

10-12-1999



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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09-30-1999

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U.S. Patent & TMO/TM Mail Rpt Dt. #34 Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Maguire/Thomas Partners-Westlake/Southlake Partnership

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other A Texas partnership

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

2. Name and address of receiving party(ies):
 Name: Maguire Partners-Solana Limited Partnership

Internal Address:
 Street Address: Nine Village Circle, Suite 500
 City: Westlake State: TX ZIP: 76262

Individual(s) citizenship _____
 Association _____
 General Partnership _____

Limited Partnership Texas
 Corporation-State _____
 Other _____

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

3. Nature of conveyance: MRD 9-30-99

Assignment Merger
 Security Agreement Change of Name
 Other Memorandum of Conversion

Execution Date: September 2, 1997

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s) 1,576,767

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Molly Buck Richard

Internal Address: Strasburger & Price, L.L.P.

Street Address: 901 Main Street, Suite 4300

City: Dallas State: TX ZIP: 75202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 19-4547

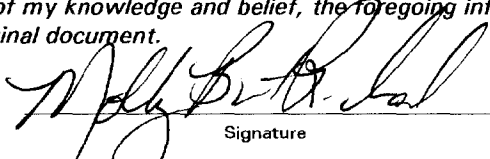
(Attach duplicate copy of this page if paying by deposit account)

10/06/1999 DNGUYEN 00000267 1576767

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9. Statement and signature. *To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Molly Buck Richard  September 28, 1999

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 16

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

MEMORANDUM OF CONVERSION

THIS MEMORANDUM OF CONVERSION ("Memorandum") is entered into effective as of September 2, 1997 by and among MAGUIRE PARTNERS - SOLANA GP LIMITED LIABILITY COMPANY, a Delaware limited liability company (the "General Partner"), MAGUIRE/THOMAS PARTNERS-DALLAS, LTD. a California limited partnership ("MTP"), MAGUIRE/THOMAS PARTNERS-DALLAS II, LTD., a California limited partnership ("Dallas II"), and INTERNATIONAL BUSINESS MACHINES CORPORATION, a New York corporation ("IBM").

1. Pursuant to the authority of Section 9.01.(a) of the Texas Revised Partnership Act ("TRPA"), Maguire/Thomas Partners - Westlake/Southlake Partnership ("General Partnership"), a Texas general partnership formed under the Texas Uniform Partnership Act that has elected to adopt the TRPA, has, effective as of September 2, 1997, converted into, and continues its existence as, a limited partnership formed under the Texas Revised Limited Partnership Act under the name *Maguire Partners - Solana Limited Partnership* ("Limited Partnership").

2. Attached hereto as Exhibit A is the Certificate of Limited Partnership for the Limited Partnership that was filed with the Texas Secretary of State on September 2, 1997.

3. By virtue of the conversion, the ownership interests of the partners in the General Partnership set forth below have been converted into the ownership interests of the partners in the Limited Partnership set forth below:

a. Former Ownership Interests:

Maguire/Thomas Partners - Westlake/Southlake Partnership

General Partners:

<u>Names</u>	<u>Percentage Ownership Interests</u>
Maguire Partners - Solana GP Limited Liability Company	1%
Maguire/Thomas Partners-Dallas, Ltd.	49.49%
Maguire/Thomas Partners-Dallas II, Ltd.	.01%
International Business Machines Corporation	49.5%

b. Converted Ownership Interests:

Maguire Partners - Solana Limited Partnership

General Partner:

<u>Name</u>	<u>Percentage Ownership Interest</u>
Maguire Partners - Solana GP Limited Liability Company	1%

Limited Partners:

<u>Names</u>	<u>Percentage Ownership Interests</u>
Maguire/Thomas Partners-Dallas, Ltd.	49.49%
Maguire/Thomas Partners-Dallas II, Ltd.	.01%
International Business Machines Corporation	49.5%

4. The undersigned, constituting all of the general partners of the General Partnership and all of the general and limited partners of the Limited Partnership, intend the following upon the conversion:

a. The General Partnership shall continue to exist, without interruption, but in the organizational form of the Limited Partnership rather than in the organizational form of the General Partnership.

b. All rights, title, and interests to: (i) all real estate owned by the General Partnership, including, without limitation, the real property, fixtures and improvements located thereon described in Exhibit B attached hereto, and (ii) all personal property owned by the General Partnership, whether tangible or intangible, including, without limitation, equipment, vehicles, leases, contracts, agreements, funds, deposits, and extant or contingent interests and (iii) all other property of any kind and nature whatsoever owned by the General Partnership or in which the General Partnership has or claims an interest, whether tangible or intangible, and wherever located, shall continue to be owned by the Limited Partnership without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens or other encumbrances thereon.

c. All liabilities and obligations of the General Partnership shall continue to be liabilities and obligations of the Limited Partnership without impairment or diminution by reason of the conversion.

