

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Assignment of Security Interest	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Citigroup Global Markets Realty Corp.		04/05/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Katella Anaheim Retail, LLC		
Street Address:	388 Greenwich St., 19th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3533273	ANAHEIM GARDENWALK	
CORRESPONDENCE DATA			
Fax Number:	(303)313-2827		
Phone:	3032985901		
Email:	ptodenver@gibsondunn.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Peter F. Weinberg		
Address Line 1:	1801 California St., Suite 4200		
Address Line 4:	Denver, COLORADO 80202		
NAME OF SUBMITTER:		Peter F. Weinberg	
Signature:		/pfw/	
Date:		10/10/2011	

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Total Attachments: 6

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Recorded in Official Records, Orange County

Tom Daly, Clerk-Recorder

42.00

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RECORDING PROVIDED BY
FIRST AMERICAN TITLE COMPANY
NATIONAL COMMERCIAL SERVICES
COMMERCIAL RECORDS DEPARTMENT

Recording Requested By
And After Recording Return To:

DLA Piper LLP (US)
Attention: Laurie Scola
555 Mission Street, Suite 2400
San Francisco, California 94105
411488 - SD

Space Above For Recorder's Use

**ASSIGNMENT OF CONSTRUCTION FEE AND LEASEHOLD DEED OF TRUST,
ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FIXTURE
FILING AND OTHER LOAN DOCUMENTS AND INTERESTS**
(Orange County, California)

CITIGROUP GLOBAL MARKETS REALTY CORP., a New York corporation, in its capacity as administrative agent, having its place of business at 388 Greenwich St., 19th Floor, New York, New York 10013 ("Assignor"), as the holder of the instruments hereinafter described, and for valuable consideration, hereby endorses, assigns, conveys, sells, transfers and delivers to KATELLA ANAHEIM RETAIL, LLC, a Delaware limited liability company, having its place of business at 388 Greenwich St., 19th Floor, New York, New York 10013 ("Assignee"), its successors, participants and assigns, all of Assignor's right, title and interest in and to that certain Construction Loan Agreement dated as of January 31, 2007 ("Loan Agreement"), between ANAHEIM GW II, LLC, a Delaware limited liability company ("Borrower"), and Assignor, providing for a loan to Borrower in the maximum principal amount of Two Hundred Ten Million and No/100 Dollars (\$210,000,000.00) ("Loan"), and the Loan Documents (as defined in the Loan Agreement), including without limitation, the following recorded document:

Construction Fee and Leasehold Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing executed by Borrower to Lawyers Title Company, as Trustee, for the benefit of Assignor, dated as of January 31, 2007 and recorded on February 9, 2007 in the Official Records of Orange County, California, as Document No. 2007000092566, securing payment of the Loan and creating a lien on the property described in Exhibit A attached hereto and by reference made a part hereof.

Together with any and all obligations therein described, the debt secured thereby and all sums of money due and to become due thereon, with the interest provided for therein, and Assignor hereby irrevocably appoints Assignee hereunder its attorney to collect and receive such debt, and to foreclose, enforce and satisfy the foregoing the same as it might or could have done were these presents not executed, but at the cost and expense of Assignee; and

Together with any and all other liens, privileges, interests (including, without limitation, security interests), collateral, rights, entitlements and equities that Assignor hereunder possesses or to which Assignor is otherwise entitled as additional security for the payment of the Loan and the other obligations described therein; and

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Together with any and all claims, demands and causes of action that Assignor hereunder possesses in connection with the Loan or the Collateral (as defined in the Loan Agreement) or to which Assignor is otherwise entitled as additional security for the payment of the Loan and the other obligations described therein.

This Assignment shall be governed in all respects by the laws of the State of California and shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

[NO FURTHER TEXT ON THIS PAGE]


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IN WITNESS WHEREOF, the undersigned has executed this Assignment to be effective as of the 8th day of April, 2010.

ASSIGNOR:

**CITIGROUP GLOBAL MARKETS REALTY
CORP.**, a New York corporation

By: 
Name: Ana E. Rosu
Title: Authorized Signatory

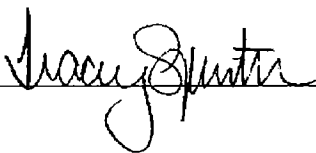
ACKNOWLEDGMENT

State of New York)
County of New York)

On April 5, 2010 before me, Tracey Spiritus (here insert name and title of the officer), personally appeared Ana E. Rosu, who proved to me on the basis of satisfactory evidence to be the person(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 authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of New York that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature  (Seal)

TRACEY SPIRITUS
Notary Public, State of New York
No. 015P6128005
Qualified in Nassau County
Commission Expires June 6, 2013

Exhibit A**Legal Description**

PARCEL A:

PARCELS 4, 5 AND 6 OF PARCEL MAP NO. 2002-205, IN THE CITY OF ANAHEIM, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON A MAP THEREOF FILED IN BOOK 349, PAGES 43 TO 50 INCLUSIVE OF PARCEL MAPS IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, AS AMENDED BY CERTIFICATE OF CORRECTION, RECORDED APRIL 12, 2007 AS INSTRUMENT NO. 2007000236251 OF OFFICIAL RECORDS.

