

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/05/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AMERITON Properties Incorporated		10/05/2007	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	Archstone-Smith Trust
Street Address:	45 Rockefeller Plaza
City:	New York
State/Country:	NEW YORK
Postal Code:	10111
Entity Type:	Maryland Real Estate Investment Trust: MARYLAND

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2404538	AMERITON
Registration Number:	2418174	AMERITON

CORRESPONDENCE DATA

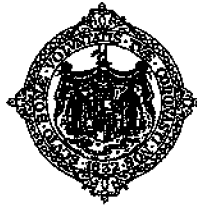
Fax Number: (312)236-7516
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-368-4000
 Email: ch.tm@dlapiper.com
 Correspondent Name: Keith W. Medansky
 Address Line 1: P.O. Box 64807
 Address Line 4: Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	263234-000045
NAME OF SUBMITTER:	Keith W. Medansky

CH \$65.00 2404538

Signature:	/Keith Medansky/
Date:	12/17/2007
Total Attachments: 7 source=Tishman - AST Merger Documents#page1.tif source=Tishman - AST Merger Documents#page2.tif source=Tishman - AST Merger Documents#page3.tif source=Tishman - AST Merger Documents#page4.tif source=Tishman - AST Merger Documents#page5.tif source=Tishman - AST Merger Documents#page6.tif source=Tishman - AST Merger Documents#page7.tif	

State of Maryland
Department of
Assessments and Taxation



Martin O'Malley
Governor

C. John Sullivan, Jr.
Director

Paul B. Anderson
Administrator

Charter Division

Date: 10/05/2007

VENABLE LLP
1800 MERCANTILE BANK & TRUST BLDG
2 HOPKINS PLZ
BALTIMORE MD 21201-2930

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : ARCHSTONE-SMITH TRUST
DEPARTMENT ID : D06278451
TYPE OF REQUEST : ARTICLES OF MERGER
DATE FILED : 10-05-2007
TIME FILED : 08:43 AM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$70.00
COPY FEE : \$25.00
FILING NUMBER : 1000361995383829
CUSTOMER ID : 0002030341
WORK ORDER NUMBER : 0001473379

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.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

301 West Preston Street-Room 801-Baltimore, Maryland 21201-2395
Telephone (410)767-4950 / Toll free in Maryland (888)246-5941
MRS (Maryland Relay Service) (800)735-2258 TTY/Voice-Fax (410)333-7097
Website: www.dat.state.md.us

0004848264

CACCPY

TRADEMARK
REEL: 003679 FRAME: 0925

ENTITY TYPE: INVESTMENT TRUST
STOCK: Y
CLOSE: N
PRINCIPAL OFFICE: SUITE 400
9200 E. PANORAMA CIRCLE
ENGLEWOOD CO 80112
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST.
BALTIMORE MD 21202-3219

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:

SURVIVOR:

(D06278451) ARCHSTONE-SMITH TRUST.

MERGED ENTITIES:

(D05084983) AMERITON PROPERTIES INCORPORATED.

EFFECTIVE DATE 10/05/07 AT 9:00 AM

DB

AMERITON PROPERTIES INCORPORATED

ARCHSTONE-SMITH TRUST

ARTICLES OF MERGER

THIS IS TO CERTIFY THAT:

FIRST: AMERITON Properties Incorporated and Archstone-Smith Trust agree to merge (the "Merger") in the manner hereinafter set forth.

SECOND: Archstone-Smith Trust is the entity to survive the Merger (the "Surviving Entity").

THIRD: The Surviving Entity is a real estate investment trust formed under the laws of the State of Maryland. AMERITON Properties Incorporated (the "Merging Entity") is a corporation incorporated under the laws of the State of Maryland.

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

FIFTH: The Merging Entity owns no interest in land in the State of Maryland.

SIXTH: The declaration of trust of the Surviving Entity (the "Surviving Entity Declaration") will not be amended as a result of the Merger.