5. This Memorandum may be executed in any number of counterparts, each of which shall be an original, but such counterparts together shall constitute one and the same instrument.

Executed by the parties to be effective as of the date set forth above.

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[MEMORANDUM OF CONVERSION]
[SIGNATURE PAGE]

GENERAL PARTNER:

MAGUIRE PARTNERS - SOLANA GP LIMITED
LIABILITY COMPANY,
a Delaware limited liability company

By: Maguire Partners - Solana Business Trust,
a Delaware business trust,
its sole member

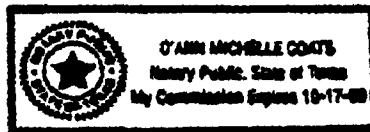
By: 
Tom Allen, Managing Trustee

STATE OF Texas §
COUNTY OF Tarrant §

This instrument was acknowledged before me on August 29th, 1997 by Tom Allen, Managing Trustee of Maguire Partners - Solana Business Trust, the sole member of Maguire Partners - Solana GP Limited Liability Company, a Delaware limited liability company, on behalf of the limited liability company.

D'Ann Michelle Coats
Notary Public

My Commission Expires:
10-17-99



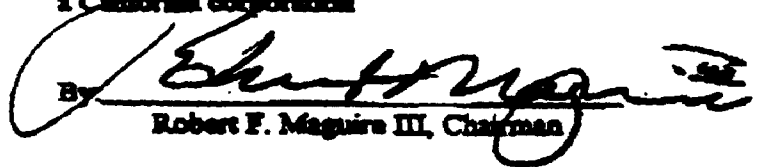
**[MEMORANDUM OF CONVERSION]
[SIGNATURE PAGE]**

MCF:

**MAGUIRE/THOMAS PARTNERS-DALLAS, LTD.,
a California limited partnership**

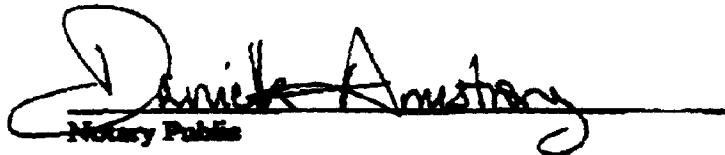
**By: MAGUIRE PARTNERS SOLANA, LLC,
a California limited liability company,
its general partner**

**By: MAGUIRE PARTNERS SCS, INC.,
a California corporation**

By: 
Robert F. Maguire III, Chairman

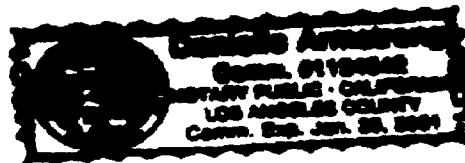
STATE OF California §
COUNTY OF Los Angeles §

This instrument was acknowledged before me on 9/2, 1997 by Robert F. Maguire, III, Chairman of Maguire Partners SCS, Inc., Maguire of Maguire Partners Solana, LLC, general partner of Maguire/Thomas Partners - Dallas, Ltd., a California limited partnership, on behalf of the limited partnership.


Notary Public

My Commission Expires:

1/26/01



[MEMORANDUM OF CONVERSION]
[SIGNATURE PAGE]

DALLAS II:

MAGUIRE/THOMAS PARTNERS-DALLAS II, LTD.,
a California limited partnership

By: MAGUIRE PARTNERS SOLANA, LLC,
a California limited liability company,
its general partner

By: MAGUIRE PARTNERS SCS, INC.,
a California corporation

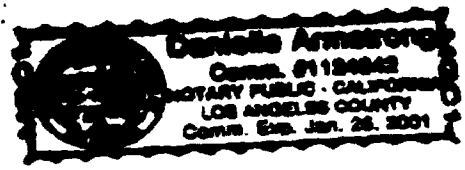
[Signature]
By: Robert F. Maguire III, Chairman

STATE OF California §
COUNTY OF Los Angeles §

This instrument was acknowledged before me on 9/2/97, 1997 by Robert F. Maguire, III, Chairman of Maguire Partners SCS, Inc., Manager of Maguire Partners Solana, LLC, general partner of Maguire/Thomas Partners - Dallas II, Ltd., a California limited partnership, on behalf of the limited partnership.

