

09-27-2000



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

9.1f00

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Documents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies) Great Gulf Homes American Corp.
Individuals Association
General Partnership Limited Partnership
x Corporation - State of Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes x No
3. Nature of Conveyance:
x Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 08/02/00

2. Name and address of receiving party(ies):
Name: Ashton Woods USA, L.L.C.
Internal Address:
Street Address: 250 Lesmill Road
City Don Mills State Ontario, Canada Zip M3B 2T5
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation - State of Nevada
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: x Yes No (Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark number(s):
If this document is being filed together with a new application, the execution date of the application is
A. Trademark Application No.(s) 74/014,686
B. Trademark Registration No.(s) 1,614,262
Additional numbers attached? Yes x No

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$ 40.00
x Enclosed
Authorized to be charged to deposit account
8. Deposit Account Number:
(Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Gregory M. Howison
Internal Address: 12225 Greenville Avenue, Suite 985
City Dallas State TX Zip 75243

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Gregory M. Howison September 13, 2000
Name of Person Signing Signature Date
Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

09/26/2000 MTHAI1 00000325 614262
01 FC:481 40.00 UF

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

TRADEMARK ASSIGNMENT

For good and valuable consideration, receipt of which is hereby acknowledged, Great Gulf Homes American Corp., a corporation of the State of Delaware, having offices at 250 Lesmill Road, Don Mills, Ontario, Canada M3B 2T5, does hereby assign to Ashton Woods USA, L.L.C., a corporation of the State of Nevada, having offices at 250 Lesmill Road, Don Mills, Ontario, Canada M3B 2T5, its successors, assigns and legal representatives, the entire right, title and interest in and to the following United States Trademark Registration, together with the goodwill of the business symbolized by said mark, and the registration thereof.

<u>U.S. Registration No.</u>	<u>Issue Date</u>	<u>Mark</u>
1,614,262	September 18, 1990	ASHTON WOODS HOMES
<u>State of Texas Registration No.</u>	<u>Issue Date</u>	<u>Mark</u>
50077	February 9, 1990	ASHTON WOODS HOMES

Signed at Ontario, Canada, this 2nd day of August, 2000.

Great Gulf Homes American Corp.

By:

  
 Harry Rosenbaum

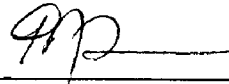
Its:

Secretary

State of Ontario  
Country of Canada

§  
§ ss:

On this 2nd day of August, 2000, personally appeared before me Harry Rosenbaum, to me known and known to me to be the Secretary of Great Gulf Homes American Corp., the assignor above named, and acknowledged that he executed the foregoing instrument on behalf of said Assignor and pursuant to authority duly received and that the seal affixed hereto in the name and on behalf of said corporation is the corporate seal thereof.

  
\_\_\_\_\_  
Notary Public

Phyllis Joyce Tenn  
Printed or Typed Name of Notary Public

My Commission Expires: August 8, 2001

P.O. Box 741715

Dallas, Texas 75374-1715

972/479-0462

September 13, 2000

ASHTON WOODS USA L.L.C.

387-1997

FOR THE PERIOD FEB 2000 TO 2001. DUE BY FEB 28, 2000. The Limited-Liability Company's duly appointed resident agent in the State of Nevada upon whom process can be served is:

RA# 61182

FOR OFFICE USE ONLY FILED (DATE)

NATIONAL REGISTERED AGENTS OF NV 202 S MINNESOTA CARSON CITY NV 89703

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT/ADDRESS FORM WILL BE SENT.

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

- 1. Include the names and addresses, either residences or business, for all managers, or if none, its members. Please indicate in the title box whether the person listed is a manager, or manager/member, or member. Last year's information has been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. A manager, or if none, a member of the company must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
2. If there are additional managers or members, attach a list of them to this form.
3. Return the completed form with the \$85.00 filing fee. A \$15 penalty must be added for failure to file this form by the deadline indicated at the top of this form. An annual list received more than 60 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. If you need a receipt, enclose a self-addressed stamped envelope. To receive a certified copy, enclose a copy of this completed form, an additional \$10.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 101 North Carson Street, Suite #3, Carson City, NV 89701-4786. (775) 684-5708.

FILING FEE: \$85.00 PENALTY: \$15.00

Form with fields for NAME, P.O. BOX, STREET ADDRESS, CITY, ST., ZIP, and TITLE(S). Entries include BRUCE FREEMAN, HARRY ROSENBAUM, and SEYMOUR JOFFE, all with addresses at 250 L ESMILL RD. Y, DON MILLS, ONT CN.

I hereby certify this annual list.

X Signature of Manager or Member

Date

CERTIFICATE

STATE OF NEVADA - SECRETARY OF STATE

FILE NUMBER

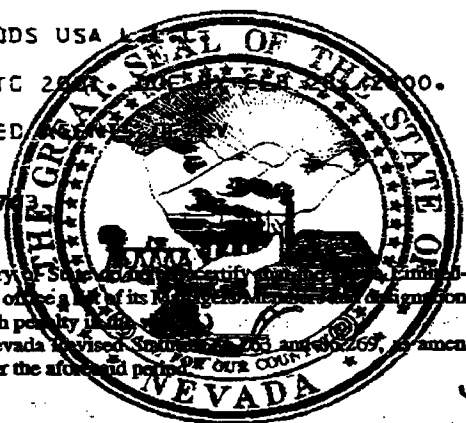
ASHTON WOODS USA L.L.C.

387-1997

FOR THE PERIOD FEB 2000 TO 2001.

NATIONAL REGISTERED AGENTS OF NV

202 S MINNESOTA CARSON CITY NV 89703



I, Dean Heller, the Nevada Secretary of State, do hereby certify that the above Limited-Liability Company, after having paid the annual fee of \$85.00 for filing in this office a list of its Managers, Members and designation of resident agent for service of process for the above filing period, together with penalty fees, and having also filed the aforesaid list as required by Nevada Revised Statutes 269A and 269B, as amended, is hereby authorized to transact and conduct business within this state for the aforesaid period.

THIS CERTIFICATE BECOMES A RECEIPT UPON BEING VALIDATED BY THE OFFICE OF SECRETARY OF STATE

Dean Heller DEAN HELLER TRADEMARK Secretary of State

RECORDED: 09/18/2000

REEL: 002148 FRAME: 0624