PARCEL B:

NON-EXCLUSIVE EASEMENTS FOR ACCESS, INGRESS, EGRESS, STRUCTURAL SUPPORT, COMMON WALLS, CEILINGS AND FLOORS, UTILITIES, ENCROACHMENTS AND INCIDENTAL PURPOSES, ALL AS MORE PARTICULARLY SET FORTH IN THAT CERTAIN "ANAHEIM GARDENWALK CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT" RECORDED JULY 6, 2006 AS INSTRUMENT NO. 2006000452379 OF OFFICIAL RECORDS.

PARCEL C-1:

THE LESSOR AND LESSEE CREATED BY THAT CERTAIN UNRECORDED LEASE AGREEMENT, DATED JANUARY 1, 2001, EXECUTED BY ZABY'S RIP VAN WINKLE, INC., A CALIFORNIA CORPORATION, "LANDLORD" AND EXCEL POINTE ANAHEIM, LLC, A DELAWARE LIMITED LIABILITY COMPANY "ORIGINAL TENANT", AS AMENDED BY THAT CERTAIN FIRST AMENDMENT TO LEASE AGREEMENT, DATED APRIL 1, 2003, AND BY THAT CERTAIN SECOND AMENDMENT TO LEASE AGREEMENT, DATED DECEMBER 8, 2004, AND BY THAT CERTAIN THIRD AMENDMENT TO LEASE AGREEMENT, DATED FEBRUARY 16, 2005, COLLECTIVELY, "GROUND LEASE. SAID GROUND LEASE WAS ASSIGNED TO ANAHEIM GW, LLC, A DELAWARE LIMITED LIABILITY COMPANY, IN THAT CERTAIN ASSIGNMENT OF LEASE, RECORDED MARCH 4, 2005, INSTRUMENT NO. 2005000165133. A MEMORANDUM OF SAID GROUND LEASE WAS RECORDED FEBRUARY 8, 2006, INSTRUMENT NO. 2006000087603, WHICH GROUND LEASE WAS FURTHER ASSIGNED TO ANAHEIM GW II, A DELAWARE LIMITED LIABILITY COMPANY, PURSUANT TO THAT CERTAIN ASSIGNMENT OF LEASE DATED JANUARY 24, 2007, WHICH RECORDED FEBRUARY 9, 2007, INSTRUMENT NO. 2007000092565, OFFICIAL RECORDS OF ORANGE COUNTY, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

THAT CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF ANAHEIM, COUNTY OF ORANGE, STATE OF CALIFORNIA, BEING THAT PORTION OF PARCEL 1 AS DESCRIBED IN CERTIFICATE OF COMPLIANCE NO. COC2004-00068, RECORDED FEBRUARY 8, 2005, AS INSTRUMENT NO. 2005000098085 OF OFFICIAL RECORDS, IN

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THE OFFICE OF THE COUNTY RECORDER OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWESTERLY CORNER OF SAID PARCEL 1 OF CERTIFICATE OF COMPLIANCE NO. COC2004-00068; THENCE ALONG THE NORTHERLY LINE OF SAID PARCEL SOUTH 89° 13' 08" EAST 73.72 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 00° 37' 39" WEST 285.84 FEET; THENCE SOUTH 89° 13' 08" EAST 216.28 FEET; THENCE NORTH 00° 37' 39" EAST 213.66 FEET TO A POINT ON A NON-TANGENT CURVE CONCAVE SOUTHERLY AND HAVING A RADIUS OF 308.50 FEET, A RADIAL LINE OF SAID CURVE FROM SAID POINT BEARS SOUTH 21° 35' 29" WEST; THENCE ALONG SAID CURVE WESTERLY 31.57 FEET THROUGH A CENTRAL ANGLE OF 05° 51' 45"; THENCE NON-TANGENT FROM SAID CURVE NORTH 00° 37' 39" EAST 62.50 FEET TO SAID NORTHERLY LINE; THENCE ALONG SAID NORTHERLY LINE NORTH 89° 13' 08 WEST 186.28 FEET TO THE TRUE POINT OF BEGINNING.

EXCEPTING THEREFROM ALL BUILDINGS AND IMPROVEMENTS NOW OR HEREAFTER SITUATED THEREON THE ABOVE-DESCRIBED REAL PROPERTY (PARCEL C-2)

SAID LAND IS SHOWN AS PARCEL 1 OF LOT LINE ADJUSTMENT NO. LLA-0000588, RECORDED SEPTEMBER 19, 2005, AS INSTRUMENT NO. 05-738052, OFFICIAL RECORDS.

