

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM316982

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
prAna Living, LLC		06/04/2014	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	prAna Living, LLC		
<b>Street Address:</b>	14375 NW Science Park Drive		
<b>Internal Address:</b>	ATTN: Karen M. Cushman		
<b>City:</b>	Portland		
<b>State/Country:</b>	OREGON		
<b>Postal Code:</b>	97229		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: OREGON		
<b>PROPERTY NUMBERS Total: 37</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86049251	WE STAND BY OUR GOODS	
<b>Serial Number:</b>	86049239	WE STAND BY OUR GOODS	
<b>Serial Number:</b>	86008974	A PRANA LIFE	
<b>Serial Number:</b>	86008972	PRANA	
<b>Serial Number:</b>	86049256	WE STAND BY OUR GOODS	
<b>Serial Number:</b>	86049244	WE STAND BY OUR GOODS	
<b>Serial Number:</b>	86315183	NEVAEH	
<b>Serial Number:</b>	86315182	NEVAEH	
<b>Registration Number:</b>	4601821	PRANA LIVING	
<b>Serial Number:</b>	85329665	VEEDA	
<b>Registration Number:</b>	4580386		
<b>Serial Number:</b>	85665428	SOLARA	
<b>Serial Number:</b>	85665425	SOLARA	
<b>Registration Number:</b>	4556535	PRANA	
<b>Serial Number:</b>	85438094	PRANA LIVING	
<b>Registration Number:</b>	4455526	PRANA	
<b>Registration Number:</b>	4488779	PRANA	
<b>Registration Number:</b>	4488778	PRANA	

OP \$940.00 86049251

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4488777	PRANA
Registration Number:	4488776	
Registration Number:	4491431	
Registration Number:	4502037	
Registration Number:	4488775	
Registration Number:	3990942	PRANA
Registration Number:	2946253	
Registration Number:	2946240	BORN FROM THE EXPERIENCE
Registration Number:	3366571	PRANA
Registration Number:	3949942	MAHDIA
Registration Number:	4396448	PRANA
Registration Number:	3719555	PRÄNA
Registration Number:	3755448	CHAKARA
Registration Number:	3742835	PRANA
Registration Number:	2639255	PRANA
Registration Number:	2677150	PRANA
Registration Number:	2569537	PRANA
Registration Number:	2003284	
Registration Number:	1803298	PRANA

#### CORRESPONDENCE DATA

Fax Number: 503-985-50

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 503-985-4009

Email: kcushman@columbia.com

Correspondent Name: Karen M. Cushman

Address Line 1: 14375 NW Science Park Drive

Address Line 4: Portland, OREGON 97229

ATTORNEY DOCKET NUMBER:	PRANA ENTITY CONVERSION
NAME OF SUBMITTER:	Karen M. Cushman
SIGNATURE:	/Karen M. Cushman/
DATE SIGNED:	09/15/2014

#### Total Attachments: 6

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Articles of Conversion - Business Entities

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

JUN 04 2014

OREGON SECRETARY OF STATE For office use only

REGISTRY NUMBER:

791979-93

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink.

1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION:

prAna Living, LLC

2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION:

Limited Liability Company

3) NAME OF BUSINESS ENTITY AFTER CONVERSION:

prAna Living, LLC

4) TYPE OF BUSINESS ENTITY AFTER CONVERSION:

Limited Liability Company

5) WILL THE CONVERTED ENTITY HAVE CONTINUED EXISTENCE IN OREGON?  YES  NO

6) IF NO, WHERE WILL THE JURISDICTION BE? \_\_\_\_\_

7)  A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

8) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

9) EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Peter J. Bragdon

Title:

Senior VP, General Counsel,

Secretary of Lotus Holding Corporation, being the Sole member of Lotus Living, LLC

CONTACT NAME: (To resolve questions with this filing.)

Damian L. Peterson

PHONE NUMBER: (Include area code.)

PRANA LIVING, LLC

FEEES

Domestic Required Processing Fee \$100 Foreign Required Processing Fee \$275

Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."



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TRADEMARK REEL: 005362 FRAME: 0473

**PLAN OF CONVERSION  
OF  
PRANA LIVING, LLC**

**1. TERMS AND CONDITIONS**

**1.1** Upon the terms and subject to the conditions of this Plan of Conversion and in accordance with the laws of Delaware and Oregon, prAna Living, LLC, a Delaware limited liability company ("**prAna Delaware**"), shall be converted from a Delaware limited liability company into an Oregon limited liability company (the "**Conversion**").

**1.2 Effect of Conversion.** Upon the completion of the Conversion, prAna Living, LLC, an Oregon limited liability company ("**prAna Oregon**"), shall continue as the converted limited liability company, and the separate existence of prAna Delaware shall cease. Any options, warrants, calls, subscriptions, conversion or other rights, agreements or commitments obligating prAna Delaware to issue any additional equity interests or any other securities convertible into, exchangeable for or evidencing the right to subscribe for any equity interests of prAna Delaware have been extinguished, and there will be no equity interests of prAna Oregon outstanding other than its membership interests.

