

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Grant of Security Interest Second Lien		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Henry's Tackle, LLC		10/12/2007	LIMITED LIABILITY COMPANY: NORTH CAROLINA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bison Capital Equity Partners II-B, L.P., as agent		
<b>Street Address:</b>	401 North Tryon Street, 10th Floor		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28202		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1806189	CALCUTTA OFFSHORE BAITS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)701-7711		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312-701-7237		
<b>Email:</b>	cdore@mayerbrown.com		
<b>Correspondent Name:</b>	Christopher Dore (07007608)		
<b>Address Line 1:</b>	71 S. Wacker Drive		
<b>Address Line 2:</b>	Mayer Brown LLP		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606-4637		
<b>NAME OF SUBMITTER:</b>	Christopher Dore		
<b>Signature:</b>	/Christopher Dore/		
<b>Date:</b>	10/16/2007		

OP \$40.00 1806189

Total Attachments: 3

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NOTICE OF GRANT OF SECURITY INTEREST  
IN TRADEMARKS  
(SECOND LIEN)

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Senior Subordinated Security Agreement dated as of October 12, 2007 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and BISON CAPITAL EQUITY PARTNERS II-B, L.P., as Agent (the "Agent") for the holders referenced therein (the "Holders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Holders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Registration Date</u>
1,806,189	<b>Calcutta Offshore Baits</b> (Words & Design)	11/23/1993

The Obligors and the Agent, on behalf of the Holders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

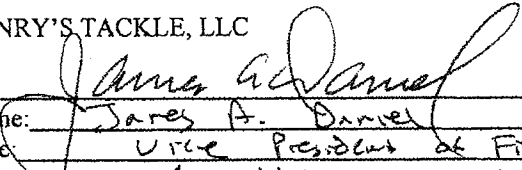
Very truly yours,

HENRY'S TACKLE, LLC

By:

Name:

Title:

  
James A. Daniel  
Vice President of Finance,  
Secretary, Treasurer

Acknowledged and Accepted:

BISON CAPITAL EQUITY PARTNERS II-B, L.P.,  
as Agent

By: BISON CAPITAL PARTNERS, LLC,  
Its: General Partner

By: \_\_\_\_\_  
Name: Louis Bisette  
Title: Managing Member

The Obligors and the Agent, on behalf of the Holders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,


HENRY'S TACKLE, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

BISON CAPITAL EQUITY PARTNERS II-B, L.P.,  
as Agent

By: BISON CAPITAL PARTNERS, LLC,  
Its: General Partner

By:   
Name: Louis Bisette  
Title: Managing Member