



101749643

To the Honorable Commissioner of Patents at

all documents or copy thereof.

1. **Submission Type**
- New
 - Resubmission (Non-Recordation)
Document ID # _____
 - Correction of PTO Error
Reel # _____ Frame # _____
 - Corrective Document
Reel # _____ Frame # _____

2. **Name and address of receiving party:**
- Name: RCPI HOLDCO, L.L.C.
c/o Tishman Speyer Properties L.P.
- Address: 45 Rockefeller Plaza
City: New York State: NY Zip: 10111
- Individual Corporation
 - Association Limited Partnership
 - General Partnership **Other - Limited Liability Company**

5-29-01

3. **Name of Conveying Party:**
- Name: RCPI Trust
Formerly: _____
- Execution Date: _____ MONTH DAY YEAR
Execution Date: 4/27/01
- Individual(s) Association
 - General Partnership Limited Partnership
 - Corporation Other _____
 - Citizenship/State of Incorporation/Organization: Delaware
- Additional name(s) of conveying parties attached? Yes No

- Citizenship/State of Incorporation: 29
Delaware
- Additional name(s) of receiving parties attached: Yes: No

4. **Conveyance Type:**
- Assignment Merger License
 - Security Agreement Change of Name Nunc Pro Tunc Assignment
 - Other Successor by Statutory Conversion
- Effective Date: _____ (if nunc pro tunc assignment)

- If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
- (Designations must be a separate document from Assignment)

5. Application number(s) or registration number(s):
See Item No. 13
- A. Trademark Application No.(s)
Additional numbers attached? Yes No

- B. Trademark registration No.(s)
See Item No. 13

6. Name and address of party to whom correspondence concerning document should be mailed (and Domestic Representative Address, if applicable):
- Name: Alison G. Naidech
MILBANK, TWEED, HADLEY & McCLOY LLP
- Address: One Chase Manhattan Plaza
City: New York State: NY Zip: 10005
Area Code and Telephone No: 212-530-5146

7. Total number of applications and registration involved:
12
8. Total fee (37 CFR 3.41): **\$315**
- Enclosed
 - Authorized to be charged to deposit account
9. Deposit account number:
13-3250
Authorized to charge additional fees Yes No

06/13/2001 GTDN11 00000092 133250 75555241

01 FC:481 40.00 CH
02 FC:482 275.00 CH

FOR OFFICE USE ONLY

10. 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. Charges to deposit account are authorized, as indicated herein.
- Alison G. Naidech _____
Name of Person Signing Signature Date 5/29/01
- Total number of pages: 2
in cover sheet

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce

Patents and Trademark Office

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

11. Conveying Party

Mark if additional names of conveying parties attached.

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

12. Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership if document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment).

Corporation Association

Other

Citizenship/State of Incorporation/Organization

13. Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registratoin Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE BUSINESS TRUST UNDER THE NAME OF "RCPI TRUST" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "RCPI TRUST" TO "RCPI HOLDCO, L.L.C.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2001, AT 10:15 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2607508 8100V

AUTHENTICATION: 1103524

010201809

DATE: 04-27-01

TRADEMARK
REEL: 002313 FRAME: 0231

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:15 AM 04/27/2001
010201809 - 2607508

CERTIFICATE OF CONVERSION

OF

RCPI TRUST

INTO

RCPI HOLDCO, L.L.C.

**UNDER SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

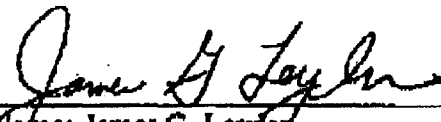
The undersigned hereby certifies that:

FIRST: RCPI Trust, a Delaware business trust, was duly formed and a Certificate of Trust was filed with the Secretary of State of the State of Delaware on March 26, 1996.

SECOND: The name of the entity prior to conversion is: RCPI Trust.

THIRD: The name of the Delaware Limited Liability Company as set forth in its Certificate of Formation is: RCPI Holdco, L.L.C.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of April 27, 2001.

By: 
Name: James G. Leyden
Title: Authorized Person