

Form PTO-1594 (Rev. 01-09)
OMB Collection 0651-0027 (exp. 02/28/2009)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies):</p> <p>Tishman Speyer Archstone-Smith Multifamily Holdings I (Development Borrower Pledgor) LP.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- State: _____ <input type="checkbox"/> Other <u>limited partnership of Delaware</u></p> <p>Citizenship (see guidelines) _____</p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Name: <u>Tishman Speyer Archstone-Smith Multifamily Holdings I</u> Internal (Development Borrower Pledgor) LP Address: _____</p> <p>Street Address: <u>9200 E. Panorama Circle</u> City: <u>Englewood</u> State: <u>Colorado</u> Country: <u>USA</u> Zip: <u>80112</u></p> <p><input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input checked="" type="checkbox"/> Limited Partnership Citizenship <u>Delaware</u> <input type="checkbox"/> Corporation Citizenship _____ <input type="checkbox"/> Other _____ Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>3. Nature of conveyance / Execution Date(s) :</p> <p>Execution Date(s) <u>March 13, 2009</u></p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>corrective assignment</u></p>	<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>2404538 2418174</u></p> <p style="text-align: right;">Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): _____</p>
<p>5. Name & address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Thomas E. Zutic</u> Internal Address: <u>DLA Piper LLP (US)</u> Street Address: <u>500 8th Street, NW</u> City: <u>Washington</u> State: <u>DC</u> Zip: <u>20004</u> Phone Number: <u>202 799-4141</u> Fax Number: <u>202 799-5155</u> Email Address: <u>thomas.zutic@dlapiper.com</u></p>	<p>6. Total number of applications and registrations involved: 2</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) <u>\$ 65.00</u></p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>Deposit Account Number <u>501150</u> Authorized User Name <u>Ann K. Ford</u></p>
<p>9. Signature: <u>Thomas E. Zutic</u> Signature <u>Thomas E. Zutic</u> Name of Person Signing</p>	<p style="text-align: right;">March 24, 2009 Date</p> <p>Total number of pages (including cover sheet, attachments, and document) 19</p>

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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REEL: 003961 FRAME: 0062

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

03/19/2009
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	to correct errors made in previously recorded documents that erroneously affects the identified registrations		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tishman Spayer Archstone-Smith Multifamily Holdings I (Development Borrower Pledgor) L.P.		03/13/2009	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	Tishman Spayer Archstone-Smith Multifamily Holdings I (Development Borrower Pledgor) L.P.		
Street Address:	9200 E. Panorama Circle		
City:	Englewood		
State/Country:	COLORADO		
Postal Code:	80112		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2404538	AMERITON	
Registration Number:	2418174	AMERITON	
CORRESPONDENCE DATA			
Fax Number:	(202)799-5155		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202 799-4155		
Email:	ned.whalen@dlapiper.com		
Correspondent Name:	Thomas E. Zutic		
Address Line 1:	500 8th St. NW		
Address Line 2:	DLA Piper LLP US		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
NAME OF SUBMITTER:	Thomas E. Zutic		

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TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/05/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AMERITON Properties Incorporated		10/05/2007	CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	Archstone-Smith Trust		
Street Address:	45 Rockefeller Plaza		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10111		
Entity Type:	Maryland Real Estate Investment Trust: MARYLAND		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2404538	AMERITON	
Registration Number:	2418174	AMERITON	
CORRESPONDENCE DATA			
Fax Number:	(312)238-7516		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-368-4000		
Email:	ch.tm@dlapiper.com		
Correspondent Name:	Keith W. Medansky		
Address Line 1:	P.O. Box 64807		
Address Line 4:	Chicago, ILLINOIS 60664-0807		
ATTORNEY DOCKET NUMBER:	263234-000045		
NAME OF SUBMITTER:	Keith W. Medansky		

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7. This merger was inadvertently recorded against U.S. Registration Nos. 2,404,538 and 2,418,174 in the Assignment Branch of the United States Patent & Trademark Office on December 17, 2007 at Reel/Frame Number 3679/0923. A copy of the Trademark Assignment Details from the United States Patent & Trademark Office is attached hereto as Exhibit B.

