

06-25-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇨ ⇨ ⇨ ▼ ▼

102481479

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Brass Mill, Inc.

6.20.03

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: GGP-Brass Mill, Inc.

Internal Address: 110 N. Wacker Drive

Street Address: _____

City: Chicago State: IL Zip: 60606

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 12/26/95

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2070274

Additional number(s) attached Yes No

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

Name: Nicole M. Walker

Internal Address: Neal, Gerber & Eisenberg

EC000P 00000163 502261 2070274

40.00 DA

Street Address: Two North LaSalle Street

City: Chicago State: IL Zip: 60602

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:

502261

DO NOT USE THIS SPACE

9. Signature.

Nicole M. Walker

Name of Person Signing

Nicole M. Walker
Signature

6/20/03
Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
REEL: 002763 FRAME: 0357

06/24/2003
01 FC:8521

CERTIFICATE OF MERGER
OF
BRASS MILL, INC.
INTO
GGP-BRASS MILL, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Delaware Law"),

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Brass Mill, Inc.	Delaware
GGP-Brass Mill, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware Law.

THIRD: That the name of the surviving corporation of the merger is GGP-Brass Mill, Inc.

FOURTH: That the Certificate of Incorporation of GGP-Brass Mill, Inc., a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving

corporation, the address of which is 55 West Monroe, Suite 3100, Chicago, Illinois 60603.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26th day of December, 1995.

GGP-BRASS MILL, INC., a
Delaware Corporation

By: Robert A. Michals
Name: Robert A. Michals
Title: President

ATTEST:

By: [Signature]
Name: MARSHALL E. ELSAUBERS
Title: Secretary

LAW OFFICES
NEAL, GERBER & EISENBERG

TWO NORTH LA SALLE STREET
CHICAGO, ILLINOIS 60602-3801
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NICOLE M. WALKER
(312) 269-5299

FAX: (312) 578-2811
NWALKER@NGELAW.COM

June 20, 2003

VIA EXPRESS MAIL

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Trademark Merger Recordation
In the name of GGP-Brass Mill, Inc.

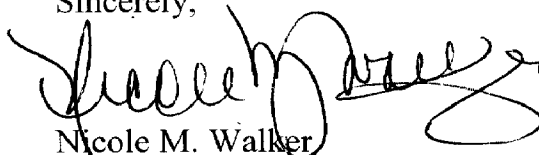
Dear Sir or Madam:

Enclosed is a completed cover sheet and the documents to be recorded in the United States Patent and Trademark Office.

Please charge the Neal, Gerber & Eisenberg deposit account, No. 502261, the requisite fee of \$40.00. A duplicate copy of the cover sheet has been enclosed for deposit account purposes.

Please feel free to contact me with any questions relating to this matter.

Sincerely,



Nicole M. Walker
Paralegal

Enclosures

cc: Lee J. Eulgen, Esq.

NGEDOCS:856342.1

TRADEMARK
REEL: 002763 FRAME: 0360

State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"BRASS MILL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "GGP-BRASS MILL, INC." UNDER THE NAME OF
"GGP-BRASS MILL, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1995, AT
9:05 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7767615

2567800 8100M

950307675

RECORDED: 06/20/2003

12-26-95
TRADEMARK

REEL: 002763 FRAME: 0361