

03-25-1999

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11-16-98

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

11/19/1998 DNGUYEN 00000186 1757405

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
75.00 OP

115

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 1873 FRAME: 0820

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. (copies of registrations) #

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" value="1757405"/>	<input type="text" value="1757406"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1755693"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1757200"/>	<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): \$

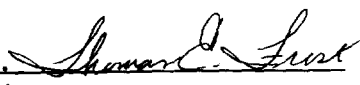
Method of Payment: Enclosed Deposit Account

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.

Thomas E. Frost, Senior Vice President
of The Mills Corporation, the G.P. of
the Mills Limited Partnership, the Mgr. 

Name of Person Signing:
of Gurnee Mills (MLP) L.L.C., the G.P. of
Gurnee Mills (MLP) Limited Partnership

Signature:
Date Signed:

The United States of America



Nº 1755693

CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

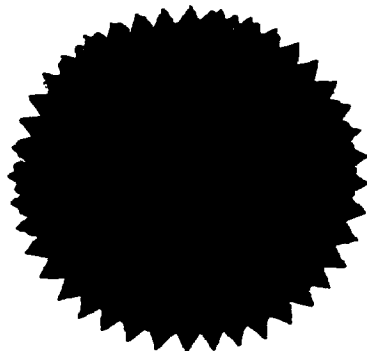
Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, as amended, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

This registration shall remain in force for TEN years unless sooner terminated as provided by law.

In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this second day of March 1993.



Robert M. Auburn

Acting Commissioner of Patents and Trademarks

The United States of America



Nº 1757200

CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

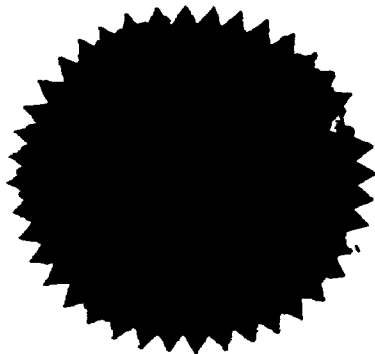
And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, as amended, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

This registration shall remain in force for TEN years unless sooner terminated as provided by law.



In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this ninth day of March 1993.

Robert M. Anderson

Acting Commissioner of Patents and Trademarks

Int. Cl.: 36

Prior U.S. Cl.: 102

United States Patent and Trademark Office Reg. No. 1,757,200
Registered Mar. 9, 1993

**SERVICE MARK
PRINCIPAL REGISTER**

GURNEE MILLS

GURNEE MILLS ASSOCIATES LIMITED
PARTNERSHIP (ILLINOIS LIMITED PART-
NERSHIP)
3000 K STREET, N.W., SUITE 200
WASHINGTON, DC 20007

FIRST USE 6-0-1991; IN COMMERCE
6-0-1991.

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "GURNEE", APART FROM
THE MARK AS SHOWN.

SER. NO. 74-262,348, FILED 4-3-1992.

FOR: SHOPPING CENTER SERVICES AND
LEASING OF SHOPPING MALL SPACE, IN
CLASS 36 (U.S. CL. 102).

RICHARD A. FRIEDMAN, EXAMINING AT-
TORNEY

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egistrars
at said
special
ntion to
any the

**TRADEMARK
REEL: 1873 FRAME: 0824**

The United States of America



Nº 1757405

CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, as amended, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

This registration shall remain in force for TEN years unless sooner terminated as provided by law.

In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this ninth day of March 1993.



Robert H. Anderson

Acting Commissioner of Patents and Trademarks

Int. Cl.: 42

Prior U.S. Cl.: 101

United States Patent and Trademark Office

Reg. No. 1,757,405

Registered Mar. 9, 1993

**SERVICE MARK
PRINCIPAL REGISTER**

**GURNEE
MILLS**

GURNEE MILLS ASSOCIATES LIMITED
PARTNERSHIP (ILLINOIS LIMITED PART-
NERSHIP)
3000 K STREET, N.W., SUITE 200
WASHINGTON, DC 20007

FOR: RETAIL OUTLET MALLS FEATURING
GENERAL CONSUMER GOODS AND SERV-
ICES, IN CLASS 42 (U.S. CL. 101).

FIRST USE 6-0-1991; IN COMMERCE
6-0-1991.

