

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

OP \$40.00 1806189

Total Attachments: 3

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

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Convertible Note 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 Obligor 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	Calcutta Offshore Baits (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: Jara A. Daniel

Title: USE 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 Bissette
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 Bissette
Title: Managing Member