

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2008		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Fishing Spirit Inc.		12/31/2008
			Entity Type
			CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	Pure Fishing, Inc.		
Street Address:	1900 18th Street		
City:	Spirit Lake		
State/Country:	IOWA		
Postal Code:	51360		
Entity Type:	CORPORATION: IOWA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2413420	TANGLEFREE
CORRESPONDENCE DATA			
Fax Number:	(206)805-4801		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	206-805-4800		
Email:	trademarks@k2sports.com		
Correspondent Name:	K-2 Corporation		
Address Line 1:	4201 6th Ave S		
Address Line 4:	Seattle, WASHINGTON 98108		
ATTORNEY DOCKET NUMBER:	SHFT-2-25738		
NAME OF SUBMITTER:	Julie C. VanDerZanden		
Signature:	/Julie C. VanDerZanden/		

CH \$40.00 2413420

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**TRADEMARK
 REEL: 004184 FRAME: 0327**

Date:

04/12/2010

Total Attachments: 7

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IOWA

No. W00608945
Date: 12/23/2008

SECRETARY OF STATE

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PURE FISHING, INC.

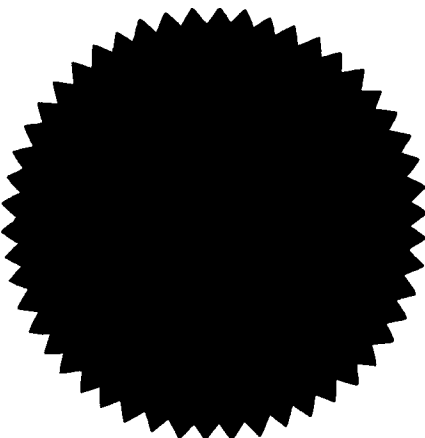
ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Merger

The document was filed on December 18, 2008, at 02:59 PM, to be effective as of December 31, 2008, at 11:59 PM.

The amount of \$50.00 was received in full payment of the filing fee.



Michael A. Mauro

MICHAEL A. MAURO SECRETARY OF STATE



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ARTICLES OF MERGER
OF
FISHING SPIRIT, INC.
AND
PURE FISHING, INC.

To the Secretary of State
State of Iowa

Pursuant to the provisions of the Iowa Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Fishing Spirit, Inc., a Wisconsin corporation in good standing, into Pure Fishing, Inc., an Iowa corporation, as the surviving corporation.

FIRST: Attached to these Articles of Merger and by this reference made a part of these Articles is Exhibit A, which is a true and correct copy of the Agreement and Plan of Merger dated December 18, 2008 (the "Merger Agreement") for merging Fishing Spirit, Inc. into Pure Fishing, Inc., which was approved and adopted by the Board of Directors of the two corporations participating in the merger; that is Pure Fishing, Inc. as the surviving corporation, in the manner prescribed by the Iowa Business Corporation Act ("IBCA"), and Fishing Spirit, Inc., a Wisconsin corporation, in the manner prescribed by the Wisconsin Business Corporation Law ("WBCL").

SECOND: The merger of Fishing Spirit, Inc. with and into Pure Fishing, Inc. is permitted by the laws of the jurisdiction of organization of Fishing Spirit, Inc. and is in compliance with said laws.

THIRD: Fishing Spirit, Inc. is a wholly-owned subsidiary of Pure Fishing, Inc. Shareholder approval of the Merger Agreement is not required by the IBCA and WBCL.

FOURTH: The Merger is to be effective at 11:59 pm on December 31, 2008.

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Executed on this 18th day of December, 2008.

FISHING SPIRIT, INC.

By: Jarrett Braterman
Name: Jarrett Braterman
Title: Assistant Secretary

PURE FISHING, INC.

