

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
McGuire Portland, Inc.		09/10/2013	CORPORATION: OREGON
RECEIVING PARTY DATA			
Name:	McGuire, LLC		
Street Address:	5260 Overbrook Lane		
City:	Eugene		
State/Country:	OREGON		
Postal Code:	97405		
Entity Type:	LIMITED LIABILITY COMPANY: OREGON		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85823908		
Serial Number:	85812344	MCGUIRE	
CORRESPONDENCE DATA			
Fax Number:	5037782200		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	(503) 778-2137		
Email:	trademarks@lanepowell.com		
Correspondent Name:	Lisa M. Davis, c/o Lane Powell PC		
Address Line 1:	601 SW 2nd Avenue, Suite 2100		
Address Line 4:	Portland, OREGON 97204		
ATTORNEY DOCKET NUMBER:	710409.1		
NAME OF SUBMITTER:	Lisa M. Davis		
Signature:	/lisa m. davis/		

OP \$65.00 85823908

Date:

09/25/2013

Total Attachments: 6

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FILED

SEP 16 2013

**OREGON
SECRETARY OF STATE**

735061-99

**ARTICLES OF CONVERSION
CORPORATION TO LIMITED LIABILITY COMPANY**

ORS 60.470 – ORS 60.501 / ORS 63.467 – ORS 63.497

**ARTICLE 1
Business Entity Prior to Conversion**

The name and type of business entity prior to conversion is:

<u>Name</u>	<u>State of Organization Registry Number</u>	<u>Type of Entity</u>
McGUIRE PORTLAND, INC.	Oregon / Registry No. 735061-99	Business Corporation

**ARTICLE 2
Business Entity after Conversion**

The name and type of business entity after conversion will be:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
McGUIRE, LLC	Oregon	Limited Liability Company

**ARTICLE 3
Plan of Conversion**

A copy of the plan of conversion is attached as Exhibit A.

**ARTICLE 4
Name and Address of Registered Agent**

The name and address of the new Registered Agent is:

<u>Name</u>	<u>Address</u>
MARIANNE McDONALD	5260 Overbrook Lane, Eugene, OR 97405

**ARTICLE 5
Name and Address of Members**

The names and addresses of the Members of the new limited liability company are:

MCGUIRE, LLC



<u>Name</u>	<u>Address</u>	<u>Status</u>
MARIANNE McDONALD	5260 Overbrook Lane, Eugene, OR 97405	Voting
PAULA CHAN CARPENTER	5260 Overbrook Lane, Eugene, OR 97405	Non Voting
MATEEN SAFFARI	120 W. 131 st Street, Los Angeles, CA 90061	Non Voting
LUIS SALGUERO	120 W. 131 st Street, Los Angeles, CA 90061	Non Voting

ARTICLE 6

Duration

The duration of the limited liability company shall be perpetual.

ARTICLE 7

Management

The limited liability company shall be manager managed. MARIANNE McDONALD is the initial manager and shall serve as provided in the company's operating agreement.

ARTICLE 8

Units

The limited liability company shall refer to the membership or ownership interests in the company as Units. The company shall issue as many Units as determined by the members owning a majority of the Units with management rights. The company shall have two classes of Units. One class shall be denominated Class A and shall have full management and economic rights to receive and retain distributions, as and when made, and allocations of profits and losses. The second class will be denominated as Class B and shall have full economic rights, but no management rights. The Units will be represented by certificates.

ARTICLE 9

Purpose

The limited liability company shall offer no professional services. The purpose of the company is to design, manufacture and sell denim apparel and related items.

ARTICLE 10

Optional Provisions

10.1 Member Liability. No member of this limited liability company shall be personally liable to the company or its members for monetary damages for conduct as a member; provided this article shall not eliminate the liability of a member for any act or omission for which such elimination of liability is not permitted under The Oregon Limited Liability Company Act (the Act). No amendment to or repeal of this article shall apply to or have any effect on the liability

of any member of the company for any act or omission that occurs prior to the effective date of any such amendment or repeal.

