

09-29-1998

COVER SHEET
ONLY



RECEIVED

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To the Honorable Commissioner

100840548

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Corporate Property Investors, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

9-24-98

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment **22**
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 23, 1998

2. Name and address of receiving party(ies)

Name: EMI Santa Rosa Limited Partnership

Internal Address: c/o Simon Property Group, Inc.

Street Address: 115 West Washington Street

City: Indianapolis State: IN ZIP: 46204

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership California
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,761,678

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kim A. Walker

Internal Address: Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: NY ZIP: 10019-6099

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-2405

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kim A. Walker
Name of Person Signing

Kim A. Walker
Signature

9/23/98
Date

Total number of pages including cover sheet, attachments, and document: 1

00000120
09/28/98
01 FC:461

ASSIGNMENT OF TRADEMARK

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 EMI Santa Rosa Limited partnership, a California limited partnership 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 trademark SANTA ROSA PLAZA and the Registration Number 1,761,678 therefor on the Principal Register of the United States Patent and Trademark Office (the "Mark") and wishes to assign the Mark 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 Mark 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 Mark 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

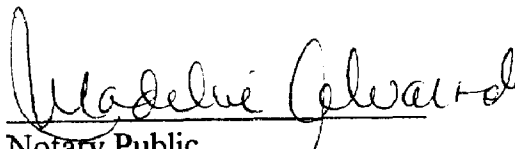
By: 

Name: Harold E. Rolfe

Title: Vice President and General Counsel

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 13 day of September, 1998, personally appeared before me Harold Rolfe,
known to me to be VP & 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.



Notary Public

MADELINE ALVARADO
Notary Public, State of New York
No. 01AL508401E
Qualified in New York County
Commission Expires Aug. 25, 1999

My commission expires _____

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