

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, LLC		11/01/2013	LIMITED LIABILITY COMPANY: OREGON
RECEIVING PARTY DATA			
Name:	McGuire Denim, LLC		
Street Address:	5260 Overbrook Lane		
City:	Eugene		
State/Country:	OREGON		
Postal Code:	97405		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	85823908		
Serial Number:	85812344	MCGUIRE	
Serial Number:	86092880	MCGUIRE DENIM	
Serial Number:	86093943	M	
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 2nd Avenue, Suite 2100		
Address Line 4:	Portland, OREGON 97204		
ATTORNEY DOCKET NUMBER:		710409.1	

OP \$115.00 85823908

NAME OF SUBMITTER:	Lisa M. Davis
Signature:	/lisamdavis/
Date:	11/11/2013
Total Attachments: 7 source=Articles of Conversion and Certificate of Conversion (McGuire, LLC to McGuire Denim, LLC)#page1.tif source=Articles of Conversion and Certificate of Conversion (McGuire, LLC to McGuire Denim, LLC)#page2.tif source=Articles of Conversion and Certificate of Conversion (McGuire, LLC to McGuire Denim, LLC)#page3.tif source=Articles of Conversion and Certificate of Conversion (McGuire, LLC to McGuire Denim, LLC)#page4.tif source=Articles of Conversion and Certificate of Conversion (McGuire, LLC to McGuire Denim, LLC)#page5.tif source=Articles of Conversion and Certificate of Conversion (McGuire, LLC to McGuire Denim, LLC)#page6.tif source=Articles of Conversion and Certificate of Conversion (McGuire, LLC to McGuire Denim, LLC)#page7.tif	

735061-99

ARTICLES OF CONVERSION

11/01/2013 3:36PM 000001 #4653

AN OREGON LIMITED LIABILITY COMPANY TO A DELAWARE
LIMITED LIABILITY COMPANY

0001
BUSINESS REG \$275.00
CHECK \$275.00

ORS 63.467 – ORS 63.497

FILED

NOV 01 2013

OREGON
SECRETARY OF STATE

ARTICLE 1
Business Entity Prior to Conversion

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

Name	State of Organization Registry Number	Type of Entity
McGUIRE, LLC	Oregon / Registry No. 735061-99	Limited Liability Company

ARTICLE 2
Business Entity after Conversion

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

Name	State of Organization	Type of Entity
McGUIRE DENIM, LLC	Delaware	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 Registered Agent of the Delaware limited liability company is:

Name	Address
NATIONAL REGISTERED AGENTS, INC.	160 Greentree Drive, Suite 101, Dover, Delaware 19904

MCGUIRE DENIM, LLC



73506199-14725054

CNVINA

TRADEMARK

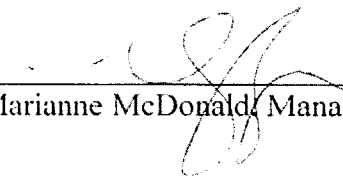
REEL: 005151 FRAME: 0738

ARTICLE 5
Effective Date

These Articles of Conversion will become effective on the date a Certificate of Conversion is filed with the Delaware Secretary of State.

McGUIRE, LLC

Date: November 1, 2013



Marianne McDonald, Manager

Person to contact about this filing: Gerry Gaydos
Daytime phone number: 541-343-8060

PLAN OF CONVERSION

MCGUIRE, LLC, an Oregon Limited Liability Company

To

MCGUIRE DENIM, LLC, a Delaware Limited Liability Company

Pursuant to ORS 63.467 – ORS 63.497 and Del. Code Tit. 6 § 18-214, the COBY LYNN MCDONALD AND MARIANNE GALLAGHER McDONALD REVOCABLE TRUST DATED 10/27/2010 (“MCDONALD”), the PAULA CHAN CARPENTER TRUST DATED 6/6/2012 (“CARPENTER”), MATEEN SAFFARI (“SAFFARI”) and LUIS SALGUERO (“SALGUERO”), the sole and only members of MCGUIRE, LLC, an Oregon limited liability company (the “Oregon LLC”), enter into this PLAN OF CONVERSION as of November 1, 2013, to consent to the conversion of the Oregon LLC to a Delaware 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. The Oregon LLC filed Articles of Conversion with the Oregon Secretary of State on September 16, 2013 to convert McGuire Portland, Inc., an Oregon corporation, to an Oregon limited liability company known as McGuire, LLC.

