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**TRADEMARKS ONLY**

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

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

2.8.02

1. Name of conveying party(ies):  
HOMESTEAD VILLAGE INCORPORATED  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other 2.8.02  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: BRE/HOMESTEAD VILLAGE, L.L.C.  
Internal Address: Ninth Floor  
Street Address: 2100 River Edge Parkway  
City: Atlanta State: GA Zip: 30328  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State  
 Other Delaware Limited Liability Company  
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)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other  
Execution Date: November 20, 2001

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark Registration No.(s)  
2482936  
Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Mark Osborn  
Internal Address: Kemp Smith, P.C.  
Wells Fargo Plaza  
Street Address: 221 N. Kansas  
Suite 1700  
City: El Paso State: TX Zip: 79901

6. Total number of applications and registrations involved: .....   
7. Total fee (37 CFR 3.41).....\$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account  
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.  
Gary Delapp  
Name of Person Signing  
  
Signature  
1/24/02  
Date

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

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

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*State of Delaware*  
*Office of the Secretary of State*    PAGE 1

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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 MERGER, WHICH MERGES:

"HOMESTEAD VILLAGE INCORPORATED", A MARYLAND CORPORATION, WITH AND INTO "BRE/HOMESTEAD VILLAGE L.L.C." UNDER THE NAME OF "BRE/HOMESTEAD VILLAGE L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 2001, AT 3:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

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AUTHENTICATION: 1457521

DATE: 11-20-01

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**CERTIFICATE OF MERGER  
MERCING  
HOMESTEAD VILLAGE INCORPORATED  
WITH AND INTO  
BRE/HOMESTEAD VILLAGE L.L.C.**

(State of Delaware)

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act, BRE/Homestead Village L.L.C., a limited liability company organized under the laws of Delaware, hereby certifies as follows:

FIRST: The name and jurisdiction of formation of each of the constituent entities (the "Constituent Entities") of the merger (the "Merger") are as follows:

NAME	STATE OF JURISDICTION
Homestead Village Incorporated	Maryland
BRE/Homestead Village L.L.C.	Delaware

SECOND: An Agreement and Plan of Mergers, as amended and restated (the "Merger Agreement"), has been approved and executed by each of the Constituent Entities.

THIRD: The name of the surviving Delaware limited liability company is BRE/Homestead Village L.L.C. (the "Surviving Entity").

FOURTH: These Articles of Merger shall become effective upon filing with the Secretary of State of the State of Delaware.

FIFTH: The executed Merger Agreement is on file at the offices of the Surviving Entity, c/o Blackstone Real Estate Acquisition III L.L.C., 345 Park Avenue, 32<sup>nd</sup> Floor, New York, New York 10154.

SIXTH: A copy of the executed Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any person or entity holding an interest in any of the Constituent Entities.

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:30 PM 11/20/2001  
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**ARTICLES OF MERGER  
MERGING  
HOMESTEAD VILLAGE INCORPORATED  
WITH AND INTO  
BRE/HOMESTEAD VILLAGE L.L.C.**

THIS IS TO CERTIFY THAT:

FIRST: Homestead Village Incorporated, a Maryland corporation ("Merging Entity"), and BRE/Homestead Village L.L.C., a Delaware limited liability company ("Surviving Entity"), agree that the Merging Entity shall be merged with and into the Surviving Entity. The terms and conditions of the merger (the "Merger") and the mode of carrying the same into effect are herein set forth in these Articles of Merger.

SECOND: Upon the effective time of the Merger, the Merging Entity shall be merged with and into the Surviving Entity, and the Surviving Entity shall survive the Merger. Thereupon, the Surviving Entity shall possess any and all purposes and powers of the Merging Entity; and all leases, licenses, property, rights, privileges, and powers of the Merging Entity shall be transferred to, vested in, and devolved upon the Surviving Entity, without further act or deed, subject to all of the debts and obligations of the Merging Entity. As consideration for the outstanding shares of capital stock of the Merging Entity, the Surviving Entity shall pay an amount of money, in cash and pursuant to a promissory note, equal to approximately \$3.26 per share of stock of the Merging Entity. The issued and outstanding shares of capital stock of the Merging Entity shall be completely canceled, retired and cease to exist. The issued and outstanding membership interests of the Surviving Entity shall remain issued and outstanding and shall be unaffected by the Merger.

