

10-30-2002



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

RECORDATION FORM TRADEMARKS ONLY

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):

ProLogis Trust

10-21-02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State

Other Maryland real estate investment trust

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: May 22, 2002

2. Name and address of receiving party(ies)

Name: ProLogis

Internal Address:

Address:

Street Address: 14100 East 35th Place

City: Aurora State: CO 80011

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

Other Maryland real estate investment trust

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2271806 2485640

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael Fatall

Internal Address: KIRKLAND & ELLIS

Street Address: 200 East Randolph Drive

City: Chicago State: IL 60601 Zip:

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed

Authorized to be charged to deposit account any over or under payment

8. Deposit account number:

22-0440

(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.

Michael Fatall

Signature

10/21/02

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 2

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

TRADEMARK REEL: 2607 FRAME: 0506

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED DECLARATION OF TRUST
OF
PROLOGIS TRUST**

The undersigned, being the Secretary and an Assistant Secretary of ProLogis Trust, a Maryland real estate investment trust (the "Trust"), do hereby certify pursuant to the provisions of Article VI of the Articles of Amendment and Restatement of the Amended and Restated Declaration of Trust (the "Declaration of Trust") of the Trust filed with the Maryland Secretary of State on June 25, 1999, and in accordance with the applicable provisions of Maryland law:

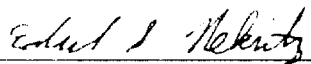
1. That the Board of Trustees has adopted a resolution to amend the Declaration of Trust as hereinafter set forth and has declared that such amendment is advisable.
2. Pursuant to Article I, Section 1(d) of the Declaration of Trust, and pursuant to the Maryland General Corporation Law §§ 8-501(e)(2) and 2-605, the Board of Trustees may change the name of the Trust without Shareholder approval by at least a majority of the entire Board.
3. That the amendment has been approved by the Board of Trustees of the Trust by the affirmative vote of at least a majority of the Board entitled to notice of, and to vote at, the meeting of Board of Trustees held on May 22, 2002.

Therefore, the Declaration of Trust is hereby amended as follows:

Article I, Section 1 is hereby amended by deleting the words "ProLogis Trust" appearing in the first sentence thereof and substituting the word "ProLogis", such amendment to be effective as of the 22nd day of May, 2002.

The undersigned Secretary and Assistant Secretary acknowledge this Certificate of Amendment to be the act of the Trust and further, as to all matters or facts required to be verified under oath, each acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the undersigned Secretary and Assistant Secretary of the Trust have hereunto set their hands effective as of the 22nd day of May, 2002.



Edward S. Nekritz, Secretary



Stephen K. Schutte, Assistant Secretary