

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion and Name Change		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Westfield Corporation, Inc.		07/06/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Westfield LLC
Street Address:	11601 Wilshire Boulevard
Internal Address:	12th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90025-1748
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	2148842	A WESTFIELD SHOPPINGTOWN
Registration Number:	2665247	BRANDON TOWNCENTER
Registration Number:	2751677	CENTURY CITY SHOPPING CENTER
Registration Number:	2722756	CITRUS PARK TOWNCENTER
Registration Number:	2751675	FOX VALLEY CENTER
Registration Number:	2730865	GALLERIA AT ROSEVILLE
Registration Number:	2546458	HAWTHORN CENTER
Registration Number:	2549380	MAINPLACE
Registration Number:	1787031	NORTH COUNTY FAIR
Registration Number:	2821954	OLD ORCHARD CENTER
Serial Number:	77034562	PLAYTOWN
Serial Number:	78525352	REAL. LIFE. LUXURY.
Registration Number:	2558185	SAN FRANCISCO SHOPPING CENTRE

CH \$565.00 2148842

Registration Number:	1741704	UTC
Serial Number:	78808510	VALET MATE
Registration Number:	1441465	WESTFIELD
Registration Number:	2758982	WESTFIELD
Registration Number:	3129895	WESTFIELD
Registration Number:	2606308	WESTFIELD
Registration Number:	2611130	WESTFIELD SHOPPINGTOWNS
Registration Number:	2338635	WESTFIELD WORKS WONDERS
Registration Number:	2389904	IT'S A WONDERFUL TOWN

CORRESPONDENCE DATA

Fax Number: (310)282-2200

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

Email: dgrace@loeb.com

Correspondent Name: David W. Grace c/o Loeb & Loeb LLP

Address Line 1: 10100 Santa Monica Boulevard

Address Line 2: Suite 2200

Address Line 4: Los Angeles, CALIFORNIA 90067-4120

ATTORNEY DOCKET NUMBER:	093244-10001
NAME OF SUBMITTER:	David W. Grace
Signature:	/David W. Grace/
Date:	01/18/2007

Total Attachments: 5

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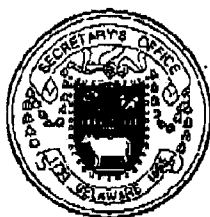
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 CORPORATION UNDER THE NAME OF "WESTFIELD CORPORATION, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WESTFIELD CORPORATION, INC." TO "WESTFIELD LLC", FILED IN THIS OFFICE ON THE FIFTH DAY OF JULY, A.D. 2006, AT 5:32 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SIXTH DAY OF JULY, A.D. 2006, AT 12:01 O'CLOCK A.M.



2338760 8100V
060640647

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4878230

DATE: 07-05-06

TRADEMARK
REEL: 003464 FRAME: 0763

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:32 PM 07/05/2006
FILED 05:32 PM 07/05/2006
SRV 060640647 - 2338760 FILE

**CERTIFICATE OF CONVERSION
FROM A CORPORATION
TO LIMITED LIABILITY COMPANY**

Pursuant to Sections 18-204 and 18-214 of the
Delaware Limited Liability Company Act
and Section 266 of the
General Corporation Law of the State of Delaware

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Westfield Corporation, Inc.
2. The Corporation was originally incorporated on the 2nd day of June, 1993 under the laws of the State of Delaware.
3. The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation, is Westfield, LLC.
4. The Conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.
5. Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, this Certificate of Conversion shall be effective at 12:01 a.m., Eastern Standard time, on the 6th day of July, 2006.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Conversion to be executed in its name this 5th day of July, 2006.

WESTFIELD CORPORATION, INC.

By: /s/ Peter R. Schwartz
Name: Peter R. Schwartz
Title: Senior Executive Vice President

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "WESTFIELD LLC" FILED IN THIS OFFICE ON THE FIFTH DAY OF JULY, A.D. 2006, AT 5:32 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE SIXTH DAY OF JULY, A.D. 2006, AT 12:01 O'CLOCK A.M.



2338760 8100V

060640647

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4878230

DATE: 07-05-06

TRADEMARK
REEL: 003464 FRAME: 0766

State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF FORMATION
OF
WESTFIELD, LLC

1. The name of the limited liability company is Westfield, LLC.
2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. This Certificate of Formation shall be effective at 12:01 a.m., Eastern Standard time, on July 6, 2006.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Westfield, LLC on this 5th day of July, 2006.

WESTFIELD, LLC

By: /s/ Peter R. Schwartz
Name: Peter R. Schwartz
Title: Senior Executive Vice
President and Secretary