THIRD: The Surviving Entity was formed on August 10, 2001 under the general laws of the State of Delaware.

FOURTH: The principal office of the Merging Entity in the State of Maryland is located in Baltimore City. The Surviving Entity has no principal office in the State of Maryland.

FIFTH: The Merging Entity owns an interest in land in the State of Maryland in Montgomery County.

SIXTH: The principal office of the Surviving Entity in the State of Delaware is located c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name and address of the resident agent of the Surviving Entity in the State of Maryland are The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202. The Surviving Entity is not registered to do business in the State of Maryland.

SEVENTH: The Certificate of Formation of the Surviving Entity will not be amended as a result of the Merger.

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STATE OF MARYLAND
I hereby certify that this is a true and correct copy of the page document on file in this office.
7 <i>[Signature]</i>
STATE DEPARTMENT OF REVENUE AND TAXATION
BY: <i>[Signature]</i> , Custodian
This stamp replaces our previous certification system. Effective: 5/95

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EIGHTH: The total number of shares of all classes of stock which the Merging Entity has authority to issue is 250,000,000 shares, par value \$0.01 per share, all of which are designated as common shares. The aggregate par value of all shares of all classes having a par value is \$2,500,000.

NINTH: The percentage of membership interest of the Surviving Entity are as follows: one class of membership interests, 100%.

TENTH: The terms and conditions of the transaction described in these Articles of Merger were duly advised, authorized and approved by the Merging Entity in the manner and by the vote required by the laws of the State of Maryland and the charter of the Merging Entity, as follows:

The Board of Directors of the Merging Entity, by written consent signed by all the members thereof and filed with the minutes of proceedings of the Board of Directors, adopted a resolution approving and declaring advisable the Merger on substantially the terms and conditions set forth herein, and directing that the Merger be submitted for consideration to the sole stockholder of the Merging Entity. The sole stockholder of the Merging Entity, by written consent filed with the record of stockholders meetings, approved the Merger on substantially the terms and conditions set forth herein.

ELEVENTH: The terms and conditions of the transaction described in these Articles of Merger were duly advised, authorized and approved by the Surviving Entity in the manner and by the vote required by the laws of the State of Delaware and the Certificate of Formation and Limited Liability Company Agreement of the Surviving Entity, as follows:

The sole member of the Surviving Entity approved the Merger, by written consent, on substantially the terms and conditions set forth herein.

TWELFTH: These Articles of Merger shall become effective upon acceptance of these Articles of Merger for record by the State Department of Assessments and Taxation of Maryland.

THIRTEENTH: The undersigned sole member of the Surviving Entity acknowledges these Articles of Merger to be the act of the Surviving Entity and further, as to all matters or facts required to be verified under oath, the undersigned Senior Managing Director of the sole member of the Surviving Entity acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the Surviving Entity are true in all material respects and that this statement is made under the penalties for perjury.

FOURTEENTH: The undersigned officer of the Merging Entity acknowledges these Articles of Merger to be the act of the Merging Entity and further, as to all matters or facts required to be verified under oath, such officer acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the Merging Entity are true in all material respects and that this statement is made under the penalties for perjury.

\* \* \* \* \*

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto as of this \_\_\_ day of November, 2001.

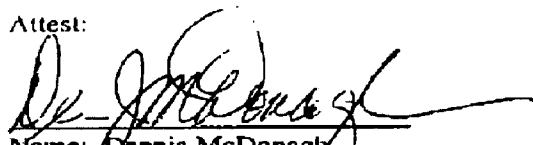
SURVIVING ENTITY:

BRE/HOMESTEAD VILLAGE L.L.C.,  
a Delaware limited liability company

By: BRE/HV Holdings L.L.C., a Delaware limited  
liability company, its sole member

By:   
Name: Jonathan Gray  
Title: Senior Managing Director

Attest:

  
Name: Dennis McDonagh  
Title: Vice President

[Additional signature on next page.]

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MERGING ENTITY:

HOMESTEAD VILLAGE INCORPORATED,  
a Maryland corporation

By: Jeffrey A. Klop  
Name: Jeffrey A. Klop  
Title: Senior Vice President and Secretary

Attest:

Donald Beat Shaffer  
Name: ~~Donald Beat Shaffer~~  
Title: Assistant Secretary

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