

Cover Sheet (p. 2)

<u>Mark</u>	<u>Registration Number</u>
AURORA MALL	1,367,032
BREA MALL	1,792,904
LENOX SQUARE	2,119,121
LENOX SQUARE L and Design	1,215,216
MALL WATCH	1,642,992
MALL WATCH A MERCHANT PROGRAM FOR SAFER SHOPPING and Design	1,642,993
NANUET MALL	2,106,655
NANUET MALL	1,200,651
OPERATION OVERCOAT	1,816,251
RF LONG ISLAND... YOU DESERVE THE BEST and Design	2,007,863
ROOSEVELT FIELD MALL (Stylized)	1,233,008
ROOSEVELT FIELD and Design	1,199,848
WALT WHITMAN MALL and Design	1,213,441
WESTMINSTER MALL	1,323,693
Miscellaneous Design	1,566,358

ASSIGNMENT OF TRADEMARKS

This Assignment is made as of this 23rd day of September, 1998, between Corporate Property Investors, Inc., a Delaware corporation and successor to Corporate Property Investors, a Massachusetts business trust, having its principal place of business at 305 East 47th Street, New York, New York 10017 ("Assignor"), and The Retail Property Trust, a Massachusetts business trust, having its principal place of business at c/o Simon Property Group, Inc., 115 West Washington Street, Indianapolis, Indiana 46204 ("Assignee").

WHEREAS, Assignor owns all right, title and interest in and to the trademarks and the registrations therefor on the Principal Register of the United States Patent and Trademark Office and the trademark office of the State of Georgia listed on Exhibit A hereto (the "Marks") and wishes to assign the Marks and the goodwill associated therewith to Assignee; and

WHEREAS, Assignee is desirous of acquiring all Assignor's right, title and interest in and to the Marks and the goodwill associated therewith.

NOW THEREFORE, in consideration of the mutual conditions and agreements set forth in that certain Agreement and Plan of Merger, dated as of February 18, 1998, by and among Simon DeBartolo Group, Inc., Corporate Property Investors, and Corporate Realty Consultants, Inc., and for other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee all its right, title and interest in and to the Marks and the goodwill associated therewith, together with the right to recover damages and profits and all other remedies for past infringements thereof.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the date hereof.

CORPORATE PROPERTY INVESTORS, INC.,
a Delaware corporation

By: Harold E. Rolfe

Name: Harold E. Rolfe

Title: Vice President and General Counsel

STATE OF NEW YORK)

COUNTY OF NEW YORK)

On this 23 day of September, 1998, personally appeared before me Harold Rolfe, known to me to be VP and General Counsel of Corporate Property Investors, Inc., who acknowledged that he/she signed this instrument as a free act on behalf of Corporate Property Investors, Inc.

Madeline Alvarado

Notary Public

My commission expires _____

MADELINE ALVARADO
Notary Public, State of New York
No. 01AL5084019
Qualified in New York County
Commission Expires Aug. 25, 1999

EXHIBIT A

United States

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<u>Georgia</u>	
THE LENOX BUILDING and Design	S5,780
THE LENOX BUILDING and Design	S5,781

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