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "GURNEE", APART FROM
THE MARK AS SHOWN.

THE LINING SHOWN IN THE DRAWING IS
A FEATURE OF THE MARK AND IS NOT IN-
TENDED TO INDICATE COLOR.

SER. NO. 74-262,195, FILED 4-3-1992.

RICHARD A. FRIEDMAN, EXAMINING AT-
TORNEY

The United States of America



Nº 1757406

CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, as amended, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

This registration shall remain in force for TEN years unless sooner terminated as provided by law.

In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this ninth day of March 1993.



Robert H. Anderson

Acting Commissioner of Patents and Trademarks

Int. Cl.: 42

Prior U.S. Cl.: 101

United States Patent and Trademark Office

Reg. No. 1,757,406
Registered Mar. 9, 1993

**SERVICE MARK
PRINCIPAL REGISTER**

GURNEE MILLS

**GURNEE MILLS ASSOCIATES LIMITED
PARTNERSHIP (ILLINOIS LIMITED PART-
NERSHIP)
3000 K STREET, N.W., SUITE 200
WASHINGTON, DC 20007**

**FOR: RETAIL OUTLET MALLS FEATURING
GENERAL CONSUMER GOODS AND SERV-
ICES, IN CLASS 42 (U.S. CL. 101).**

**FIRST USE 6-0-1991; IN COMMERCE
6-0-1991.**

**NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "GURNEE", APART FROM
THE MARK AS SHOWN.**

SER. NO. 74-262,196, FILED 4-3-1992.

**RICHARD A. FRIEDMAN, EXAMINING AT-
TORNEY**



To all to whom these presents shall come, Greeting:

I, Jim Edgar, Secretary of State of the State of Illinois,
do hereby certify that GURNEE PROPERTIES ASSOCIATES LIMITED
PARTNERSHIP

having complied with the provisions of the Revised Uniform
Limited Partnership Act of the Illinois State Statutes on
September 23, 1988, is authorized and exists as an Illinois
Limited Partnership.



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 23RD
day of SEPTEMBER *A. D. 19* 88

Jim Edgar

SECRETARY OF STATE

JIM EDGAR
Secretary of State
State of Illinois

Submit in Duplicate

\$75.00 filing fee. See other side
for acceptable forms of payment.

CERTIFICATE OF
LIMITED PARTNERSHIP
(Illinois limited partnership)

Pursuant to the provisions of the Revised Uniform Limited Partnership Act, the undersigned general partners hereby form the limited partnership named below:

- The limited partnership's name is: Gurnee Properties Associates Limited Partnership (Note 1)
- The Federal Employer Identification Number (F.E.I.N.) is: applied for (Note 2)
- This certificate of limited partnership is effective on: (Check one)
 a) the filing date, or
 b) another date not more than 60 days subsequent to the filing date. Specify: _____
- The limited partnership's registered agent's name and registered office address is:
 Registered Agent: CT Corporation System

Last Name	First Name	Middle Name

Firm Name (if any)		

 Registered Office: 208 South LaSalle Street

(P.O. Box alone is unacceptable)	Number	Street	Suite #
	<u>Chicago</u>	<u>Cook</u>	<u>60604</u>
	City	County	Zip Code
- The address, including county, of the office at which the records required by Section 104 are to be kept is:
3000 K Street, N.W., Suite 200, Washington, D.C. (Note 3)
- The limited partnership's purpose(s) is: to invest, directly or indirectly, in real property
- The latest date upon which the limited partnership is to dissolve is: December 31, 2087
- The total aggregate amount of cash and the aggregate agreed value of other property or services contributed by the partners and which they have agreed to contribute is: \$ 1,000.00
- A brief statement of the partners' membership termination and distribution rights, if any. One 8-1/2" x 11" standard paper may be used, if needed, and attached to this form. The full text of such rights should be on file in the partnership's Section 104 office.
- The names (last name first) and business addresses of all general partners must be listed:

<u>Gurnee Properties, Inc.</u>	<u>3000 K Street, N.W., Suite 200</u>
General Partner's Name	Business Address
_____	<u>Washington, D.C. 20007</u>
General Partner's Name	Business Address

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

All general partners are required to sign the certificate of limited partnership.
Gurnee Properties, Inc.