B. This Plan of Conversion is being entered into and is unanimously approved by all of the members of the Oregon LLC to convert the Oregon LLC to a Delaware limited liability company. The conversion is permitted by the laws of the state of Oregon and the state of Delaware.

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

Prior to the conversion the business entity was an Oregon limited liability company known as McGuire, LLC.

SECTION 2. NAME AND TYPE OF BUSINESS AFTER CONVERSION

After the conversion, the business entity shall be a Delaware limited liability company known as McGuire Denim, LLC (the “Delaware LLC”).

SECTION 3. SUMMARY OF MATERIAL TERMS AND CONDITIONS OF CONVERSION

The members of the Delaware LLC shall execute a limited liability company operating agreement that will reflect their ownership interests in the Delaware LLC as set forth in Section 4 hereof, and which shall contain such other terms and provisions regarding the affairs of the limited liability company and the conduct of its business as they shall agree in accordance with Delaware law.

limited liability company and the conduct of its business as they shall agree in accordance with Delaware law.

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

The ownership interests of the members of the Oregon LLC and the member interests in the Delaware LLC into which such Oregon LLC interests shall be converted as a result of the conversion are set forth below:

Member Name	Oregon LLC Interests	Delaware LLC Interests
McDonald	827.29 Units with management rights 134 Units without management rights	82,729 Class A Voting Units 13,400 Class B Non-Voting Units
Carpenter	756.33 Units without management rights	75,633 Class B Non-Voting Units
Saffari	213 Units without management rights	21,300 Class B Non-Voting Units
Salguero	213 Units without management rights	21,300 Class B Non-Voting Units

SECTION 5. ADDITIONAL INFORMATION

5.1. Articles of Conversion shall be signed by Marianne McDonald as manager of the Oregon LLC and filed with the Oregon Secretary of State. A Certificate of Formation of the Delaware LLC and a Certificate of Conversion shall be signed by Marianne McDonald and shall be filed with the Delaware Secretary of State.

5.2 The Delaware LLC shall not transact business in the state of Oregon.

SECTION 6. EFFECTIVENESS OF CONVERSION

The conversion shall be effective on the date the Certificate of Conversion is filed with the Delaware Secretary of State.

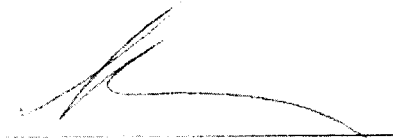
SECTION 7. CONSENT TO CONVERSION PLAN

The below listed holders and members acknowledge and agree that they are the sole and only holders and members of McGuire, LLC, an Oregon limited liability company, and they hereby consent to this Plan of Conversion and approve it in all respects.


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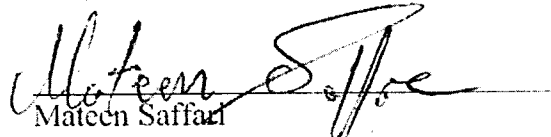
IN WITNESS WHEREOF, the members execute this Agreement as of the date and year first above written:

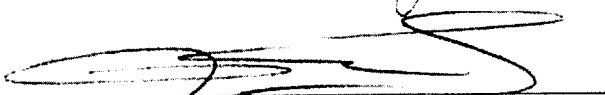
COBY LYNN MCDONALD AND
MARIANNE GALLAGHER MCDONALD
REVOCABLE TRUST DTD 10/27/2010

By: 
Coby McDonald, Trustee

PAULA CHAN CARPENTER TRUST DTD
6/6/2012

By: 
Paula Chan Carpenter, Trustee


Mateen Saffari



Luis Salguero

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1. The jurisdiction where the Non-Delaware Limited Liability Company first formed is Oregon.
2. The jurisdiction immediately prior to filing this Certificate is Oregon.
3. The date the Non-Delaware Limited Liability Company first formed is September 16, 2013.
4. The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is McGuire, LLC.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is McGuire Denim, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on November 1, 2013.

By:



Marianne McDonald,
Manager


**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

First: The name of the limited liability company is McGuire Denim, LLC.

Second: The address of its registered office in the State of Delaware is 160 Greentree Drive, Suite 101, Dover, Delaware 19904.

Third: The name of its Registered Agent at such address is National Registered Agents, Inc.

In Witness Whereof, the undersigned has executed this Certificate of Formation on November 1, 2013

By: 

Mariamne McDonald
Manager