

04-23-2003



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

102427480

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): 4-3-03  
 Archstone Communities Trust

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other A Maryland REIT

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: 10/29/2001

2. Name and address of receiving party(ies)  
 Name: Archstone-Smith Operating Trust  
 Internal Address: Suite 400  
 Street Address: 9200 East Panorama Circle  
 City: Englewood State: CO Zip: 80112

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other A Maryland REIT

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) \_\_\_\_\_  
 \_\_\_\_\_

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2,615,654;  
2,527,794; 2,517,934

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Joan L. Long  
 Internal Address: Mayer, Brown, Row & Maw  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: 190 S. LaSalle  
 \_\_\_\_\_  
 City: Chicago State: IL Zip: 60603

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.  
Joan Long Name of Person Signing      [Signature] Signature      4/1/03 Date

Total number of pages including cover sheet, attachments, and document: 3

04/22/2003 ECOOPER 00000173 2615654

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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TRADEMARK REEL: 002728 FRAME: 0228

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17TH FLOOR  
500 E LOMBARD ST  
BALTIMORE MD 21202-9219

Date: 10-30-2001

This letter is to confirm acceptance of the following filing:

ENTITY NAME : ARCHSTONE-SMITH OPERATING TRUST  
DEPARTMENT ID : D01432254  
TYPE OF REQUEST : ARTICLES OF AMENDMENT & RESTATEMENT / NAME CHANGE  
DATE FILED : 10-30-2001  
TIME FILED : 09:48-AM  
RECORDING FEE : \$20.00  
EXPEDITED FEE : \$70.00  
COPY FEE : \$214.00  
FILING NUMBER : 1000361986278236  
CUSTOMER ID : 0000744876  
WORK ORDER NUMBER : 0000511959

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT  
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK  
ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL  
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ARCHSTONE COMMUNITIES TRUST

ARTICLES OF AMENDMENT AND RESTATEMENT

These Articles of Amendment and Restatement of Archstone Communities Trust are made as of October 29, 2001.

FIRST: Archstone Communities Trust, a Maryland real estate investment trust (the "Trust") formed under Title 8 of the Corporations and Associations Article of the Annotated Code of Maryland ("the Act"), desires to amend and restate its Declaration of Trust as currently in effect and as hereinafter amended and to change its name to Archstone-Smith Operating Trust.

SECOND: The amendment to and restatement of the Declaration of Trust as hereinafter set forth was advised by the Board of Trustees (the "Board") of the Trust and approved by the shareholders of the Trust as required by law.

THIRD: The following sets forth all of the provisions of the Declaration of Trust as currently in effect and as hereinafter amended:

Declaration

The Trustee hereby declares that it holds the duties of Trustee hereunder and holds all assets of the Trust presently existing and hereafter to be received, and all rents, income, profits and gains therefrom, from whatever source derived, in trust for the Unitholders (as defined herein) in accordance with the terms and conditions hereinafter provided, including, without limitation Annex A hereto in its entirety, which are all of the provisions of the Trust's declaration of trust as currently in effect and as hereinafter amended (the "Declaration of Trust").

ARTICLE I  
THE TRUST

SECTION 1. Name.

(a) The Trust governed by this Amended and Restated Declaration of Trust (as amended, supplemented or restated from time to time, this "Declaration of Trust") is herein referred to as the "Trust" and shall be known by the name "Archstone-Smith Operating Trust." So far as may be practicable, legal and convenient, the affairs of the Trust shall be conducted and transacted under such name, which name shall not refer to the Trustee individually or personally or to the beneficiaries or Unitholders of the Trust, or to any officers, employees or agents of the Trust. Under circumstances in which the Trustee determines that the use of the name "Archstone-Smith Operating Trust" is not practicable, legal or convenient, it may as appropriate use the Trustee's name with suitable reference to its Trustee status, or some other suitable designation, or it may adopt another name under which the Trust may hold property or operate in any jurisdiction, which name shall not, to the knowledge of the Trustee, refer to beneficiaries or Unitholders of the Trust.

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RESTRICTION REMOVED

I hereby certify that this is a true and complete copy of the \_\_\_\_\_ page document on file in the office of the \_\_\_\_\_

10/30/01 208

BY: Ann Curtis Custodian

Effective: 6/98

THIS STAMP REPLACES OUR PREVIOUS RESTRICTION SYSTEM.