Signature Richard L. Kramer, Vice President
 Name (please print or type)

Signature _____
 Name (please print or type)

If additional space is needed, this list must be continued in the same format on a plain white 8-1/2" x 11" sheet, which must be stapled to this form. Number of additional pages: 1

9. Partner's termination of membership and distribution rights:

Upon termination of the Partnership, the proceeds of liquidation shall be distributed to and among the Partners in accordance with the terms of the Partnership Agreement which is kept at the principal office of the Partnership.



OFFICE OF THE SECRETARY OF STATE
SPRINGFIELD, ILLINOIS 62756

11/23/92

C002781

GURNEE MILLS LIMITED PARTNERSHIP

C T CORPORATION SYSTEM
208 SOUTH LASALLE STREET
CHICAGO IL 60604-1136

RE GURNEE PROPERTIES ASSOCIATES LIMITED PARTNERSHIP

DEAR SIR OR MADAM :

ENCLOSED PLEASE FIND A COPY OF THE CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP FILED WITH THIS OFFICE.

THE REQUIRED FILING FEE HAS BEEN RECEIVED AND CREDITED.

THE ENCLOSED CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE
COUNTY RECORDER WHERE THE REGISTERED OFFICE OF THIS LIMITED PARTNERSHIP
IS SITUATED.

SINCERELY,

LIMITED PARTNERSHIP DIVISION
DEPT. OF BUSINESS SERVICES
OFFICE OF THE SECRETARY OF STATE
TELEPHONE (217) 785-8960

ENCLOSURE

Filing Fee \$25

SUBMIT IN DUPLICATE!

All correspondence regarding this filing will be sent to the registered agent of the limited partnership unless a self-addressed envelope with return postage is included.

GEORGE H. RYAN
Secretary of State
State of Illinois

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
(Illinois limited partnership)

OFFICE USE ONLY

11/23/92

1. Limited partnership's name: Gurnee Properties Associates Limited Partnership

2. File number assigned by the Secretary of State: C002781

3. Federal Employer Identification Number (F.E.I.N.): 52-1591155

4. The certificate of limited partnership is amended as follows:

(Check all applicable changes)

(Address changes P.O. Box alone and c/o are unacceptable)

a) Admission of a new general partner (give name and business address below).

b) Withdrawal of a general partner (give name below).

c) Change of registered agent and/or registered agent's office (give new name and address, including county below).

d) Change in the address of the office at which the records required by Section 201 of the Act are kept (give new address, including county below).

e) Change in the general partners name and/or business address (give name and new address below).

f) Change in the partners' total aggregate contribution amount (give new dollar amount below).

g) Change in limited partnership's name (give new name below).

h) Change in date of dissolution (give new date below).

i) Other (give information below).

4(a). A new general partner being added is:

Kan Am USA XII Limited Partnership
Suite 520
10 Piedmont Center
3495 Piedmont Road
Atlanta, GA 30305

4(g). The name of the limited partnership is changed to:
Gurnee Mills Limited Partnership

(ILLINOIS)
ATTACHMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
GURNEE PROPERTIES ASSOCIATES LIMITED PARTNERSHIP

5. NAME(S) AND BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)

The undersigned affirm, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNERS

ADDRESS

GRAND AVENUE PROPERTIES, INC.

3000 K Street, N.W.
Suite 200
Washington, DC 20007

By:


Herbert S. Miller, President


KAN AM USA XII LIMITED PARTNERSHIP

Suite 520
10 Piedmont Center
3495 Piedmont Road
Atlanta, GA 30305

By: KAN AM USA MANAGEMENT XII
LIMITED PARTNERSHIP, General
Partner
of Kan Am USA XII Limited
Partnership

By: KAN AM AMERICA, INC.,
General Partner of Kan Am
USA Management XII Limited
Partnership

By:


Its ~~(Vice) President~~ Asst. Secretary



OFFICE OF THE SECRETARY OF STATE

SPRINGFIELD, ILLINOIS 62756

GEORGE H. RYAN
SECRETARY OF STATE
01/20/95

FILE: C002781

C T CORPORATION SYSTEM
208 SOUTH LASALLE STREET
CHICAGO, IL. 60604-1136

RE GURNEE MILLS (MLP) LIMITED PARTNERSHIP

DEAR SIR OR MADAM :

ENCLOSED PLEASE FIND A COPY OF THE CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP FILED WITH THIS OFFICE.

