

SCHEDULE 1

Change of Entity from Hillwood Development Corporation to Hillwood Development Company, LLC

Additional Trademark Application Numbers

<i>Serial Numbers</i>	<i>Marks</i>	<i>Filing Date</i>
76/279418	A VISION SO BIG WE PUT TEXAS IN OUR NAME.	7/02/01
76/291536	ALLIANCE	7/27/01
76/279441	ALLIANCE & (TRIANGLE) DESIGN	7/02/01
76/291364	ALLIANCE & (TRIANGLE) DESIGN	7/27/01
76/360107	ALLIANCE AVIATION SERVICES	1/16/02
76/301177	ALLIANCE OPERATING SERVICES & (TRIANGLE) DESIGN	8/17/01
76/301074	ALLIANCE OPERATING SERVICES & (TRIANGLE) DESIGN	8/17/01
76/301192	CIRCLE T RANCH & (CIRCLE T) DESIGN	8/17/01
76/301197	CIRCLE T RANCH & (CIRCLE T) DESIGN	8/17/01
76/301179	CIRCLE T RANCH & (CIRCLE T) DESIGN	8/17/01
76/449917	MALL OF TEXAS	9/16/02
76/449915	MALL OF TEXAS	9/16/02
76/451307	MALL OF TEXAS	9/16/02
76/236648	SPIRIT OF ALLIANCE	4/06/01

Schedule 1 cont.

Express Mail No. EL889522930US

Attorney No. 42324-00003

<i>Serial Numbers</i>	<i>Marks</i>	<i>Filing Date</i>
76/237024	SPIRIT OF ALLIANCE	4/06/01
76/301193	SPIRIT OF ALLIANCE	8/17/01
76/301110	SPIRIT OF ALLIANCE	8/17/01
76/279390	SPIRIT OF ALLIANCE	7/02/01
76/237022	SPIRIT OF VICTORY	4/06/01
76/236647	SPIRIT OF VICTORY	4/06/01
76/236784	SPIRIT OF VICTORY	4/06/01
76/237023	SPIRIT OF VICTORY	4/06/01
76/449918	TEXAS EYE	9/16/02
76/296815	TEXAS HOUSE	8/08/01
76/297957	TRIANGLE DESIGN	8/8/01
75/567148	V VICTORY & DESIGN	10/09/98
75/978947	V VICTORY & DESIGN	10/09/98
75/539585	VICTORY	8/20/98
75/978971	VICTORY	8/20/98
76/279226	VICTORY PLAZA	7/02/01
76/279445	VICTORY PLAZA	7/02/01
76/279755	VICTORY PLAZA	7/02/01
76/279754	VICTORY PLAZA	7/02/01
76/280144	VICTORY PLAZA	7/02/01
76/279229	VICTORY SQUARE	7/02/01

Schedule 1 cont.

Express Mail No. EL889522930US

Attorney No. 42324-00003

<i>Serial Numbers</i>	<i>Marks</i>	<i>Filing Date</i>
76/279465	VICTORY SQUARE	7/02/01
76/279757	VICTORY TOWER	7/02/01
76/279759	VICTORY TOWER	7/02/01

SCHEDULE 2

Change of Entity from Hillwood Development Corporation to Hillwood Development Company, LLC

Additional Trademark Registration Numbers

<i>Registration Nos.</i>	<i>Serial Nos.</i>	<i>Marks</i>	<i>Filing Dates</i>	<i>Registration Dates</i>
2,558,739	76/279227	A VISION SO BIG WE PUT TEXAS IN OUR NAME.	7/2/01	4/09/02
1,563,802	73/784229	ALLIANCE	3/2/89	10/31/89
2,550,054	76/279419	ALLIANCE	7/2/01	3/19/02
2,671,391	76/279764	ALLIANCE	7/02/01	1/07/03
2,627,922	76/279128	ALLIANCE	7/2/01	10/01/02
1,562,601	73/784183	ALLIANCE & (TRIANGLE DESIGN)	3/2/89	10/24/89
2,522,685	76/279760	ALLIANCE & (TRIANGLE) DESIGN	7/02/01	12/25/01
2,638,895	76/279765	ALLIANCE & (TRIANGLE) DESIGN	7/2/01	10/22/02
2,642,772	76/360253	ALLIANCE AIR SERVICES	1/16/02	10/29/02
2,642,770	76/360250	ALLIANCE AIR TRADE CENTER	1/16/02	10/29/02
2,642,771	76/360251	ALLIANCE AVIATION SERVICES	1/16/02	10/29/02
2,642,766	76/360148	ALLIANCE AVIATION SERVICES	1/16/02	10/29/02
2,642,767	76/360149	ALLIANCE AVIATION SERVICES & DESIGN	1/16/02	10/29/02