By: Jarrett Braterman
Name: Jarrett Braterman
Title: Assistant Secretary

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

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RECEIVED TIME DEC. 18. 2:59PM

TRADEMARK
REEL: 004184 FRAME: 0332

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of December 18, 2008, between Pure Fishing, Inc., a business corporation organized under the laws of the State of Iowa ("Pure Fishing"), and Fishing Spirit, Inc., a business corporation organized under the laws of the State of Wisconsin ("Fishing Spirit").

WITNESSETH:

WHEREAS, Pure Fishing and Fishing Spirit and the respective board of directors thereof deem it advisable and to the advantage, welfare and best interest of said corporations and their respective stockholders to merge Fishing Spirit with and into Pure Fishing pursuant to the provisions of the Wisconsin Business Corporation Law ("WBCL") and the provisions of the Iowa Business Corporation Act ("IBCA"), upon the terms and conditions hereinafter set forth;

WHEREAS, the parties intend that, for U.S. federal income tax purposes, the merger of Fishing Spirit with and into Pure Fishing will qualify as tax-free liquidation that is described in Section 332 of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants set forth herein, the parties hereto agree as follows:

ARTICLE 1: Merger. Upon the filing of (i) a Articles of Merger with the Secretary of State of the State of Wisconsin and (ii) a Articles of Merger with the Secretary of State of the State of Iowa or such subsequent time as the parties shall agree and as shall be specified in respective Articles of Merger (collectively, the "Effective Time"), Fishing Spirit shall be merged with and into Pure Fishing (the "Merger") and Pure Fishing shall be the corporation surviving the Merger (hereinafter referred to as the "Surviving Corporation").

ARTICLE 2: Directors, Officers and Governing Documents. The directors of the Surviving Corporation from and after the Effective Time shall be the directors of Pure Fishing immediately prior to the Effective Time. The officers of the Surviving Corporation immediately after the Effective Time shall be the officers of Pure Fishing immediately prior to the Effective Time. These officers and directors shall hold office in accordance with the Restated Articles of Incorporation, as amended and the Amended and Restated Bylaws of the Surviving Corporation. Each of the Restated Articles of Incorporation, as amended and the Amended and Restated Bylaws of the Surviving Corporation as in force and effect at the Effective Time of the Merger will be the Restated Articles of Incorporation, as amended and the Amended and Restated Bylaws, respectively, of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Iowa.

ARTICLE 3: Name. The name of the Surviving Corporation shall be: Pure Fishing, Inc.

ARTICLE 4: Effect of Merger on Shares of Stock of Fishing Spirit. At the Effective Time, each share of common stock, \$10.00 par value of Pure Fishing outstanding immediately

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prior to the Effective Time shall remain unchanged. At the Effective time, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock of Fishing Spirit outstanding immediately prior to the Effective Time shall be extinguished and cancelled, without the payment of consideration therefor.

ARTICLE 5: Effect of the Merger. The Merger shall have the effect set forth in the WBCL and IBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of Fishing Spirit shall be vested in the Surviving Corporation, and all debts, liabilities and duties of Fishing Spirit shall become the debts, liabilities and duties of the Surviving Corporation.

ARTICLE 6: Authorization. The sole stockholder, board of directors and the proper officers of Fishing Spirit and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Merger Agreement or of the Merger herein provided for.

ARTICLE 7: Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Fishing Spirit such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving Corporation all such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers and authority of Fishing Spirit, and otherwise to carry out the purposes of this Merger Agreement. The officers and directors of the Surviving Corporation are fully authorized, on behalf of the Surviving Corporation or Fishing Spirit, to take any and all such actions and to execute and deliver any and all such deeds, documents and other instruments.

[The remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have executed this Merger Agreement as of the date first above written.

PURE FISHING, INC.

By: Jarrett Braterman
Name: Jarrett Braterman
Title: Assistant Secretary

FISHING SPIRIT, INC.

By: Jarrett Braterman
Name: Jarrett Braterman
Title: Assistant Secretary

FILED
IOWA
SECRETARY OF STATE

12-18-08
2:59 PM

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RECEIVED TIME DEC 18. 2:59PM
RECORDED: 04/12/2010

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