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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): URBAN SHOPPING CENTERS, INC. 900 N. Michigan Ave., Ste. 1500 Chicago, IL 60611

2. Name and address of receiving party(ies) Name: Head Acquisition, L.P. Internal Address: 900 N. Michigan Ave., Ste. 1500 Street Address: Chicago State: Il Zip: 60611

3. Nature of conveyance: Merger Execution Date: November 8, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHMENT A

B. Trademark Registration No.(s) SEE ATTACHMENT A

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Kristen E. Green Internal Address: MAYER, BROWN & PLATT Street Address: Grand Ave., 25th Floor City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: 16 7. Total fee (37 CFR 3.41): \$ 415.00 Enclosed

8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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. Kristen E. Green Signature Date 4/5/01

Name of Person Signing Attorney for Assignee

Total number of pages including cover sheet, attachments, and document: 13

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

06/12/2001 01 FC:481 02 FC:482

TRADEMARK REEL: 002311 FRAME: 0987

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/107,869
76/108,171
76/108,154
76/107,769
76/107,751
76/108,173
76/105,888
76/105,886
76/108,174
76/108,172
76/107,925
76/107,926
76/108,170

B. Trademark Registration No.(s)

2,105,845
2,315,797
1,284,583

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HEAD ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "URBAN SHOPPING CENTERS, INC." UNDER THE NAME OF "URBAN SHOPPING CENTERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF NOVEMBER, A.D. 2000, AT 8:30 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1159429

DATE: 05-30-01

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

HEAD ACQUISITION CORP.
(a Delaware corporation)

INTO

URBAN SHOPPING CENTERS, INC.
(a Maryland corporation)

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), Head Acquisition Corp., a Delaware corporation, DOES HEREBY CERTIFY that:

FIRST: Head Acquisition Corp., a Delaware corporation ("HAC"), is incorporated pursuant to the DGCL. Urban Shopping Centers, Inc., a Maryland corporation ("Urban"), is incorporated pursuant to the Maryland General Corporation Law.

SECOND: HAC owns at least 90% of the outstanding shares of each class of capital stock of Urban Shopping Centers, Inc., a Maryland corporation ("Urban"), entitled to vote on the merger (the "Merger") of HAC with and into Urban, with Urban as the surviving corporation (the "Surviving Corporation"), pursuant to an Agreement and Plan of Merger dated as of September 25, 2000 by and among Rodamco North America N.V., Hexalon Real Estate, Inc., Head Acquisition, L.P., HAC, Urban and Urban Shopping Centers, L.P.

THIRD: Urban agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from the Merger. Urban irrevocably appoints the Delaware Secretary of State as its agent to accept service of process. A copy of any such process shall be mailed to Urban, c/o Rodamco North America, 950 East Paces Ferry Road, Suite 2275, Atlanta, Georgia 30326.

FOURTH: The Board of Directors of HAC, by resolutions duly adopted on September 22, 2000 (a true copy of which are attached hereto as Annex A), determined to merge HAC into Urban.

FIFTH: The Merger has been approved by the sole stockholder of HAC at a meeting duly called for such purpose.

[signature page follows]

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:30 AM 11/08/2000
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IN WITNESS WHEREOF, HAC has caused this Certificate of Ownership and Merger to be executed by a duly authorized officer this 8th day of November, 2000.

HEAD ACQUISITION CORP.

By:

Name: Daniel S. Weaver

Title: Secretary

**HEAD ACQUISITION CORP.
WRITTEN CONSENT OF SOLE DIRECTOR
IN LIEU OF A MEETING**

THE UNDERSIGNED, being the sole director of Head Acquisition Corp., a Delaware corporation (the "Corporation"), hereby consents to the following actions and adopts the following resolutions by written consent without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware:

I. GENERAL MATTERS

RESOLVED, that the Certificate of Incorporation of the Corporation, which was filed with the Secretary of State of Delaware on September 18, 2000 and recorded accordingly, is approved and that a copy of the same be inserted in the minute book of the Corporation and that the Secretary be and hereby is instructed to cause the same to be so inserted in the minute book of the Corporation; and be it further

RESOLVED, that the actions taken by Eric D. Hargan, as sole incorporator, in forming the Corporation and with respect to related matters be and the same hereby are approved and ratified in all respects; and be it further

RESOLVED, that the Bylaws attached hereto as Exhibit A are hereby adopted as the Bylaws of the Corporation; and be it further

RESOLVED, that the form of certificate for the Common Stock, \$.01 par value per share, of the Corporation, a specimen of which is attached hereto as Exhibit B, is adopted as the certificate to represent fully paid and nonassessable shares of the Corporation's Common Stock; and be it further

