

10-16-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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MD 10-13-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

10/15/1998 TTOM11 00000248 1319038

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
25.00 BP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1799 FRAME: 0863

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1319838"/>	<input type="text" value="1741704"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Helen H. Choi

Name of Person Signing



Signature

October 9, 1998

Date Signed

"Express Mail" mailing label No. EI68212695US

Date of Deposit October 9, 1998

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.

Elisa Raley

(Typed or printed name of person mailing paper or fee)

Elisa Raley

(Signature of person mailing paper or fee)

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS (this "*Assignment*") made by UNIVERSITY TOWN CENTER ASSOCIATES , a California limited partnership having a principal place of business at c/o TrizecHahn Centers Inc., 4350 La Jolla Village Drive, Suite 400, San Diego, California 92122-1233 ("*Assignor*"), to UNIVERSITY TOWNE CENTRE LLC, a Delaware limited liability company having a principal place of business at c/o Westfield Corporation, Inc., 11601 Wilshire Blvd., Los Angeles, California 90025 ("*Assignee*").

WHEREAS, Assignor has adopted, used and is using certain tradenames, servicemarks, tradedress, logos and trademarks, whether or not registered, including all common law rights thereto, relating to the property known as University Towne Centre, San Diego, California (the "*Property*"), other than the THCI Names and Marks (as defined in the Agreement referred to below), (collectively, the "*Assigned Marks*") including, without limitation, the marks set forth on Schedule I hereto and incorporated by reference herein which are registered in, or for which application for registration has been filed in, the United States Patent and Trademark Office;

WHEREAS, Assignee desires to purchase or acquire all Assignor's right, title and interest in and to the Assigned Marks;

WHEREAS, pursuant to the Asset Purchase Agreement, dated as of April 6, 1998, between TrizecHahn Centers Inc., The Rouse Company and Westfield America Inc., (the "*Agreement*"; capitalized terms used herein without definition shall have the meanings set forth in the Agreement), Assignor is required to execute and deliver this Assignment to Assignee; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

Assignor does hereby sell, transfer, convey, assign and deliver to Assignee all right, title and interest of Assignor in and to the Assigned Marks, the registrations and applications for registrations thereof, and the goodwill of the business connected with the use thereof and symbolized thereby; all rights of priority therein in any country as may now or hereafter be granted to it by law, treaty or other international convention; and all rights, interests, claims and demands recoverable in law and equity that Assignor has or may have in profits and damages for past, present and future infringements of the Assigned Marks, including, without limitation, the right to compromise, sue for and collect such profits and damages; the same to be held and enjoyed by Assignee, its successors and assigns or their legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

Assignor hereby agrees that Assignor shall and shall cause each of its affiliates to, from time to time, execute and deliver to Assignee such additional instruments, documents, conveyances or assurances and take such other action as shall be necessary or otherwise reasonably requested by Assignee to confirm and assure the rights and obligations provided for in

the Agreement and render effective the consummation of the transaction contemplated hereby and thereby.

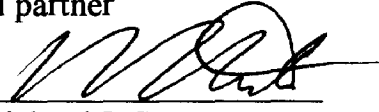
Except as specified in the Agreement, this Assignment is made without covenant, representation or warranty by, or recourse against, Assignor of any kind whatsoever.

This Assignment shall be governed by, and construed in accordance with, the laws of the United States, in respect to federal trademark issues, the laws of the State where the Property is located with respect to state trademark issues and, in all other respects including as to validity, interpretation and effect, by the laws of the State of New York, without giving effect to the conflict of laws rules thereof.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed as of this 31st day of July, 1998.

UNIVERSITY TOWN CENTER ASSOCIATES

By: TrizecHahn Centers Inc.,
general partner

By: 
Richard J. Steets
Executive Vice President

"Express Mail" mailing label No. EI368212695US

Date of Deposit October 9, 1998

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Elisa Raley
(Typed or printed name of person mailing paper or fee)


(Signature of person mailing paper or fee)

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the day of July 30TH in the year 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard J. Steets personally known to me or proved to me on the basis of satisfactory evidence to be the individual(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 capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Sherrill H. Akjol
Notary Public

SHERRILL H. AKYOL
Notary Public, State of New York
No. 01AK5021407
Qualified in New York County
Commission Expires Dec: 13: 1999

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Elisa Raley
(Typed or printed name of person mailing paper or fee)

Elisa Raley
(Signature of person mailing paper or fee)

U.S. Trademark Registrations

<u>REGISTERED TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>DATE OF REGISTRATION</u>
"UNIVERSITY TOWNE CENTER"	1,319,838	February 12, 1985
"UTC"	1,741,704	December 22, 1992

U.S. Trademark Applications

<u>TRADEMARK</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>
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