

08-17-2001



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type		Conveyance Type	
<input checked="" type="checkbox"/> New		<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Resubmission (Non-Recordation)	Document ID # <input type="text"/>	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Agreement
<input type="checkbox"/> Correction of PTO Error	Reel # <input type="text"/> Frame # <input type="text"/>	<input type="checkbox"/> Merger	Effective Date Month Day Year <input type="text"/>
<input type="checkbox"/> Corrective Document	Reel # <input type="text"/> Frame # <input type="text"/>	<input type="checkbox"/> Change of Name	
		<input checked="" type="checkbox"/> Other	Certificate of Conversion <input type="text"/>

Conveying Party Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

08/17/2001 TBIAZ1 00000044 1910407

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and entering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, 01 FC-044, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO ADDRESS.

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

TRADEMARK
REEL: 002350 FRAME: 0349

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1910407"/>	<input type="text" value="1787031"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees: Yes

No

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. Charges to deposit account are authorized, as indicated herein.

David W. Grace

Name of Person Signing


Signature

August 7, 2001

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "NORTH COUNTY FAIR LLC" TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "NORTH COUNTY FAIR LLC" TO "NORTH COUNTY FAIR LP", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0888963

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DATE: 01-02-01

**CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
LIMITED PARTNERSHIP
PURSUANT TO SECTION 17-217 OF THE DELAWARE LIMITED LIABILITY
COMPANY ACT**

1. The jurisdiction where the Limited Liability Company first formed is Delaware.
2. The date the Limited Liability Company first formed was May 15, 1998.
3. The name of the Limited Liability Company immediately prior to filing this Certificate of Conversion is North County Fair LLC.
4. The name of the Limited Partnership as set forth in its Certificate of Limited Partnership is North County Fair LP.

This Certificate shall become effective on December 31, 2000.

Westfield America GP LLC, a Delaware limited liability company

Westfield America Limited Partnership,
a Delaware limited partnership, its managing member

By: Westfield America, Inc., a Missouri
corporation, its general partner


 By: Leesa Ashley
 Assistant Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/29/2000
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