THE REQUIRED FILING FEE HAS BEEN RECEIVED AND CREDITED.

THE ENCLOSED CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE
COUNTY RECORDER WHERE THE REGISTERED OFFICE OF THIS LIMITED PARTNERSHIP
IS SITUATED.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "George H. Ryan".

GEORGE H. RYAN
SECRETARY OF STATE
BUSINESS SERVICES DEPARTMENT
LIMITED PARTNERSHIP DIVISION
TELEPHONE: (217) 785-8960



TRADEMARK
REEL: 1873 FRAME: 0835

Filing Fee \$25

SUBMIT IN DUPLICATE!

GEORGE H. RYAN
Secretary of State
State of Illinois

All correspondence regarding this filing will be sent to the registered agent of the limited partnership unless a self-addressed envelope with pre-paid postage is included.

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
(Illinois limited partnership)

C002781 00911 01/20/95
SECRET STATE OF ILLINOIS

1. Limited partnership's name: Gurnee Mills Limited Partnership

2. File number assigned by the Secretary of State: C002781

3. Federal Employer Identification Number (F.E.I.N.): 52-1591155

4. The certificate of limited partnership is amended as follows:

(Check all applicable changes)
(Address changes P.O. Box alone and c/o are unacceptable)

- a) Admission of a new general partner (give name and business address below).
- b) Withdrawal of a general partner (give name below).
- c) Change of registered agent and/or registered agent's office (give new name and address, including county below).
- d) Change in the address of the office at which the records required by Section 201 of the Act are kept (give new address, including county below).
- e) Change in the general partners name and/or business address (give name and new address below).
- f) Change in the partners' total aggregate contribution amount (give new dollar amount below).
- g) Change in limited partnership's name (give new name below).
- h) Change in date of dissolution (give new date below).
- i) Other (give information below).

The new name of the limited partnership is Gurnee Mills (MLP) Limited Partnership

The undersigned affirms, under penalties of perjury, that the facts stated here are true.

This original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

SIGNATURE AND NAME

1. _____
(Signature)

Herbert S. Miller, President of The Mills Corporation, which is a General Partner of The Mills Limited Partnership, which is the Manager of Gurnee Mills L.L.C.

2. _____
(Signature)

(Type or print name and title)

(Name of General Partner if a corporation or other entity)

3. _____
(Signature)

(Type or print name and title)

(Name of General Partner if a corporation or other entity)

4. _____
(Signature)

(Type or print name and title)

(Name of General Partner if a corporation or other entity)

5. _____
(Signature)

(Type or print name and title)

(Name of General Partner if a corporation or other entity)

BUSINESS ADDRESS

3000 K Street, N.W.

1. _____
Number Street

Washington
City/town

DC 20007
State Zip Code

2. _____
Number Street

City/town

State Zip Code

3. _____
Number Street

City/town

State Zip Code

4. _____
Number Street

City/town

State Zip Code

5. _____
Number Street

City/town

State Zip Code

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

If additional space is needed, it must be continued in the same format on a plain white 8 1/2" x 11" sheet, which must be stapled to this form.

FORMS OF PAYMENT:

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASH!

RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, Illinois 62756
Telephone: (217) 785-8960



OFFICE OF THE SECRETARY OF STATE

SPRINGFIELD, ILLINOIS 62756

GEORGE H. RYAN

SECRETARY OF STATE
03/04/97

FILE: C002781

C T CORPORATION SYSTEM
208 SOUTH LASALLE STREET
CHICAGO, IL. 60604-1136

RE GURNEE MILLS (MLP) LIMITED PARTNERSHIP

DEAR SIR OR MADAM :

ENCLOSED PLEASE FIND A COPY OF THE CERTIFICATE OF AMENDMENT TO THE APPLICATION FOR ADMISSION TO TRANSACT BUSINESS FILED WITH THIS OFFICE.

THE REQUIRED FILING FEE HAS BEEN RECEIVED AND CREDITED.

THE ENCLOSED CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER WHERE THE REGISTERED OFFICE OF THE LIMITED PARTNERSHIP IS SITUATED.