PARCEL C-2:

ALL BUILDINGS AND IMPROVEMENTS NOW OR HEREAFTER SITUATED ON THE FOLLOWING DESCRIBED REAL PROPERTY, AS GRANTED PURSUANT TO THE GROUND LEASE DESCRIBED IN PARCEL C-1 ABOVE:

THAT CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF ANAHEIM, COUNTY OF ORANGE, STATE OF CALIFORNIA, TOGETHER WITH ALL APPURTENANT EASEMENTS THERETO, BEING THAT PORTION OF PARCEL 1 AS DESCRIBED IN CERTIFICATE OF COMPLIANCE NO. COC2004-00068, RECORDED FEBRUARY 8, 2005, AS INSTRUMENT NO. 2005000098085 OF OFFICIAL RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWESTERLY CORNER OF SAID PARCEL 1 OF CERTIFICATE OF COMPLIANCE NO. COC2004-00068; THENCE ALONG THE NORTHERLY LINE OF SAID PARCEL SOUTH 89° 13' 08" EAST 73.72 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 00° 37' 39" WEST 285.84 FEET; THENCE SOUTH 89° 13' 08" EAST 216.28 FEET; THENCE NORTH 00° 37' 39" EAST 213.66 FEET TO A POINT ON A NON-TANGENT CURVE CONCAVE SOUTHERLY AND HAVING A RADIUS OF 308.50 FEET, A RADIAL LINE OF SAID CURVE FROM SAID POINT BEARS SOUTH 21° 35' 29" WEST; THENCE ALONG SAID CURVE WESTERLY 31.57 FEET THROUGH A CENTRAL ANGLE OF 05° 51' 45"; THENCE NON-TANGENT

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FROM SAID CURVE NORTH 00° 37' 39" EAST 62.50 FEET TO SAID NORTHERLY LINE;
THENCE ALONG SAID NORTHERLY LINE NORTH 89° 13' 08" WEST 186.28 FEET TO
THE TRUE POINT OF BEGINNING.

SAID LAND IS SHOWN AS PARCEL 1 OF LOT LINE ADJUSTMENT NO. LLA-0000588,
RECORDED SEPTEMBER 19, 2005, AS INSTRUMENT NO. 05-738052, OFFICIAL
RECORDS.

PARCEL C-3:

ALL APPURTENANCES, RIGHTS, RIGHTS OF WAY AND EASEMENTS
APPURTENANT OR RELATED TO PARCEL C-1 AND PARCEL C-2 ABOVE
RESPECTING:

THAT CERTAIN PARCEL OF LAND SITUATED IN THE CITY OF ANAHEIM, COUNTY
OF ORANGE, STATE OF CALIFORNIA, TOGETHER WITH ALL APPURTENANT
EASEMENTS THERETO, BEING THAT PORTION OF PARCEL 1 AS DESCRIBED IN
CERTIFICATE OF COMPLIANCE NO. COC2004-00068, RECORDED FEBRUARY 8, 2005,
AS INSTRUMENT NO. 2005000098085 OF OFFICIAL RECORDS, IN THE OFFICE OF THE
COUNTY RECORDER OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWESTERLY CORNER OF SAID PARCEL 1 OF
CERTIFICATE OF COMPLIANCE NO. COC2004-00068; THENCE ALONG THE
NORTHERLY LINE OF SAID PARCEL SOUTH 89° 13' 08" EAST 73.72 FEET TO THE
TRUE POINT OF BEGINNING; THENCE SOUTH 00° 37' 39" WEST 285.84 FEET;
THENCE SOUTH 89° 13' 08" EAST 216.28 FEET; THENCE NORTH 00° 37' 39" EAST
213.66 FEET TO A POINT ON A NON-TANGENT CURVE CONCAVE SOUTHERLY AND
HAVING A RADIUS OF 308.50 FEET, A RADIAL LINE OF SAID CURVE FROM SAID
POINT BEARS SOUTH 21° 35' 29" WEST; THENCE ALONG SAID CURVE WESTERLY
31.57 FEET THROUGH A CENTRAL ANGLE OF 05" 51' 45"; THENCE NON-TANGENT
FROM SAID CURVE NORTH 00° 37' 39" EAST 62.50 FEET TO SAID NORTHERLY LINE;
THENCE ALONG SAID NORTHERLY LINE NORTH 89° 13' 08" WEST 186.28 FEET TO
THE TRUE POINT OF BEGINNING.

SAID LAND IS SHOWN AS PARCEL 1 OF LOT LINE ADJUSTMENT NO. LLA 0000588,
RECORDED SEPTEMBER 19, 2005, AS INSTRUMENT NO. 05-738052, OFFICIAL
RECORDS.

APNS: 082-551-04 (AFFECTS PARCEL 4 OF PARCEL A); 082-551-05 (AFFECTS PARCEL
5 OF PARCEL A); 082-551-06 (AFFECTS PARCEL 6 OF PARCEL A); 082-551-11
(AFFECTS PARCEL C1, C2 AND C3)

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