RESOLVED, that the annual meeting of stockholders of the Corporation shall be held for the election of directors at such time and place as shall be designated by resolution of the Board of Directors; and be it further

II. ELECTION OF OFFICERS

RESOLVED, that the following persons are nominated and elected to the offices of the Corporation set forth opposite their respective names, to hold such offices in accordance with the Bylaws of the Corporation and the laws of the State of Delaware:

<u>Name:</u>	<u>Office</u>
Gerald E. Egan	Chief Executive Officer
Lee Letchford	President
Daniel S. Weaver	Vice President, Treasurer and Secretary
Timothy Koster	Vice President

; and be it further

RESOLVED, that, for the purpose of authorizing the Corporation to do business under the laws of any state, territory or possession of the United States or any foreign country in which it is necessary or convenient for the Corporation to transact business, the officers of the Corporation are each authorized, in the name and on behalf of the corporation, to take such actions as may be necessary or advisable to effect the qualification of the Corporation to do business as a foreign corporation in any of such states, territories, possessions or foreign countries and, without limitation to the foregoing, in connection therewith to appoint and substitute all necessary agents or attorneys for service of process, to designate or change the location of all necessary statutory offices and to execute, acknowledge, verify, deliver, file or cause to be published any necessary applications, papers, certificates, reports, consents to service of process, powers of attorney and other instruments as may be required by any such laws, and, whenever it is expedient for the Corporation to cease doing business and withdraw from any such state, territory, possession, or foreign country, to revoke any appointment of agent or attorney for service of process and to file such applications, papers, certificates, reports, revocations of appointment or surrenders of authority as may be necessary or advisable to terminate the authority of the Corporation to do business in any such state, territory, possession or foreign country; and be it further

RESOLVED, that all moneys and funds of the Corporation deposited in banks whether at the principal office or elsewhere shall be deposited in the name of the Corporation and that the Board of Directors, by resolution, or the Chief Executive Officer, President or the Treasurer, by a written order, shall have the power to designate the deposit banks of the Corporation; and be it further

RESOLVED, that all checks, drafts and orders for the payment of money drawn on the deposit banks of the Corporation shall be signed by the Chief Executive Officer, President, the Treasurer or any Vice President of the Corporation; and be it further

RESOLVED, that the Secretary of the Corporation is authorized and empowered to certify any standard bank resolutions necessary to effectuate the foregoing authorizations and to insert copies of such resolutions in the minute book of the Corporation as part of its permanent records; and be it further

RESOLVED, that the officers of the Corporation are each authorized and empowered to pay all organizational fees and expenses of the Corporation and to reimburse any person or persons who have paid such fees and expenses for and on behalf of the Corporation.

III. INITIAL CAPITALIZATION

WHEREAS, the Corporation has the authority to issue 1000 shares of Common Stock, \$.01 par value per share ("Common Stock"); and

WHEREAS, no shares of the Common Stock of the Corporation have heretofore been sold or issued, and no shares of the Corporation's Common Stock have heretofore been offered for sale; and

WHEREAS, Head Acquisition, L.P. desires to purchase from the Corporation one hundred (100) shares of the Corporation's Common Stock in exchange for \$1.00 and other good and valuable consideration;

RESOLVED, that one hundred (100) shares of the Corporation's common stock, par value \$0.01 per share, shall be, and they hereby are, authorized to be issued to Head Acquisition, L.P. for consideration of \$1.00 in cash, and other good and valuable consideration, the receipt of which is hereby acknowledged, and upon receipt of such consideration, the officers of the Corporation be, and each one of them hereby is, authorized and directed to execute and deliver a valid certificate to Head Acquisition, L.P. representing one hundred (100) shares of common stock of the Corporation. Upon delivery of such certificate and receipt of such consideration therefor, such shares shall be duly and validly issued, fully paid and nonassessable; and be if further

IV. THE MERGER; TENDER OFFER

WHEREAS, it is proposed that the Corporation enter into an Agreement and Plan of Merger (as it may be amended or supplemented from time to time in accordance with its terms, the "Merger Agreement") by and among Rodamco North America N.V., a company organized under the laws of the Netherlands ("Rodamco"), Hexalon Real Estate, Inc., a Delaware corporation ("Hexalon"), Head Acquisition, L.P. ("Head Acquisition LP") and the Corporation (together with Rodamco, Hexalon and Head Acquisition LP, the "Head Parties"), Urban Shopping Centers, Inc., a Maryland corporation ("Urban"), and Urban Shopping Centers, L.P., a Delaware limited partnership ("Urban LP");

