

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
Metropolitan Life Insurance Company		12/23/2002	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	French Partners, LLC
Street Address:	7 Penn Plaza, Suite 618
Internal Address:	c/o The Feil Organization
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	New York French Building Co-Investors, L.L.C.
Street Address:	7 Penn Plaza, Suite 618
Internal Address:	c/o The Feil Organization
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1394329	FFF
Registration Number:	1394330	FRED F. FRENCH

CORRESPONDENCE DATA

Fax Number: (215)965-1210
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$65.00 1394329

Phone: 215-965-1348
Email: lmiller@akingump.com
Correspondent Name: Laura Genovese Miller
Address Line 1: One Commerce Square, Suite 2200
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	206340.0001
NAME OF SUBMITTER:	Laura Genovese Miller
Signature:	/Laura Genovese Miller/
Date:	05/18/2006

Total Attachments: 7

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ASSIGNMENT OF CONTRACTS
New York

This **ASSIGNMENT AND ASSUMPTION OF CONTRACTS AND INTANGIBLES** (the "Assignment") is made as of the 23rd day of December, 2002, between **METROPOLITAN LIFE INSURANCE COMPANY**, a New York corporation, ("Assignor") and **FRENCH PARTNERS, LLC**, a Delaware limited liability company and **NEW YORK FRENCH BUILDING CO-INVESTORS L.L.C.**, a New York limited liability company, as tenants-in-common (collectively, the "Assignee").

For and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration to it in hand paid by Assignee to Assignor, the conveyance by Assignor to Assignee of all that certain real property being particularly described on Schedule 1 attached hereto and incorporated herein by this reference, more commonly known as 551 Fifth Avenue, New York, New York located in the City of New York, County of New York, State of New York (the "Property"), and the mutual covenants herein contained, the receipt and sufficiency of the foregoing consideration being hereby acknowledged by the parties hereto, Assignor hereby assigns, transfers, sets over and conveys to Assignee all of Assignor's right, title and interest, to the extent assignable, in, to and under any and all of the following, to wit:

- (i) the contracts and agreements listed and described on Schedule 2 attached hereto and incorporated herein by this reference and made a part hereof, relating to the upkeep, repair, maintenance or operation of the Land, Improvements or Personal Property (the "Contracts"),
- (ii) all assignable existing warranties and guaranties (express or implied) issued to Assignor in connection with the Improvements or the Personal Property being conveyed to Assignee by Bill of Sale on the date hereof,
- (iii) all assignable existing certificates of occupancy, permits, licenses, approvals and authorizations issued by any governmental authority in connection with the Property, and
- (iv) any trademarks, trade names, logos and the non-exclusive right to the name "Fred F. French Building"

All items described in (ii), (iii) and (iv) above are hereinafter collectively referred to as "Intangible Property."

Assignee does hereby assume and agree to perform all of Assignor's obligations under the Contracts and Intangible Property accruing from and after the date hereof. Assignor shall remain liable for all of Assignor's obligations under the Contracts and Intangible Property accruing prior to the date hereof.

This Assignment shall be binding upon and inure to the benefit of Assignor and Assignee and their respective heirs, executors, administrators, successors and assigns.


This Assignment may be executed in counterparts, all such executed counterparts shall constitute the same agreement and the signature of any party to any counterpart shall be deemed a signature to, and may be appended to, any other counterpart.

Any capitalized term which is not defined herein shall have the meaning set forth in the Purchase and Sale Agreement. Dated as of November 15, 2002 between Assignor, as Seller and French Partners, LLC, as Purchaser ("Purchase and Sale Agreement").

IN WITNESS WHEREOF, Assignor and Assignee have each executed this Assignment as of the date first written above.

ASSIGNOR:

METROPOLITAN LIFE INSURANCE
COMPANY, a New York corporation

By: 
Name: Kathryn L. Campbell
Title: Director

ASSIGNEE:

FRENCH PARTNERS, LLC

By: FEIL  FRENCH LLC, its Managing Member

By: _____
Name: Jeffrey J. Feil
Title: Managing Member

NEW YORK FRENCH BUILDING CO-INVESTORS
L.L.C.

By: SOUNDVIEW PLAZA ASSOCIATES L.L.C.

By: _____
Name: Anthony E. Malkin
Title: Member

IN WITNESS WHEREOF, Assignor and Assignee have each executed this Assignment as of the date first written above.

ASSIGNOR:

METROPOLITAN LIFE INSURANCE
COMPANY, a New York corporation

By: _____
Name: Kathryn L. Campbell
Title: Director

ASSIGNEE:

FRENCH PARTNERS, LLC

By: FEIL FRENCH LLC, its Managing Member

By: _____
Name: Jeffrey J. Feil
Title: Managing Member

NEW YORK FRENCH BUILDING CO-INVESTORS
L.L.C.

