

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Archstone Communities LLC		02/27/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Archstone Trademark JV, LLC		
Street Address:	671 N. Glebe Road		
Internal Address:	c/o AvalonBay Communities, Inc., Ballston Tower, Suite 800		
City:	Arlington		
State/Country:	VIRGINIA		
Postal Code:	22203		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2527794	ARCHSTONE	
Registration Number:	3086908	GREAT APARTMENTS. GREAT SERVICE. GUARANTEED.	
Registration Number:	3625637	ARCHSTONE	
Registration Number:	2400817	SEAL OF SERVICE	
Registration Number:	2809813	CLICK! CAFE COFFEE.COMPUTERS.CHAT	
Registration Number:	2517934	ARCHSTONE	
Registration Number:	2677718	LEADERS IN URBAN LIVING	
CORRESPONDENCE DATA			
Fax Number:	2123553333		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-813-8800		
Email:	NY-TM-Admin@goodwinprocter.com		

OP \$190.00 2527794

Correspondent Name: GOODWIN PROCTER LLP/Janis Nici
Address Line 1: 620 Eighth Avenue
Address Line 4: New York, NEW YORK 10018

ATTORNEY DOCKET NUMBER: 038213209780

NAME OF SUBMITTER: Janis Nici

Signature: /janis nici/

Date: 03/22/2013

Total Attachments: 5

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ASSIGNMENT

This Trademark Assignment (this "Assignment") is made effective this 27th day of February, 2013, by and between Archstone Communities LLC, a limited liability company organized and existing under the laws of Delaware ("Assignor"), and Archstone Trademark JV, LLC, a limited liability company organized and existing under the laws of Delaware ("Assignee").

WHEREAS, Assignor holds all right, title and interest in and to the trademarks, service marks and trade names set forth on Exhibit A attached hereto and incorporated herein by reference (the "Marks");

WHEREAS, Assignee is a joint venture between affiliates of AvalonBay Communities, Inc. ("AVB") and Equity Residential ("EQR");

WHEREAS, Assignor now wishes to assign all of its right, title and interest in and to the registered and unregistered trademarks including, without limitation, the Marks, and service marks and related registrations and applications for registration rights, trade names, logos, designs and slogans, copyrights on written or Internet marketing materials relating to any of the properties owned by Archstone Enterprise LP or one of its subsidiaries (collectively, the "Archstone Entities"), currently owned or purported to be owned, or used or held for use, by any of the Archstone Entities in connection with its business or otherwise (the "Archstone Intellectual Property") to Assignee, and Assignee is desirous of acquiring the Archstone Intellectual Property from Assignor, together with the goodwill of the business symbolized thereby; and

WHEREAS, Assignor is conveying the Archstone Intellectual Property to Assignee as part of the transfer of all or substantially all of the assets of a going business pursuant to that certain Asset Purchase Agreement, dated as of November 26, 2012, by and among AVB, EQR, ERP Operating Limited Partnership, Archstone Enterprise LP and Lehman Brothers Holdings Inc.; and

NOW, THEREFORE, in consideration of the foregoing and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

Assignor does hereby sell, assign, convey and transfer unto Assignee, Assignor's entire right, title and interest throughout the world in and to the Archstone Intellectual Property (including any common law rights that may exist and are associated therewith), together with the goodwill of the business symbolized thereby and appurtenant thereto, the same to be held and enjoyed by Assignee, together with income, royalties, damages or payments due on or after the date hereof, including, without limitation, all claims for damages or payments by reason of infringement or unauthorized use of the Archstone Intellectual Property, along with the right to sue for past infringements and collect same for Assignee's sole use and enjoyment.

Assignor does hereby authorize the Director of the United States Patent & Trademark Office, and, as applicable, the empowered official of any U.S. State, or any country or countries

foreign to the United States whose duty it is to record trademark registrations, applications and title thereto, to record the Marks and any other Archstone Intellectual Property, as applicable, and title thereto as the property of Assignee in accordance with the terms of this instrument. Assignor hereby warrants that it is the sole owner of the Archstone Intellectual Property.