**1.3 Filings; Effective Times.** The officers of prAna Delaware shall cause the Conversion to be completed by filing (i) Certificate of Conversion with the Delaware Secretary of State and (b) Articles of Conversion and Plan of Conversion (together with related Oregon Articles of Organization) with the Oregon Secretary of State. The effective time of the conversion shall be the date and time of the Delaware filing (the "**Effective Time**").

**1.4 Succession.** At the Effective Time, prAna Oregon shall succeed to all of the rights and property of prAna Delaware and become subject to all the liabilities of prAna Delaware, and from and after the Effective Time the Conversion shall have all the other effects set forth in this Plan of Conversion, the filed Delaware Certificate of Conversion, the filed Oregon Articles of Conversion and the laws of the states of Delaware and Oregon.

**2. ORGANIZATIONAL DOCUMENTS, MEMBERS AND OFFICERS**

**2.1 Articles of Organization and Operating Agreement.** The Articles of Organization of prAna Oregon shall be filed together with the Oregon Articles of Conversion and Plan of Conversion, and shall be substantially the same as the Articles of Organization of prAna Delaware in effect immediately prior to the Conversion, except to the extent that Oregon law requires that revised or additional provisions be included in the Oregon Articles of Organization. A copy of the Articles of Organization is attached hereto as **Exhibit A**. The Operating Agreement of prAna Oregon shall be in such form as adopted by the members of prAna Oregon, and shall be substantially the same as the Operating Agreement of prAna Delaware in effect immediately prior to the Conversion, except to the extent that Oregon law requires that revised or additional provisions be included in the Oregon Bylaws.

**2.2 Members and Officers.** The members and officers of prAna Delaware at the Effective Time shall be the initial members and officers of prAna Oregon, and shall continue to serve as members and officers in accordance with the Articles of Organization and Operating Agreement of prAna Oregon until their successors are duly elected or appointed and qualified or until their earlier resignation or removal.

**3. MISCELLANEOUS**

**3.1 Termination.** This Plan of Conversion may be terminated and the Conversion abandoned at any time before the consummation of the Conversion if the members of prAna Delaware determines to abandon this Plan of Conversion.

**EXHIBIT A**  
**ARTICLES OF ORGANIZATION**

**ARTICLES OF ORGANIZATION  
OF  
PRANA LIVING, LLC  
a Limited Liability Company**

The undersigned natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Oregon Limited Liability Company Act, adopts the following Articles of Organization:

**ARTICLE 1. NAME**

The name of the company is prAna Living, LLC (hereinafter, the "Company").

**ARTICLE 2. DURATION**

The Company shall have perpetual existence.

**ARTICLE 3. REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Company and the address of its registered office are as follows:

Corporation Service Company  
285 Liberty Street, NE  
Salem, OR 97301-3865

**ARTICLE 4. NOTICES**

The address where the State of Oregon Corporation Division may mail notices to the Company is as follows:

14375 NW Science Park Drive  
Portland, OR 97229

**ARTICLE 5. ORGANIZER**

The name and address of the organizer are as follows:

Damian L. Peterson  
51 West 52nd Street  
New York, NY 10019

79197793

#### ARTICLE 6. MEMBERS

The Company will be managed by a member or members.

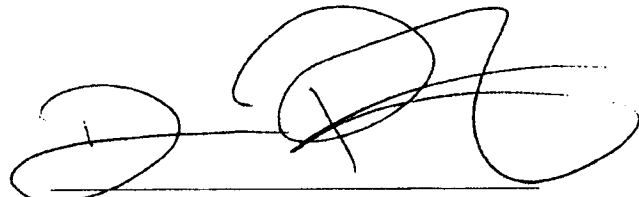
#### ARTICLE 7. LIMITATION OF MEMBER LIABILITY

To the fullest extent that the Oregon Limited Liability Company Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of a member, a member of the Company shall not be liable to the Company or its members for any monetary damages for conduct as a member. Any amendment to or repeal of this Article or amendment to the Oregon Limited Liability Company Act shall not adversely affect any right or protection of a member of the Company for or with respect to any acts or omissions of such member occurring prior to such amendment or repeal.

#### ARTICLE 8. INDEMNIFICATION

To the fullest extent not prohibited by law, the Company: (i) shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Company), by reason of the fact that the person is or was a member of the Company, and (ii) may indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Company), by reason of the fact that the person is or was an employee or agent of the Company. This Article shall not be deemed exclusive of any other provisions for the indemnification of members, employees, or agents that may be included in any statute, bylaw, agreement, resolution of members or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Company. For purposes of this Article, "Company" shall mean the Company organized hereunder and any successor Company thereof.

The undersigned organizer has executed these Articles of Organization this 4th day of June, 2014.



Damian L. Peterson, Organizer

The name and telephone number of the person to contact about this filing are:

Damian L. Peterson  
(212) 403-1350

TRADEMARK