WHEREAS, the Merger Agreement provides that Hexalon, through Head Acquisition LP or the Corporation, will acquire all of the issued and outstanding shares of common stock, par value \$.01 per share, of Urban (the "Public Common Stock") and unit voting stock, par value \$.01 per share, of Urban (together with the Public Common Stock, the "Urban Common Stock"), including the associated Preferred Stock Purchase Rights issued pursuant to the Rights Agreement dated May 5, 1999 between Urban and First Chicago Trust Corporation of New York, as Rights Agent, not beneficially owned by the Corporation;

WHEREAS, the Merger Agreement provides that Hexalon will cause Head Acquisition LP to make a cash tender offer (as such tender offer may be amended from time to time as permitted by this Agreement, the "Offer") in compliance with Section 14(d)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, to acquire (i) each issued and outstanding share of Urban Common Stock for \$48.00 per share (such amount, or any greater amount per share paid pursuant to the Offer, being hereinafter referred to as the "Per Common Share Amount"), and (ii) each issued and outstanding share of Series A Cumulative Convertible Redeemable Preferred Stock, par value \$.01 per share, of Urban (the "Series A Preferred Stock") and Series B Cumulative Convertible Redeemable Preferred Stock, par value \$.01 per share, of Urban (the "Series B Preferred Stock") and together with the Series A Preferred Stock, the "Urban Preferred Stock"; the Urban Common Stock and the Urban Preferred Stock are referred to collectively hereinafter as the "Urban Stock") for \$48.00 per share (such amount, or any greater amount per

share paid pursuant to the Offer, being hereinafter referred to as the "Per Preferred Share Amount" and together with the Per Common Share Amount, the "Per Share Amount"), each net to the seller in cash subject to reduction only for any possible federal backup withholding or stock transfer taxes payable by such seller, upon the terms and subject to the conditions of the Merger Agreement;

WHEREAS, the Merger Agreement provides that if the Head Parties acquire or otherwise own, in the aggregate, shares of Urban Common Stock entitled to cast at least 90.0% of the votes entitled to be cast on the Merger, pursuant to the Offer or otherwise (including pursuant to the Common Share Option), it is proposed that Head Acquisition LP shall assign the rights to acquire such shares to the Corporation and the Corporation shall acquire the Urban Stock tendered pursuant to the Offer;

WHEREAS, the Merger Agreement provides that if Head Acquisition LP acquires the Urban Common Stock tendered pursuant to the Offer, Urban shall merge (the "Partnership Merger") with and into Head Acquisition LP with Head Acquisition LP surviving in accordance with Maryland General Corporation Law (the "MGCL") and the Delaware Revised Uniform Limited Partnership Act (the "DRULPA"), pursuant to which each issued and outstanding share of Urban Stock shall be converted into the right to receive the applicable Per Share Amount upon the terms and conditions provided in the Merger Agreement; and

WHEREAS, the Merger Agreement provides that if the Corporation acquires the Urban Common Stock tendered pursuant to the Offer, the Corporation shall merge (the "Corporate Merger") with and into Urban with Urban surviving in accordance with the MGCL and Delaware General Corporate Law (the "DGCL" and together with DRUPLA, "Delaware Law"), pursuant to which (i) each outstanding share of Urban Stock shall be converted into the right to receive the applicable Per Share Amount upon the terms and subject to the conditions provided in the Merger Agreement and (ii) each outstanding share of Common Stock shall be converted into the right to receive one share of Urban Common Stock, and following the Corporate Merger, Urban shall merge with and into Head Acquisition LP as soon as possible in accordance with the MGCL and Delaware Law (the "Alternative Partnership Merger").

WHEREAS, the Merger Agreement contemplates that, contemporaneously with the execution and delivery of the Merger Agreement, Rodamco, Hexalon, Head Acquisition LP, the Corporation, Urban, and certain security holders of Urban or Urban LP will enter into a voting agreement (the "Voting Agreement"), pursuant to which, among other things, such security holders have agreed to tender their shares of Urban Stock pursuant to the Offer and, to the extent not so tendered, vote or cause to be voted all of the shares of Urban Stock or units of partnership interest in Urban LP, as applicable, in favor of the Amendment and any actions required in furtherance thereof.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Merger Agreement, be, and they hereby are, approved and adopted in all respects; and

FURTHER RESOLVED, that the Chairman of the Board of Directors, the President and Chief Executive Officer, the Secretary, any Executive Vice President and any

Senior Vice President of the Corporation (the "Authorized Officers") be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver the Merger Agreement and the Voting Agreement, substantially in the form heretofore presented to the Board of Directors of the Corporation, with such changes therein and additions thereto as shall be deemed necessary, appropriate or advisable by the officer executing the same on behalf of the Corporation, the execution thereof by such officer to be conclusive evidence of the approval by him of such changes and additions; and

