

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Head Acquisition, L.P.		10/30/2002	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Simon Property Group, LP
Street Address:	115 West Washington Street
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46204
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number
Registration Number:	2420681
Serial Number:	76108172
Registration Number:	1993395
Registration Number:	1991341
Registration Number:	1991340
Registration Number:	1991342
Serial Number:	76108170

CORRESPONDENCE DATA

Fax Number: (312)701-7711

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 312-701-8601

Email: cdore@mayerbrownrowe.com

OP \$190.00 2420681

Correspondent Name: Deborah Schavey Ruff  
Address Line 1: P.O. Box 2828  
Address Line 4: Chicago, ILLINOIS 60690-2828

ATTORNEY DOCKET NUMBER:	03118707
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NAME OF SUBMITTER:	Deborah Schavey Ruff
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Total Attachments: 4

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## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the Assignment) is made as of this 30<sup>th</sup> day of October, 2002, by and between Head Acquisition, L.P. ("Head Acquisition") having its principal place of business at 900 North Michigan Avenue, Suite 1500, Chicago, Illinois 60611 (Assignor), and Simon Property Group, LP ("Simon"), a Delaware Limited Partnership, having its principal place of business at 115 West Washington Street, Indianapolis, Indiana 46204 (Assignee).

WIHEREAS, Assignee is desirous of acquiring all right, title, and interest in and to the marks identified and set forth on Schedule A attached hereto and incorporated herewith (collectively, the "Marks"), and the goodwill of the business associated therewith; and

WHEREAS, Assignor, who is the owner of the attached trademarks by the merger with Urban Shopping Centers, Inc. whose wholly-owned subsidiaries include Wolfchase Galleria Limited Partnership and Copley Place Associate L.L.C. wishes to grant all right, title and interest in and to the Marks, together with the goodwill of the business in connection with which the Marks are used;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

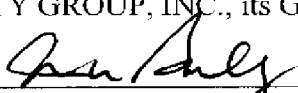
1. Assignor hereby assigns, transfers and conveys to Assignee all right, title and interest in and to the Marks ("the Assignment") and the goodwill of the business associated therewith.
2. The Assignment also includes all claims for damages by reason of past infringement of the Marks, if any, together with the right to sue for and collect the same for the sole use and benefit of Assignee and its successors, assigns, or other legal representatives.
3. Assignor represents and warrants to Assignee that Assignor has the full right, power and authority to enter into and perform this Assignment and to grant to Assignee all the rights granted herein; and Assignor is not a party to any agreement or understanding which would conflict with this Assignment.
4. Assignor further agrees to execute and deliver, from time to time, all further instruments of conveyance, assignment and further assurances, and to perform all such other acts, as may be reasonably required to transfer and assign all of Assignor's interests in and to the Marks.

5. Assignor will assist in obtaining or providing any further documents which may be required to confirm chain or title thereto.

HEAD ACQUISITION, L.P.,  
a Delaware limited partnership

By: SIMON PROPERTY GROUP, LP,  
By: SIMON PROPERTY GROUP, INC., its General Partner

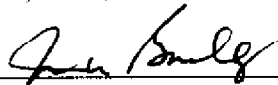
Date:

  
By: JAMES M. BARKLEY, its Secretary and General Counsel

SIMON PROPERTY GROUP, LP,

By: SIMON PROPERTY GROUP, INC., its General Partner

Date:

By:   
Name:  
Title:

**James M. Barkley**  
**General Counsel**

**Schedule A**  
**SCHEDULE OF MARKS**

Mark	U.S. Registration Status	Serial No. / Registration No.	Int'l. Class
COPLEY PLACE	REGISTERED	2,420,681	036
CORAL SQUARE MALL			
MAPLEWOOD MALL			
MIAMI INTERNATIONAL MALL			
PENN SQUARE MALL	PENDING	76/108,172	035, 036
PHEASANT LANE MALL			
SOUTHPARK MALL			
WEST TOWN MALL			
WOLFCHASE GALLERIA (U.S.)	REGISTERED	1,993,395	036
WOLFCHASE GALLERIA (U.S.)	REGISTERED	1,991,341	037
WOLFCHASE	REGISTERED	1,991,340	037
WOLFCHASE GALLERIA (U.S.)	REGISTERED	1,991,342	036
WOLFCHASE GALLERIA (TN)	REGISTERED	3011 1679	037
WOLFCHASE GALLERIA (TN)	REGISTERED	3011 1682	037
WOODLAND HILLS MALL	PENDING	76/108,170	035
THE GALLERIA	ABANDONED ON 7/31/01	76/105,890	035
MALL AT CHESTNUT HILL			
FLORIDA MALL			
GALLERIA WONDERLAND EXPRESS & DESIGN (TX)	REGISTERED	54,647	
GALLERIA WONDERLAND EXPRESS & DESIGN (TX)	REGISTERED	54,646	
GALLERIA (TX)	REGISTERED	55,150	
GALLERIA (TX)	REGISTERED	55,151	
GALLERIA (TX)	REGISTERED	55,152	

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**TRADEMARK**  
**REEL: 002686 FRAME: 0347**

Mark	U.S. Registration Status	Serial No. / Registration No.	Int'l. Class
GALLERIA (TX)	REGISTERED	55,153	
GALLERIA (TX)	REGISTERED	55,154	

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RECORDED: 07/21/2003

TRADEMARK  
REEL: 002686 FRAME: 0348