SEVENTH: a) The total number of shares of all classes of beneficial interest which the Surviving Entity has authority to issue is 450,000,000, consisting of 449,999,500 common shares of beneficial interest, \$.01 par value per share, and 500 Series I Cumulative Redeemable Preferred Shares, \$.01 par value per share. The aggregate par value of all shares of all classes of beneficial interest having a par value is \$4,500,000.

b) The total number of shares of all classes of stock which the Merging Entity has authority to issue is 78,000,000, consisting of 40,000,000 shares of Class A Common Stock, \$.01 par value per share, and 38,000,000 shares of Class B Common Stock, \$.01 par value per share. The aggregate par value of all shares of all classes of stock having a par value is \$780,000.

EIGHTH: Upon the Effective Time (as defined herein), the Merging Entity shall be merged into the Surviving Entity; and, 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 whatever nature and description 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.

RECORDED
INDEXED
10/15/07

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 5 page document on file in this office. DATED: 10/15/07

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Ann Curtis, Custodian

This stamp replaces our previous certification system. Effective: 6/95

a) Effect on Surviving Entity Shares

Each share of beneficial interest of the Surviving Entity issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding at the Effective Time.

b) Effect on Merging Entity Shares

Each share of stock of the Merging Entity issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired without any conversion thereof and no payment or distribution of any consideration shall be made with respect thereto.

NINTH: The terms and conditions of the transaction described in these Articles 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 Maryland and the Surviving Entity Declaration, as follows:

a) The Board of Trustees of the Surviving Entity, at a duly called meeting, adopted a resolution approving the transaction described herein on substantially the terms and conditions described herein.

b) Pursuant to Section 8-501.1(c)(4) of the Maryland REIT Law, a vote of the shareholders of the Surviving Entity is not required.

TENTH: The terms and conditions of the transaction described in these Articles 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:

a) The Board of Directors of the Merging Entity, by unanimous written consent, adopted a resolution approving the transaction described herein on substantially the terms and conditions described herein.

b) Pursuant to Section 3-106 of the Maryland General Corporation Law, a vote of the stockholders of the Merging Entity is not required.

ELEVENTH: The Merger shall become effective at 9:00 a.m. Eastern Time, on October 5, 2007 (the "Effective Time").

TWELFTH: The Merger shall constitute a complete liquidation of the Merging Entity and these Articles of Merger are intended to constitute a "plan of liquidation" of the Merging Entity within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended, and shall be interpreted and applied consistently therewith.

THIRTEENTH: Each undersigned Executive Vice President acknowledges these Articles to be the act of the entity on whose behalf she has signed, and further, as to all matters or


facts required to be verified under oath, each undersigned Executive Vice President acknowledges that to the best of her knowledge, information and belief, these matters and facts relating to the entity on whose behalf she has signed are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 5th day of October, 2007.

ATTEST:


ARCHSTONE SMITH TRUST



Name: Thomas Reif
Title: Assistant Secretary

By:  (SEAL)
Name: Caroline Brower
Title: Executive Vice President

ATTEST:

AMERICAN PROPERTIES INCORPORATED


Name: Thomas Reif
Title: Assistant Secretary

By:  (SEAL)
Name: Caroline Brower
Title: Executive Vice President

CORPORATE CHARTER APPROVAL SHEET

EXPEDITED SERVICE

** KEEP WITH DOCUMENT **

DOCUMENT CODE 11 BUSINESS CODE _____

None _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) AMERTON
Properties Incorporated
DU5084983 (MD)

Surviving (Transferee) Archstone-Smith
TRUST - DU6278451 (MD)

Affix Barcode Label Here

Affix Barcode Label Here

New Name _____

FEES REMITTED

Base Fee:	<u>100</u>
Org. & Cap. Fee:	_____
Expedite Fee:	<u>70</u>
Penalty:	_____
State Recordation Tax:	_____
State Transfer Tax:	_____
Certified Copies	_____
Copy Fee:	<u>25</u>
Certificates	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other:	_____
TOTAL FEES:	<u>195</u>

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code
_____ Adoption of Assumed Name
_____ Other Change(s)

Credit Card _____ Check Cash _____
_____ Documents on _____ Checks

Code 063
Attention: Andrea Cohen

Approved By: 02
Keyed By: _____

Mail: Name and Address

COMMENT(S):
EFFECTIVE TIME!
9:00 A.M. 10/05/2007

Stamp Work Order and Customer Number HERE