

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Certificate of Ownership and Merger
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Merchandise Mart Properties, Inc.		12/13/2000	CORPORATION: ILLINOIS

RECEIVING PARTY DATA	
Name:	Merchandise Mart Properties, Inc.
Street Address:	222 Merchandise Mart Plaza
Internal Address:	Suite 470
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60654
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2499184	N.Y. DESIGNWEEK
Registration Number:	2790180	ONE OF A KIND SHOW AND SALE
Registration Number:	2790179	ONE OF A KIND SHOW AND SALE
Registration Number:	2533090	TORONTO DESIGN WEEK
Registration Number:	1758833	DEBI AWARDS
Registration Number:	2240562	L.A. DESIGNWEEK
Registration Number:	1079548	EXPOCENTER/CHICAGO
Registration Number:	0992168	NEOCON
Serial Number:	76330591	BECKMAN'S HANDCRAFTED GIFT SHOW
Registration Number:	2603153	ATLANTA DESIGNWEEK
Serial Number:	76330580	BECKMAN'S HANDCRAFTED GIFT SHOW
Registration Number:	2499185	MIAMI DESIGNWEEK
Registration Number:	1845935	SECOND TUESDAY

CORRESPONDENCE DATA

900010259

**TRADEMARK
 REEL: 002892 FRAME: 0097**

CH \$340.00 2499184

Fax Number: (312)569-3474
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-569-1474
Email: IPDOCKET@gcd.com
Correspondent Name: Gardner Carton & Douglas LLP
Address Line 1: 191 N. Wacker Drive
Address Line 2: Suite 3700
Address Line 4: Chicago, ILLINOIS 60606-1698

ATTORNEY DOCKET NUMBER:

79875-11

NAME OF SUBMITTER:

Liisa M. Thomas, Esq.

Total Attachments: 4

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MERCHANDISE MART PROPERTIES, INC.", A ILLINOIS CORPORATION, WITH AND INTO "MERCHANDISE MART PROPERTIES, INC. (DE)" UNDER THE NAME OF "MERCHANDISE MART PROPERTIES, INC. (DE)", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 9:01 O'CLOCK A.M.

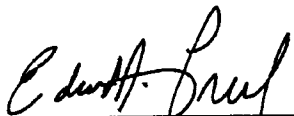
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2001.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0923562 8100M

001652339





Edward J. Freel, Secretary of State
AUTHENTICATION: 0881376

DATE: 12-27-00

TRADEMARK
REEL: 002892 FRAME: 0099

CERTIFICATE OF OWNERSHIP AND MERGER

of

Merchandise Mart Properties, Inc.

(an Illinois corporation)

into

Merchandise Mart Properties, Inc. (DE)

(a Delaware corporation)

It is hereby certified that:

1. Merchandise Mart Properties, Inc. ("MMPI") is a corporation of the State of Illinois, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. Merchandise Mart Properties, Inc. (DE), a Delaware corporation (the "Company"), as the owner of all of the outstanding shares of common stock of MMPI, hereby merges MMPI into itself.

3. The following is a copy of the resolutions adopted on December 13, 2000 by the Board of Directors of the Company to merge MMPI into the Company:

A. Merger of MMPI into the Company

WHEREAS, the Board of Directors of the Company deems it to be in the best interest of the Company to merge the Company (the "Merger") with its wholly owned subsidiary Merchandise Mart Properties, Inc. ("MMPI"), an Illinois corporation, with the Company being the surviving corporation.

RESOLVED, that the Company be merged with MMPI, with the Company as the surviving corporation, pursuant to the laws of the State of Illinois and the State of Delaware as hereinafter provided, so that the separate existence of MMPI shall cease as soon as the Merger shall become effective, and thereupon the Company and MMPI will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

FURTHER RESOLVED, that the terms and conditions of the proposed Merger are as follows:

(a) From and after the effective time of the Merger, all of the estate, property, rights, privileges powers, and franchises of MMPI shall become vested in and held by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by MMPI, and the Company shall assume all of the

obligations of MMPI pursuant to Section 253 of the General Corporation Law of the State of Delaware.

(b) Each share of common stock of MMPI which shall be issued and outstanding immediately prior to the effective time of the Merger shall be cancelled, and each common share of the Company shall remain unchanged.

(c) From and after the effective time of the Merger, the Certificate of Incorporation and the By-Laws of the Company, as the surviving corporation, shall be the Certificate of Incorporation and the By-Laws of the Company as in effect immediately prior to such effective time, and such Certificate of Incorporation and By-Laws shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of such documents and the Delaware Business Corporation Law.

(d) The officers and directors of the Company, as the surviving corporation, shall be the corresponding officers and directors of the Company immediately before the effective time of the merger.

FURTHER RESOLVED, that the Merger shall be effective on January 1, 2001.

FURTHER RESOLVED, that the proper officers of the Company are hereby authorized and directed, in the name and on behalf of the Company, to do or cause to be done any and all such acts, and to execute, deliver and file any related documents, necessary or appropriate to effect the Merger.

4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by the Company in accordance with the laws of the State of Delaware.

5. The proposed merger shall be effective on January 1, 2001.


Signed on December 13, 2000

Merchandise Mart Properties, Inc. (DE)
a Delaware corporation

By:

Name:

Its:



MICHAEL FASULLO

PRESIDENT