<i>Registration Nos.</i>	<i>Serial Nos.</i>	<i>Marks</i>	<i>Filing Date</i>	<i>Registration Date</i>
1,782,935	74/277539	ALLIANCE CENTER	5/21/92	7/20/93
1,744,824	74/277538	ALLIANCE GATEWAY	5/21/92	1/05/93
2,522,684	76/279387	ALLIANCE TEXAS & (STAR) DESIGN	7/2/01	12/25/01
2,517,445	76/279078	ALLIANCE TEXAS & (STAR) DESIGN	7/2/01	12/11/01
2,545,047	76/296494	ALLIANCE TEXAS & (STAR) DESIGN	8/8/01	3/05/02
2,517,446	76/279439	ALLIANCE TEXAS & (STAR) DESIGN THE FUTURE IS HERE.	7/02/01	12/11/01
1,744,527	74/277537	ALLIANCE WORLD	5/21/92	7/05/93
2,538,315	76/296519	AOS	8/8/01	2/12/02
2,631,171	76/301187	CIRCLE T RANCH & (CIRCLE T) DESIGN	8/17/01	10/08/02
1,582,956	73/806562	HILLWOOD	6/14/89	2/13/90
1,790,662	74/277536	HILLWOOD	5/21/92	8/31/93
2,538,319	76/296902	HILLWOOD	8/8/01	2/12/02
2,538,282	76/291503	HILLWOOD & (H) DESIGN	7/27/01	2/12/02
2,538,281	76/291502	HILLWOOD & (H) DESIGN	7/27/01	2/12/02
2,538,284	76/291550	HILLWOOD & (H) DESIGN	7/27/01	2/12/02
2,538,283	76/291504	HILLWOOD A PEROT COMPANY & (H) DESIGN	7/27/01	2/12/02
2,538,280	76/291501	HILLWOOD A PEROT	7/27/01	2/12/02

<i>Registration Nos.</i>	<i>Serial Nos.</i>	<i>Marks</i>	<i>Filing Date</i>	<i>Registration Date</i>
		COMPANY & (H) DESIGN		
2,435,667	75/552146	HULEN HEIGHTS	9/14/98	3/13/01
2,648,830	76/286045	ONE STEP AHEAD OF A CHANGING WORLD	7/16/01	11/12/02
2,648,829	76/286,025	ONE STEP AHEAD OF A CHANGING WORLD	7/16/01	11/12/02
1,579,451	73/806563	PARK GLEN	6/14/89	1/23/90
1,755,737	74/291799	PARK GLEN & DESIGN	7/7/92	3/02/93
1,636,340	74/049403	PRESTON RIDGE & DESIGN	4/16/90	2/26/91
2,549,772	76/224563	RAILGUN	3/14/01	3/19/02
2,045,759	75/055771	RUSSELL CREEK	2/9/96	3/18/97
2,283,335	75/552144	STONE BROOK CROSSING	9/14/98	10/05/99
2,572,097	76/071798	TERASPACE NETWORKS	6/16/00	5/21/02
2,631,034	76/286044	THE PATH OF A LIFETIME	7/16/01	10/8/02
1,793,878	74/290499	TRIANGLE DESIGN	7/2/92	9/21/93
1,758,310	74/290582	TRIANGLE DESIGN	7/2/92	3/16/93
2,544,996	76/279135	TRIANGLE DESIGN	7/2/01	3/05/02
2,570,031	76/296511	V VICTORY & DESIGN	8/8/01	5/14/02
2,540,516	76/301189	WHERE THE FUTURE TAKES FLIGHT	8/17/01	2/19/02



Office of the Secretary of State

**CERTIFICATE OF CONVERSION
OF**

**Hillwood Development Company, LLC
Filing Number: 800158445**

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

of
**HILLWOOD DEVELOPMENT CORPORATION
Filing Number: 107214700**

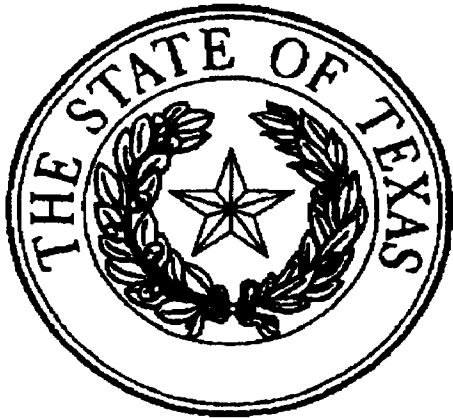
Converting it to

Hillwood Development Company, LLC

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 12/31/2002

Effective: 12/31/2002



Handwritten signature of Gwyn Shea in cursive script.