10.2 Indemnification. To the fullest extent permitted by the Act, the company shall indemnify any member, employee, agent, or officer of the company made a party to a proceeding because the person is or was a member, employee, agent, or officer of the company against liability incurred in that proceeding, provided, however, no indemnification pursuant to this provision shall indemnify any member, employee, agent, or officer from or on account of (1) any breach of the member's or officer's duty of loyalty to the company, or its members; (2) acts or omissions not in good faith which involves intentional misconduct or a knowing violation of the law; (3) any unlawful distribution under ORS 63.235, or (4) any transaction from which the member, employee, agent, or officer derived an improper personal benefit.

10.2.1 Advancement of Expenses. The company shall pay for or reimburse the reasonable expenses incurred by a member, employee, agent, or officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by the Act.

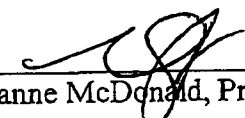
10.2.2 Extent of Indemnification. This indemnification includes indemnification for all expenses, including without limitation, attorney fees, arbitration fees, costs of arbitration or other methods of alternative dispute resolution, accountant fees, expert witness fees, costs of depositions, and other methods of discovery, court costs, and all liability, including without limitation, those arising out of any suit, action, arbitration, or any other alternative method of dispute resolution, bankruptcy proceeding, judgment, award, settlement, penalty, fine, including excise tax assessed with respect to an employee benefit plan, or expense of any nature incurred with respect to a proceeding (herein collectively referred to as reasonable expenses). This indemnification includes reasonable expenses of the officer, member, employee, or agent who is wholly successful on the merits or otherwise in respect to such an action.

ARTICLE 11
Effective Date

These articles of conversion will become effective 9/10/13.

McGUIRE PORTLAND, INC., an Oregon corporation, by:

Date: 9/10/13


Marianne McDonald, President

Person to contact about this filing: Gerry Gaydos
Daytime phone number:

PLAN OF CONVERSION

MCGUIRE PORTLAND, INC., an Oregon Corporation

TO

MCGUIRE, LLC, an Oregon Limited Liability Company

Pursuant to ORS 60.470 – ORS 60.501 and ORS 63.467 – ORS 63.497 and other applicable law, MARIANNE McDONALD, PAULA CHAN CARPENTER, MATEEN SAFFARI and LUIS SALGUERO the sole and only shareholders of MCGUIRE PORTLAND, INC., an Oregon corporation, wish to convert the corporation into a limited liability company. It is the purpose of this Plan to satisfy the requirements of the above referenced statutes and this Plan shall be interpreted in accordance with that purpose.

RECITALS:

A. MARIANNE McDONALD, a shareholder holding the voting shares, and PAULA CHAN CARPENTER, MATEEN SAFFARI and LUIS SALGUERO, shareholders holding nonvoting shares are the sole and only shareholders of MCGUIRE PORTLAND, INC., an Oregon corporation that filed its Articles of Incorporation with the Oregon Secretary of State on December 20, 2010.

B. This Plan of Conversion is being entered into and is unanimously approved by the shareholders. The conversion is permitted by the laws of the state of Oregon.

SECTION 1. NAME AND TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION

Prior to the conversion the business entity was an Oregon business corporation known as McGuire Portland, Inc.

SECTION 2. NAME AND TYPE OF BUSINESS AFTER CONVERSION

After the conversion, the business entity shall be an Oregon limited liability company known as McGuire, LLC and shall be manager managed.

SECTION 3. SUMMARY OF MATERIAL TERMS AND CONDITIONS OF CONVERSION

3.1. This Plan of Conversion has been unanimously approved by the shareholders, both voting and nonvoting.

3.2. The Oregon corporation known as McGuire Portland, Inc. proposes to convert from a corporation to a limited liability company duly organized and existing under the laws of the state of Oregon.

3.3. The name of the limited liability company is and will be McGuire, LLC and shall be set forth in the Articles of Conversion.

