relating to the name of the company, is hereby amended to read as follows:

"ARTICLE I - NAME

The name of the limited liability company shall be USPoly Company, LLC."

and ii) the Articles of Organization are hereby amended by deleting the words "Poly Merger, LLC" each other place such words appear and inserting in lieu thereof the words "USPoly Company, LLC".

FIFTH: The merger shall be effective at 12:01 a.m. on October 18, 2005.

[Signatures appear on following page]

IN WITNESS WHEREOF, USPoly Company, a Minnesota corporation, and Poly Merger, LLC, a Minnesota limited liability company, have executed these Articles of Merger this 14 day of October, 2005.

POLY MERGER, LLC

By: *Paul*
Title: Dobson West, Secretary

USPOLY COMPANY

By: *Paul*
Title: Dobson West, Assistant Secretary

#3170887/6

EXHIBIT A

**PLAN OF MERGER OF USPOLY COMPANY
WITH AND INTO
POLY MERGER, LLC**

The names of the entities planning to merge are USPoly Company, a business corporation organized under the laws of the State of Minnesota, and Poly Merger, LLC, a limited liability company organized under the laws of the State of Minnesota. The name of the surviving company into which USPoly Company plans to merge is Poly Merger, LLC.

1. USPoly Company shall be merged with and into Poly Merger, LLC, pursuant to the provisions of the Minnesota Business Corporation Act and the Minnesota Limited Liability Company Act. The surviving company is Poly Merger, LLC which shall change its name to USPoly Company, LLC and which is sometimes hereinafter referred to as the "surviving company." The separate existence of USPoly Company, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Minnesota Business Corporation Act and the Minnesota Limited Liability Company Act.
2. The articles of organization of Poly Merger, LLC in effect at the effective time and date of the merger (the "Effective Time") shall be the articles of organization of the surviving company until amended in accordance with applicable law; provided that at the Effective Time such articles of organization shall automatically be amended by deleting the words "Poly Merger, LLC" each place (including the heading) such words appear therein and inserting, in lieu thereof, the words "USPoly Company, LLC".
3. The bylaws of Poly Merger, LLC in effect at the Effective Time shall be the bylaws of the surviving company until amended in accordance with applicable law; provided that at the Effective Time such bylaws shall automatically be amended by deleting the words "Poly Merger, LLC" each place (including the heading) such words appear therein and inserting, in lieu thereof, the words "USPoly Company, LLC".
4. From and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law: (i) the directors of USPoly Company at the Effective Time shall be the governors of the surviving company, and (ii) the officers of USPoly Company at the Effective Time shall be the officers of the surviving company.
5. At the Effective Time, all of the following shall occur:
 - (a) each share of capital stock of USPoly Company owned by PW Eagle, Inc. immediately prior to the Effective Time shall automatically be cancelled, and no payment shall be made with respect thereto;

(b) all membership interests of Poly Merger, LLC held by PW Eagle, Inc. immediately prior to the Effective Time shall become identical outstanding membership interests in the surviving company, and all such membership interests shall constitute the only outstanding membership interests of the surviving company; and

(c) except as provided in subsection (a) of this Section 1.02, each outstanding share of USPoly Company's Common Stock, par value \$.01 per share ("USPoly Common Stock") outstanding immediately prior to the Effective Time shall be automatically cancelled and converted into the right to receive:

(i) 0.0944 share(s) of Common Stock, par value \$.001 per share, of PW Eagle, Inc. (such shares, the "Merger Shares"; and such class of Common Stock, the "PW Eagle Common Stock"); and

(ii) cash in the amount of \$0.85, without any interest (the "Cash Consideration").

The Merger Shares and Cash Consideration are hereinafter sometimes collectively referred to as the "Merger Consideration". The Merger Consideration shall be allocated among the persons or entities holding shares of USPoly Common Stock to which subparagraph (c) applies pro rata in accordance with their respective ownership of such shares. Notwithstanding the foregoing, no fractional shares of PW Eagle Common Stock shall be issued in the merger and, instead, all fractional shares of PW Eagle Common Stock that a holder of USPoly Common Stock would otherwise be entitled to receive as a result of the merger shall be rounded up to the next whole share.

6. The Board of Directors and the proper officers of the terminating corporation and the Board of Governors and the proper managers of the surviving company, respectively, are hereby authorized and directed to do any and all acts, and to execute, deliver, file, and/or record any and all instruments and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

7. The name and mailing address of the individual who caused this document to be delivered for filing and to whom the Secretary of State may deliver notice if filing of this document if refused, are:

Frank B. Bennett
Lindquist & Vennum, P.L.L.P.
4200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402-2274

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT 17 2005


Secretary of State 

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State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 322B

State of Formation and Names of Merging Entities:

*MN: USPOLY COMPANY
MN: POLYMERGER, LLC*

State of Formation and Name of Surviving Entity:

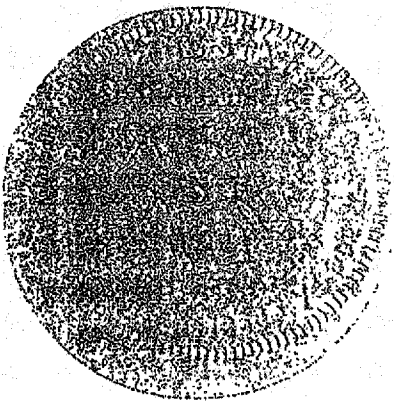
MN: POLYMERGER, LLC

Effective Date of Merger: October 18, 2005, 12:01 a.m.

Name of Surviving Entity After Effective Date of Merger:

USPOLY COMPANY, LLC

This certificate has been issued on: October 17, 2005



Mary Kiffmeyer
Secretary of State.