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Leila Wurst

FAX(512) 463-5709

TTY7-1-1

TRADEMARK
REEL: 002671 FRAME: 0774

DEC 31 2002

Corporations Section

**ARTICLES OF CONVERSION
OF
HILLWOOD DEVELOPMENT CORPORATION
(a Texas corporation)
TO
HILLWOOD DEVELOPMENT COMPANY, LLC
(a Texas limited liability company)**

Hillwood Development Corporation, a Texas corporation ("HDC Corp."), does hereby certify:

1. That HDC Corp. is a corporation incorporated under the laws of the State of Texas.

2. A plan of conversion has been approved by HDC Corp. whereby HDC Corp. will be converted into a Texas limited liability company named Hillwood Development Company, LLC ("HDC LLC").

3. The executed plan of conversion is on file at the principal place of business of HDC Corp. at Three Lincoln Centre, 5430 LBJ Freeway, Suite 800, Dallas, Texas 75240 and will remain on file at the principal place of business of HDC LLC located at Three Lincoln Centre, 5430 LBJ Freeway, Suite 800, Dallas, Texas 75240, from and after the conversion.

4. A copy of the plan of conversion will be furnished by HDC Corp. (prior to the conversion) or HDC LLC (after the conversion) on written request and without cost to any shareholder of HDC Corp.

5. The number of outstanding shares of each class or series of stock of Hillwood Corp. entitled to vote, with other shares or as a class, on the plan of conversion are as follows:

<u>Number of Shares Outstanding</u>	<u>Designation of Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>
10,000	Common	None

6. The number of shares, not entitled to vote only as a class, voted for and against the plan of conversion, respectively, and, if the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the plan of conversion, are as follows:

Number of Shares Entitled to Vote
as a Class or Series

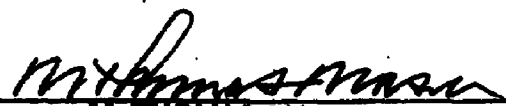
<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class or Series</u>	<u>Voted For</u>	<u>Voted Against</u>
10,000	-0-	Common	N/A	N/A

7. The approval of the plan of conversion was duly authorized by all action required by the laws under which HDC Corp. was incorporated and by its constituent documents.

8. HDC LLC will be responsible for all fees and franchise taxes of HDC Corp. and will be obligated to pay such fees and franchise taxes if not timely paid.

Dated to be effective as of December 31, 2002.

HILLWOOD DEVELOPMENT CORPORATION,
a Texas corporation

By: 
Name: M. THOMAS MASON
Title: VICE PRESIDENT



Office of the Secretary of State

**CERTIFICATE OF ORGANIZATION
OF**

**Hillwood Development Company, LLC
Filing Number: 800158445**

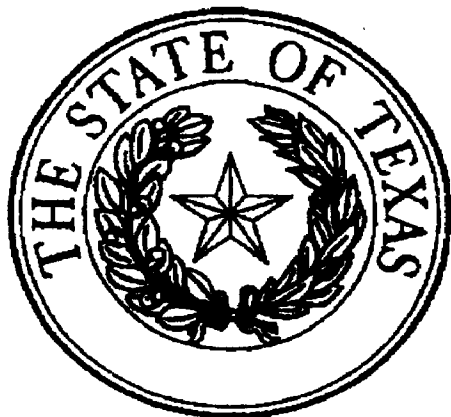
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Organization for the above named company have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Organization.

Issuance of this Certificate of Organization does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 12/31/2002

Effective: 12/31/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

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**ARTICLES OF ORGANIZATION
OF
HILLWOOD DEVELOPMENT COMPANY, LLC**

The undersigned, being a natural person of the age of eighteen years or more, acting as the organizer of a limited liability company under the Texas Limited Liability Company Act, hereby adopts the following Articles of Organization for such limited liability company:

ARTICLE I

The name of the limited liability company is Hillwood Development Company, LLC.

ARTICLE II

The period of the limited liability company's duration shall be perpetual.

ARTICLE III

The purpose for which the limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the Texas Limited Liability Company Act, as amended from time to time (the "Act").

ARTICLE IV

The street address of the initial registered office of the limited liability company is Three Lincoln Centre, 5430 LBJ Freeway, Suite 800, Dallas, Texas 75240, and the name of its initial registered agent at such address is David A. Newsom.

ARTICLE V

The limited liability company shall be manager managed. The name and address of the initial manager is:

<u>Name</u>	<u>Address</u>
David A. Newsom	Three Lincoln Centre 5430 LBJ Freeway, Suite 800 Dallas, Texas 75240

ARTICLE VI

The name and address of the organizer is as follows:

<u>Name</u>	<u>Address</u>
Tora Lazusky	c/o Hughes & Luce, L.L.P. 1717 Main Street, Suite 2800 Dallas, Texas 75201

ARTICLE VII

The limited liability company is being organized pursuant to a plan of conversion. The converted entity was a Texas corporation named Hillwood Development Corporation that was formed on March 28, 1988. The address of the converted entity was Three Lincoln Centre, 5430 LBJ Freeway, Suite 800, Dallas, 75240.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 31st day of December, 2002.


Tora Lazusky, Organizer