By: SOUNDVIEW PLAZA ASSOCIATES L.L.C.

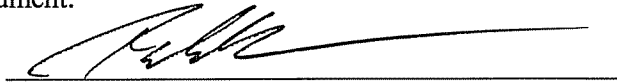
By: _____
Name: Anthony E. Malkin
Title: Member

ACKNOWLEDGEMENTS

STATE OF NEW YORK, COUNTY OF NEW YORK ss.:

On the 24th day of March, 2002 before me, the undersigned, a notary public in and for said state, personally appeared Kathryn L. Campbell, a Director of Metropolitan Life Insurance Company, a New York corporation, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

(Notary stamp/Seal)

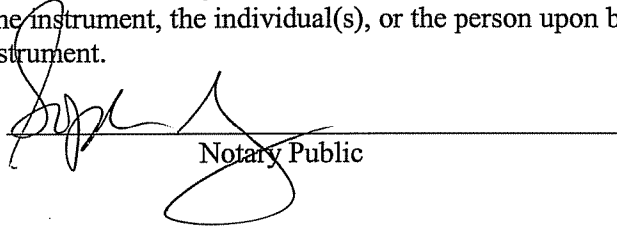


Notary Public
RUDDICK LAWRENCE
Notary Public, State of New York
No. 31-4762183
Qualified in New York County
Commission Expires July 31, 2005

STATE OF NEW YORK, COUNTY OF NEW YORK ss.:

On the ___ day of December, 2002 before me, the undersigned, a notary public in and for said state, personally appeared Jeffrey J. Feil, managing member of Feil French LLC, which is the managing member of French Partners, LLC, a Delaware limited liability company, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), that by his/her/their signature on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

(Notary stamp/Seal)



Notary Public

SOPHIA BRYAN
Notary Public, State of New York
No. 01BR6042225
Qualified in Queens County
Certificate Filed in New York
Commission Expires May 5, 2006

STATE OF NEW YORK, COUNTY OF NEW YORK ss.:

On the ___ day of December, 2002 before me, the undersigned, a notary public in and for said state, personally appeared Anthony E. Malkin, member of Soundview Plaza Associates L.L.C., which is the sole member of New York French Building Co-Investors L.L.C., a Delaware limited liability company, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), that by his/her/their signature on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

(Notary stamp/Seal)

Notary Public

ACKNOWLEDGEMENTS

STATE OF NEW YORK, COUNTY OF NEW YORK ss.:

On the ___ day of _____, 2002 before me, the undersigned, a notary public in and for said state, personally appeared Kathryn L. Campbell, a Director of Metropolitan Life Insurance Company, a New York corporation, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

(Notary stamp/Seal)

Notary Public

STATE OF NEW YORK, COUNTY OF NEW YORK ss.:

On the ___ day of December, 2002 before me, the undersigned, a notary public in and for said state, personally appeared Jeffrey J. Feil, managing member of Feil French LLC, which is the managing member of French Partners, LLC, a Delaware limited liability company, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), that by his/her/their signature on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

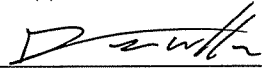
(Notary stamp/Seal)

Notary Public

STATE OF NEW YORK, COUNTY OF NEW YORK ss.:

On the 20 day of December, 2002 before me, the undersigned, a notary public in and for said state, personally appeared Anthony E. Malkin, member of Soundview Plaza Associates L.L.C., which is the sole member of New York French Building Co-Investors L.L.C., a Delaware limited liability company, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), that by his/her/their signature on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

(Notary stamp/Seal)



Notary Public

DEREK W. HOM
Notary Public, State Of New York
No. 01HO6079070
Qualified In New York County
Commission Expires August 12, 2006

SCHEDULE 1

DESCRIPTION OF LAND

ALL that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Borough of Manhattan, City, County and State of New York, bounded and described as follows:

BEGINNING at the corner formed by the intersection of the northerly side of 45th Street with the easterly side of 5th Avenue;

RUNNING THENCE easterly along the northerly side of 45th Street, 200 feet;

THENCE northerly parallel with 5th Avenue and part of the distance through a party wall, 100 feet 5 inches to the center line of the block;

THENCE westerly parallel with the northerly side of 45th Street, 149 feet;

THENCE southerly parallel with 5th Avenue, 22 feet;

THENCE westerly parallel with the northerly side of 45th Street, 51 feet to the easterly side of 5th Avenue;

THENCE southerly along the easterly side of 5th Avenue, 78 feet 5 inches to the corner, aforesaid the point or place of BEGINNING.

TOGETHER with the benefits of the easement recorded in Liber 5100 Cp 133 as modified by an agreement dated 9/4/73 recorded in Reel 290 Pg. 1095.