[Signature]
Notary Public

My Commission Expires:
1/26/01



[MEMORANDUM OF CONVERSION]
[SIGNATURE PAGE]

IBM:

INTERNATIONAL BUSINESS MACHINES CORP.,
a New York corporation

By. 

Its: _____
L. A. Dayton
General Manager
IBM Real Estate Services

STATE OF New York §
 §
COUNTY OF Westchester §

This instrument was acknowledged before me on Sept. 2, 1997 by
* * of International Business Machines Corp., a New York
corporation, on behalf of the corporation.


Notary Public

My Commission Expires:

F. MAUREEN DUFFY
Notary Public, State of New York
No. 02014618342
Qualified in Westchester County
Commission Expires November 30, 1997

* L. A. Dayton
General Manager
IBM Real Estate Services

Exhibit A To Memorandum of Conversion

Certificate of Limited Partnership

[see attached]

LEGAL SERVICES/10/15/97

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Sep. 5. 1997 10:00AM

STRASBURGER & PRICE - AUSTIN

PAGE: 11
No. 7013 P. 11/15



The State of Texas

Secretary of State
SEP. 2, 1997

CSI
PO BOX 1831
AUSTIN ,TX

RE:
MAGUIRE PARTNERS - SOLANA LIMITED PARTNERSHIP
FILING NUMBER 00100860-10

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR
CERTIFICATE OF LIMITED PARTNERSHIP.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE
ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.


Antonio O. Garza, Jr., Secretary of State

TRADEMARK
REEL: 001972 FRAME: 0159

MAGUIRE PARTNERS - SOLANA LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

FILED
In the Office of the
Secretary of State of Texas
SEP 02 1997
Corporations Section

Maguire Partners - Solana Limited Partnership (the "Partnership") has elected to be chartered under the Texas Revised Limited Partnership Act (the "Act"), and in accordance with Section 2.01 of the Act files this its Certificate stating:

1. The name of the limited partnership is Maguire Partners - Solana Limited Partnership.
2. The address of the registered office in Texas is 9 Village Circle, Suite 500, Roanoke, Texas 76262, and the name of the registered agent for service of process at such address as required to be maintained by Section 1.06(a) of the Act is Tom Allan.
3. The address of the principal office in the United States where records are to be kept or made available under Section 1.07 of the Act is 355 South Grand Avenue, Suite 4500, Los Angeles, California 90071.
4. The name, mailing address and the street address of the business of the sole general partner is Maguire Partners - Solana GP Limited Liability Company, 355 South Grand Avenue, Suite 4500, Los Angeles, California 90071.
5. The Limited Partnership is converting from a Texas general partnership to a Texas limited partnership.
6. The name of the Texas general partnership before the conversion was Maguire/Thomas Partners - Westlake/Southlake Partnership (the "General Partnership").
7. The names of the general partners of the General Partnership before the conversion are:

Maguire Partners - Solana GP Limited Liability Company
Maguire/Thomas Partners - Dallas, Ltd.
Maguire/Thomas Partners - Dallas II, Ltd.
International Business Machines Corporation
8. The General Partnership was organized under the laws of the State of Texas before the conversion.

Sep. 5. 1997 10: M STRASBURGER & PRICE - AUSTIN L. LLP

9. In connection with the conversion, the Limited Partnership is changing its name (as set forth above) to Maguire Partners - Solana Limited Partnership.

10. The effective date of the conversion is the date this Certificate is filed.

The undersigned, as the sole general partner, under penalties of perjury, affirms to the best of its knowledge and belief that the facts stated in this Certificate are true and correct.

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ML-229428-03

**[MAGUIRE PARTNERS - SOLANA LIMITED PARTNERSHIP]
[CERTIFICATE OF LIMITED PARTNERSHIP]
[SIGNATURE PAGE]**

**MAGUIRE PARTNERS - SOLANA GP LIMITED
LIABILITY COMPANY, a Delaware limited
liability company**

**By: MAGUIRE PARTNERS - SOLANA
BUSINESS TRUST, a Delaware
business trust**

By: 

Tom Allen, Managing Trustee

09/05 11:18 1997 FROM:
Sep. 5. 1997 10:~

TO: 8598582
STRASBURGER & PRICE - AUSTIN

PAGE: 15
No. 7013 P. 15/15

Exhibit B To Memorandum of Conversion

Legal Description

[see attached]

1409L / 09/30/1999

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RECORDED: 09/30/1999

TRADEMARK
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