FURTHER RESOLVED, that the Authorized Officers are hereby authorized and directed to execute and cause to be filed with the United States Securities and Exchange Commission (the "Commission") pursuant to Section 14D-1 of the Exchange Act, a Schedule T-O, a Schedule 13D, Form 3 and Form 8-K (the "Filings"), relating to the Offer, in such form as the officer or officers executing the Filings shall determine, such determination to be conclusively evidenced by the execution thereof by such officer or officers, and thereafter from time to time to execute and cause to be filed with the Commission any amendments or supplements to the Filings in such form as the officer or officers executing such amendments or supplements shall determine to be necessary or desirable, in all cases together with all schedules, exhibits, consents or other documents as the officer or officers so acting shall deem necessary or desirable, to comply with the requirements of the Exchange Act and the rules and regulations of the Commission promulgated thereunder; and

FURTHER RESOLVED, that each officer and director of the Corporation who may be required to execute such Filings or any amendment or supplement thereto (whether on behalf of the Corporation or as an officer or director thereof or otherwise) is each authorized to execute a power of attorney appointing Daniel S. Weaver, his true and lawful attorney-in-fact and agent to execute in his name, place and stead (in any such capacity) the Filings, and any amendment or supplement thereto, and all instruments requiring execution in connection therewith, to attest the seal of the Corporation thereon, and to file the same with the Commission; and

FURTHER RESOLVED, that Daniel S. Weaver is hereby designated to act on behalf of the Corporation as an agent for service to be named in the Filings and authorized to receive notices and communications from the Commission in connection with the Filings; and

FURTHER RESOLVED, that, in connection with the Merger Agreement and the Offer, the Authorized Officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and make all such federal, state and local governmental, administrative and regulatory filings, as may be required or advisable under the laws or regulations of any jurisdiction, and to make such other filings as may be required or advisable with any other public or private entity, including, without limitation, filings with the Commission, the New York Stock Exchange and other securities exchanges; and

FURTHER RESOLVED, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare, execute and deliver all certificates, reports, schedules, statements, consents, documents and information with respect to the transactions contemplated by the Merger Agreement and the

Voting Agreement, including without limitation, the Offer, and to take all such other actions that such officer or officers deem necessary, appropriate or advisable in order to comply with the applicable laws of any jurisdiction (domestic or foreign), or otherwise to permit the transactions contemplated by the Merger Agreement and the Voting Agreement to be lawfully made; and

FURTHER RESOLVED, that each of the Authorized Officers of the Corporation is hereby authorized and directed to execute and enter into on behalf of the Corporation, such contracts or agreements with paying agents, information agents, dealer managers, or any other agents such officer or officers deem necessary or advisable, and shall provide such indemnities to any of the foregoing, as such officer deems necessary or advisable in connection with the Offer and agent designations and solicitations related thereto, and to pay all reasonable and necessary charges and expenses of the foregoing persons or parties; and

FURTHER RESOLVED, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to pay all necessary, appropriate or advisable fees incurred by the Corporation in connection with the transactions contemplated by the Merger Agreement, including, without limitation, the Offer; and

FURTHER RESOLVED, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to take any steps in connection with initiating or defending legal proceedings in any federal or state court or agency as such officer or officers shall, after consultation with counsel for the Corporation, deem necessary, appropriate or advisable in connection with the transactions contemplated by the Merger Agreement, including, without limitation, the Offer.

V. FINANCING

WHEREAS, it is proposed that Head Acquisition LP or the Corporation or other affiliates of Hexalon enter into certain credit facilities (the "Facilities") in connection with the Offer, the Merger, the Amendment and the other transaction contemplated by the Merger Agreement, to be established with The Chase Manhattan Bank and a syndicate of financial institutions, pursuant to the terms of a Commitment Letter dated at or around September 25, 2000 (the "Commitment Letter");

NOW, THEREFORE, BE IT RESOLVED, that the Corporation to enter into the Facilities and to take such action and negotiate, execute and deliver such security agreements, guarantees, mortgages, instruments, certificates and other documents as any Authorized Officer deems necessary or appropriate to procure the Facilities, all in such form and on such terms and conditions as the such Authorized Officers shall determine to be necessary or desirable.

VI. MISCELLANEOUS

NOW, THEREFORE, BE IT RESOLVED, that each of the Authorized Officers of the Corporation is hereby authorized and directed to execute, deliver and perform on behalf of the Corporation any and all documents, papers, agreements or instruments, and to do or cause to be done, any and all such acts and things (including without limitation the payment of all

necessary fees and expenses) as such officer may deem necessary or appropriate to effect the purpose and intent of the resolutions set forth above; and

FURTHER RESOLVED, that all actions previously taken by any director, officer or agent of the Corporation in connection with the transactions contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as
of September 22, 2000.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right, positioned above a solid horizontal line.