Assignee and Assignor also agree that multiple copies of this Assignment may be executed, each of which shall be deemed an original, and each of which shall be valid and binding upon Assignee and Assignor.

[Remainder of page intentionally left blank]

Assignment

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed as a sealed instrument by their duly authorized representatives as of the date first written above.

ASSIGNOR:

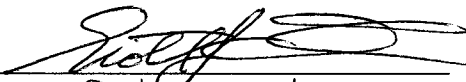
ARCHSTONE COMMUNITIES LLC,
a Delaware limited liability company

By: Archstone Parallel Residual JV 2, LLC,
a Delaware limited liability company, its Member

By: EQR-Parallel Residual JV 2 Member, LLC, a Delaware
limited liability company, its Designated Manager

By: ERP Operating Limited Partnership, an Illinois
limited partnership, its Member

By: Equity Residential, a Maryland real estate
investment trust, its General Partner

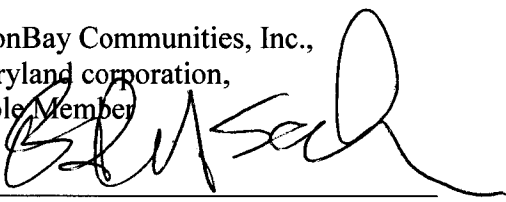
By: 
Name: Scott S. Fenster
Title: Senior Vice President

ASSIGNEE:

ARCHSTONE TRADEMARK JV, LLC,
a Delaware limited liability company

By: AVB Trademark LLC,
a Delaware limited liability company,
its Designated Manager

By: AvalonBay Communities, Inc.,
a Maryland corporation,
its Sole Member

By: 
Name: Edward M. Schulman
Title: Executive Vice President, General Counsel & Secretary

Signature page to Trademark Assignment

TRADEMARK
REEL: 004988 FRAME: 0379

Exhibit A

Marks

Mark	Reg. #	Reg. Date	Goods and Services
ARCHSTONE (w/9 stone bridge)	2517934	12/11/01	<p>Class 35-promoting the goods and services of others by distributing literature, making sales presentations, media advertising, arranging for endorsements and assisting customers in completing the subscription applications of others; independent sales representatives in the fields of telecommunications, utilities and financial services.</p> <p>Class 36-real estate investment trust management; real estate acquisition services, namely, real estate brokerage; real estate management of multi-family properties; and leasing of real property.</p> <p>Class 37-construction services, namely, planning, laying out, custom construction and repair of residential properties; and supervision of construction of residential buildings.</p>
ARCHSTONE (word mark)	2527794	01/08/02	<p>Class 35-same as above</p> <p>Class 36-same as above</p> <p>Class 37-same as above</p>
GREAT APARTMENT. GREAT SERVICE. GUARANTEED .	3086908 (Supp. Register)	04/25/06	<p>Class 36-Real estate leasing and management</p>
Archstone (w/ 3 stone bridge)	3625637	05/26/09	<p>Class 35-Real estate marketing services via on-line services, featuring tours of apartments and luxury apartments; real estate management.</p> <p>Class 36-Real estate management of multi-family properties; leasing of real estate; real estate rental services, namely, rental of residential housing; real estate lending services; real estate acquisition services; real estate investment services in the nature of purchasing and selling of real estate for others; real estate equity sharing, name, managing and arranging for co-ownership of real estate, namely, the management of joint venture assets.</p> <p>Class 37-Land development services for ownership and co-</p>

				ownership of real estate, namely, planning and laying out of residential and/or commercial communities.
LEADERS IN URBAN LIVING	2677718	01/21/03		Class 36-real estate services, namely, land and real estate acquisition, namely real estate brokerage, leasing of real estate, real estate investment, real estate management, real estate syndication, apartment house management, rental of apartments, financial investment in the field of real estate, and formation, offering and management of limited partnerships.
SEAL OF SERVICE	2400817	10/31/00		Class 36-real estate investment trust management; real estate brokerage, real estate acquisition; real estate management of multi-family properties and leasing of real property.
CLICK! CAFÉ COFFEE, COMPUTERS, CHAT (w/logo)	2809813	02/03/04		Class 43-café and coffee shop establishments featuring computers that customers may use to access a global computer network.