3.4. At the time of the conversion Marianne McDonald owns 800 voting shares and 134 nonvoting shares, Paula Chan Carpenter owns 720 nonvoting shares, Mateen Saffari owns 173 nonvoting shares, and Luis Salguero owns 173 nonvoting shares. After the conversion, Coby Lynn McDonald or Marianne Gallagher McDonald, Trustees of the Coby Lynn McDonald and Marianne Gallagher McDonald Revocable Trust dated 10/27/2010, will hold 800 units with management rights and 134 without management rights, Paula Chan Carpenter, Trustee of the Paula Chan Carpenter Trust dated June 6, 2012, will own 720 units without management rights, Mateen Saffari and Luis Salguero shall each have 173 units without management rights.

3.5. The new limited liability company shall have authority to issue 10,000 units, some with management rights and some without management rights which shall be denominated as Class A Units, and some without management rights which shall be denominated as Class B Units. The number of both classes of Units shall be determined by the Manager in the Manager's sole discretion. The members will have the same proportion of ownership of the new limited liability company as they held in the corporation and the same management rights, or lack thereof, as they held in the corporation.

3.6. Unless unanimously agreed upon by the members holding units with management rights, the maximum number of units that the limited liability company, with and without management rights that shall be authorized to be issued and have outstanding at any one time is 2,500 units with management rights and 7,500 units without management rights.

3.7. The limited liability company will have a manager. The initial manager will be Marianne McDonald who shall hold that position until the first meeting of members holding the voting units, or until otherwise replaced by a successor.

3.8. The limited liability company shall indemnify the members and managers to the full extent permitted by law.

SECTION 4. THE MANNER AND BASIS OF CONVERTING THE OWNERSHIP OF EACH OWNER INTO OWNERSHIP INTEREST OR OBLIGATIONS OF THE CONVERTED BUSINESS ENTITY

As stated above, the members each shall have issued to them units as described above. No other units shall be issued, except by unanimous consent or approval of the voting member or members.

SECTION 5. ADDITIONAL INFORMATION

5.1. The Articles of Conversion shall be signed by Marianne McDonald as organizer and Manager. The Articles shall include the name of the limited liability company the address, including street and number and mailing address of the limited liability company's initial registered office and the name of the initial registered agent at that office which shall be Marianne McDonald, 5260 Overbrook Lane, Eugene, Oregon 97405. This shall also be the mailing address for notices.

5.2. The Articles of Conversion shall indicate that the company is a manager managed limited liability company and that the limited liability company shall be perpetual.

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5.3. Marianne McDonald shall cause the Articles of Conversion to be filed with the Oregon Secretary of State.

5.4. The purpose of the new limited liability company shall be to design, manufacture and sell denim apparel and related items.

SECTION 6. EFFECTIVENESS OF CONVERSION

The conversion shall be effective the date the Articles of Conversion are filed by the Oregon Secretary of State at 12:01 a.m.

SECTION 7. EFFECT OF CONVERSION


The effect of the conversion is controlled by ORS 63.479, a copy of which is attached to the Plan. The Oregon corporation, which is the converting entity, continues to exist without interruption in the organizational form of the limited liability company, rather than in the organization form of a corporation. All property will be vested in the limited liability company without reversion, impairment, further act or deed or any transfer or assignment having occurred. All liabilities and obligations of the corporation will continue to be liabilities and obligations of the limited liability company in the new organizational form. The shareholders of the corporation immediately before the effective date of the conversion, are to contribute the amount necessary to satisfy the corporation's obligations as if the corporation were dissolved.

SECTION 8. CONSENT TO CONVERSION PLAN

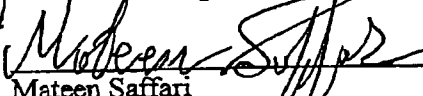
The shareholders acknowledge and agree that they are the sole and only shareholders of McGuire Portland, Inc. and that they have consented to this Plan of Conversion and approve it in all respects. The Plan is unanimously agreed to and adopted to by the shareholders as evidenced by their signatures to this document.


IN WITNESS WHEREOF, the Partners execute this Agreement as of the date and year first above written:

Date: 9/10/13


Marianne McDonald


Paula Chan Carpenter


Mateen Saffari


Luis Salguero