8. Thereafter, but also on October 5, 2007, a merger document was executed between Archstone-Smith and Tishman Speyer Archstone-Smith Multifamily Series I Trust, a Maryland Real Estate Investment Trust ("Series I Trust") with Series I Trust as the surviving entity.

9. This merger was inadvertently recorded against U.S. Registration Nos. 2,404,538 (AMERITON) and 2,418,174 (AMERITON (and Design)) in the Assignment Branch of the United States Patent & Trademark Office on December 19, 2007 at Reel/Frame Number 3681/0196 (collectively, the "Ameriton Trademarks"). A copy of the Trademark Assignment Details from the United States Patent & Trademark Office is attached hereto as Exhibit C.


10. The transactions referenced in Paragraphs 6 and 8 hereto should not have been recorded against U.S. Registration Nos. 2,404,538 and 2,418,174, as these assets were effectively transferred to Pledgor prior to the mergers.

11. Based on the foregoing, Pledgor is the owner of all right, title and interest in and to the Ameriton Trademarks.

12. Because Ameriton has dissolved as an entity, I am executing this document on behalf of Pledgor.

I solemnly affirm under the penalties of perjury that the contents of the foregoing Affidavit are true to the best of my knowledge, information, and belief.

Date: March 13, 2009

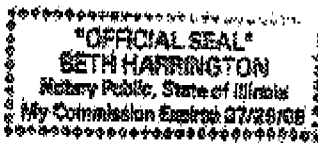


THOMAS S. RUFF

Subscribed and Sworn to before me, in my presence, this 13th day of March, 2009.



Notary Public,



My Commission Expires: 7/26/09

EXHIBIT A

GENERAL ASSIGNMENT OF ASSETS

As of October 5, 2007 (the "Effective Date"), AMERITON Properties Incorporated, a Maryland corporation ("Assignor") has entered into certain Assignments of Equity Interests dated of even date herewith, whereby Assignor has assigned all of its assets constituting membership or limited partnership interests in its subsidiaries to third parties (collectively, the "Interest Assignments").

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties hereto:

1. Assignment. Assignor hereby agrees to assign, and does hereby assign to Tishman Sponer Archstone-Smith Multifamily Holding I (Development Borrower Pledgor), L.P., a Delaware limited partnership ("Assignee"), all of Assignor's right, title and interest in and to those assets, whether real, personal or mixed, tangible or intangible, absolute or contingent, and wherever situated, that have not otherwise been specifically granted, transferred or assigned in the Interest Assignments ("Assigned Assets"), as well as all of Assignor's direct or indirect liabilities, indebtedness, obligations or commitments of any type, whether accrued, absolute, contingent, matured, unmatured or other as of the date hereof, except as specifically relate to any assets that have been specifically granted, transferred, assigned in the Interest Assignments (the "Liabilities").

Assignor will hereafter execute and deliver such further assignments, instruments of transfer, bills of sale, certificates of title or powers of attorney and perform such other acts, as may be necessary or desirable fully to vest in Assignee title to and enjoyment of the Assigned Assets.

2. Assumption. Assignee, for itself and its successors and assigns, hereby accepts the foregoing assignment and assumes and agrees to be bound by and to pay, perform, observe and discharge all of the covenants, agreements, duties, responsibilities and obligations of Assignor arising with respect to such Assigned Assets from and after the Effective Date of this Assignment.

3. No Representations and Warranties. The foregoing assignment is made without representations or warranty.

4. Counterparts. This Assignment may be executed in counterparts, each of which shall be an original and all of which counterparts taken together shall constitute one and the same agreement.

[Signatures on following pages]

IN WITNESS WHEREOF, Assignor and Assignee have caused this General Assignment to be executed by its officer thereunto duly authorized on this ____ day of _____, 2007.

ASSIGNOR:

AMERITON PROPERTIES INCORPORATED,
a Maryland corporation

By: Michael B. Boney
Authorized Signatory

ASSIGNEE:

**TISHMAN SPEYER ARCHSTONE-SMITH
MULTIFAMILY HOLDING I
(DEVELOPMENT BORROWER PLEDGOR),
L.P., a Delaware limited partnership**

By: Michael B. Benne
Authorized Signatory

EXHIBIT B

EXHIBIT C