

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Forestar Real Estate Group Inc.		11/21/2008	CORPORATION:
RECEIVING PARTY DATA			
Name:	Forestar Group Inc.		
Street Address:	6300 Bee Cave Road		
Internal Address:	BUILDING TWO, STE 500		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78746		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3561464	FORESTAR	
CORRESPONDENCE DATA			
Fax Number:	(512)433-5203		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	5124335216		
Email:	melissacampbell@forestargroup.com		
Correspondent Name:	David M. Grimm		
Address Line 1:	6300 Bee Cave Road		
Address Line 2:	BUILDING TWO, STE 500		
Address Line 4:	Austin, TEXAS 78746		
ATTORNEY DOCKET NUMBER:	FORESTAR WORD MARK		
NAME OF SUBMITTER:	David M. Grimm		
Signature:	/David M. Grimm/		

CH \$40.00 3561464

Date:

03/30/2009

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"FORESTAR GROUP INC.", A DELAWARE CORPORATION,
WITH AND INTO "FORESTAR REAL ESTATE GROUP INC." UNDER THE NAME OF "FORESTAR GROUP INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 2008, AT 11:42 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2008, AT 5 O'CLOCK P.M.

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



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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6980051

DATE: 11-20-08

TRADEMARK
REEL: 003961 FRAME: 0551

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
FORESTAR GROUP INC.
WITH AND INTO
FORESTAR REAL ESTATE GROUP INC.

Pursuant to Section 253 of the General Corporation Law of the State of Delaware Forestar Real Estate Group Inc., a Delaware corporation (the "*Company*"), does hereby certify to the following facts relating to the merger (the "*Merger*") of Forestar Group Inc., a Delaware corporation (the "*Subsidiary*"), with and into the Company, with the Company remaining as the surviving corporation under the name of Forestar Group Inc.:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "*DGCL*"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions, duly determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

"WHEREAS, it is deemed desirable and in the best interests of the Company to effect a name change of the Company from "Forestar Real Estate Group Inc." to "Forestar Group Inc." (the "Name Change");

WHEREAS, the Name Change would be effected by the Company forming a new wholly-owned subsidiary with the name "Forestar Group Inc." (the "Merger Sub"), merging (the "Merger") the Merger Sub with and into the Company, with the Company being the surviving corporation in the Merger, and effecting the Name Change in connection with the Merger in accordance with Section 253 of the Delaware General Corporation Law ("DGCL");

RESOLVED, that the Name Change be, and it hereby is, authorized, adopted and approved;

RESOLVED FURTHER, that the Merger be, and it hereby is, authorized, adopted and approved;

RESOLVED FURTHER, that the Proper Officers be, and each hereby is, authorized and empowered to form and organize the Merger Sub under the DGCL;

RESOLVED FURTHER, that the Proper Officers be, and each hereby is, authorized and empowered to prepare and execute, in the name and on behalf of the Company, a Certificate of Ownership and Merger and to file such Certificate of Ownership and Merger with the Secretary of State of the State of Delaware to effect the Name Change and the Merger, all in accordance with the DGCL;

RESOLVED FURTHER, that the Proper Officers be, and each hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, cause to be prepared, execute, deliver and perform any agreements, instruments, documents and undertakings, and to take such actions, as may be necessary or desirable to effect or consummate the transactions contemplated by such Certificate of Ownership and Merger, and to provide such notices, obtain such consents, and take such actions as may be necessary or desirable under the agreements, documents, licenses and permits to which the Company is a party or by which the Company is bound, such necessity or desirability to be conclusively evidenced by the execution, delivery or performance thereof by such Proper Officer;

RESOLVED FURTHER, that amendments to the Amended and Restated Bylaws of the Company, the employee benefit plans of the Company and any other agreements and documents of the Company necessary or desirable to reflect the Name Change be, and they hereby are, authorized, adopted and approved, and the Proper Officers be, and each hereby is, authorized and empowered, in the name and on behalf of the Company, to execute and deliver such amendments."

FOURTH: The Company shall be the surviving corporation of the Merger.

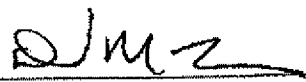
FIFTH: The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article I thereof shall be amended to read in its entirety as follows:

"The name of the corporation (hereinafter called the "Corporation") is Forestar Group Inc."

SIXTH: The Merger shall become effective and the effective time of the Merger shall be as of 5:00 p.m. Eastern Standard Time on November 21, 2008.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer on November 12, 2008.

FORESTAR REAL ESTATE GROUP INC.

By: 
Name: David M. Grimm
Title: Chief Administrative Officer,
General Counsel and Secretary