SINCERELY YOURS,

GEORGE H. RYAN
SECRETARY OF STATE
BUSINESS SERVICES DEPARTMENT
LIMITED PARTNERSHIP DIVISION
TELEPHONE: (217) 785-8960

TRADEMARK
REEL: 1873 FRAME: 0838

RECORDED 92511 03/04/97
INDEXED 000010316 FILED

Mills Corp
1300 Wilson Boulevard, Ste 400
Arlington, Virginia 22209



5. NAME(S) & BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

The original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

(NEW GENERAL PARTNER)

SIGNATURE AND NAME

BUSINESS ADDRESS

Signature Thomas E. Frost Number/Street 1300 WILSON BLVD. #400
 Type or print name and title THOMAS E. FROST, SR. V.P. OF THE City/town ARLINGTON
THE MILLS CORPORATION, GENERAL PARTNER
OF THE MILLS LIMITED PARTNERSHIP, MANAGER
OF GURNEE MILLS II L.L.C., GENERAL PARTNER
 Name of General Partner if a corporation or OF GURNEE MILLS (MLP)
LIMITED PARTNERSHIP

other entity _____ State VIRGINIA Zip Code 22209
 Signature Thomas E. Frost Number/Street 1300 WILSON BLVD. #400
 Type or print name and title THOMAS E. FROST, SR. V.P. OF THE MILLS City/town ARLINGTON
CORPORATION, GENERAL PARTNER
OF THE MILLS LIMITED PARTNERSHIP, MANAGER
OF GURNEE MILLS L.L.C., WITHDRAWING GENERAL

Name of General Partner if a corporation or PARTNER OF GURNEE
MILLS (MLP) LIMITED PARTNERSHIP
 other entity _____ State VIRGINIA Zip Code 22209

Signature _____ Number/Street _____
 Type or print name and title _____ City/town _____
 Name of General Partner if a corporation or _____
 other entity _____ State _____ Zip Code _____

(Signatures must be in **BLACK INK** on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

FORMS OF PAYMENT:

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASH!

RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, Illinois 62756
Telephone: (217) 785-8960

(WITHDRAWING GENERAL PARTNER)



1300 Wilson Boulevard
Suite 400
Arlington, Virginia 22209
(703) 526 5000

November 10, 1998

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Dear Sir/Madam:

Attached is an Assignment form to change the name of the owner of certain trademarks for "Gurnee Mills" (both name and logo). Per instructions from your office, I have included the filing fee of \$115.00 (\$40.00 for the first filing and \$25.00 for each additional filing).

Gurnee Mills Limited Partnership is the owner of four trademark registrations: #1755693, #1757200, #1757405, #1575406 (copies of these registrations are attached).

I have attached copies of the name change from "Gurnee Mills Limited Partnership" to Gurnee Mills (MLP) Limited Partnership" - these documents are copies from this partnership's home state of Illinois.

Please let me know if there would be anything else you would need in order to change the name (and address) on these trademark registrations? My telephone number is (703) 526-5115.

Thank you kindly for your attention.

Sincerely,


Agnes Yackshaw
Legal Department

Enclosures



1300 Wilson Boulevard
Suite 400
Arlington, Virginia 22209
(703) 526 5000

RECEIVED

1999 MAR 22 AM 9:40

OPR/FINANCE

March 18, 1999

Attn: Antione Royall, Examiner
U.S. Patent & Trademark Office
Assignment Division
Box Assignments
CG-4
1213 Jefferson Davis Hwy, Suite 230
Washington, D.C. 20231

Dear Sir/Madam:

Attached is the re-submitted assignment documentation for our Gurnee Mills' marks.

As directed on your cover letter, I have added the execution date for conveying party (date is 1/20/95 - a copy of the name change filed with the Secretary of State of Illinois is attached as a reference to you). Basically, the owner entity changed its name and address since the time that these applications were initially filed.

Thank you kindly for your attention.

Sincerely,

Agnes Yackshaw
Legal Department

Enclosures



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

MARCH 08, 1999

PTAS

THE MILLS CORPORATION
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ARLINGTON, VIRGINIA 22209



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UNITED STATES PATENT AND TRADEMARK OFFICE
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