

08-27-1999



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*8.24.99*

### 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  
Effective Date  
Month Day Year
- Merger
- 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
- 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.)

08/26/1999 MTHA11 00000368 2096507

FOR OFFICE USE ONLY

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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

**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

312/269-8452

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" value="2,096,507"/>	<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"/>	<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.

Alia M. Caravelli

Name of Person Signing

Alia M. Caravelli

Signature

8-18-99

Date Signed

SEVENTH AMENDMENT OF LANCASTER TRUST

This Seventh Amendment (this "Amendment"), dated as of the 5<sup>TH</sup> day of September, 1997, of Indenture of Trust, dated as of July 31, 1979 (the "Trust"), between Parcit-IIP Lancaster Venture (the "Partnership") and Susan Lloyd-Hurwitz and Robert F. Welanetz, as Trustees (the "Trustees").

W I T N E S S E T H :

WHEREAS, Luke T. Anderson has resigned as Trustee of the Trust, effective as of the date hereof, and such resignation has been accepted by the Partnership, and

WHEREAS, the Partnership and the remaining Trustee hereby wish to appoint a successor trustee and amend the Trust as follows:

NOW, THEREFORE, for valuable consideration and intending to be legally bound hereby:

1. The Partnership hereby appoints, as successor Trustee to the Trust, Susan Lloyd-Hurwitz, who together with Robert F. Welanetz shall be the sole trustees of the Trust and either of whom acting alone shall have all of the rights and authorities of the Trustees initially appointed, including the sole right to execute on behalf of the Trust

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all deeds, mortgages, documents, checks and other instruments as provided in the Trust.

2. The Partnership shall have the right, in its sole and absolute discretion, to remove Susan Lloyd-Hurwitz or Robert F. Welanetz as trustee and appoint a substitute trustee in her/his place.

3. By her execution hereof, Susan Lloyd-Hurwitz hereby consents to act as Trustee under the terms of the Trust, as amended to date.

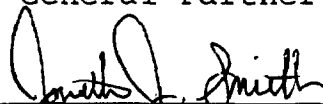
4. Except as expressly modified or amended hereby, the terms, covenants and conditions of the Trust shall remain unmodified and in full force and effect.

5. This Amendment may be executed in several counterparts, each of which shall be an original, but all of which taken together shall constitute one and the same agreement.

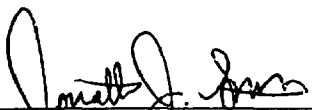
IN WITNESS WHEREOF, the Partnership and the Trustees have executed this Amendment as of the day and year first above written.

PARCIT-IIP LANCASTER VENTURE

By: PARCITY, INC.,  
its General Partner

By:   
Name: JONATHAN J. SMITH  
Its: VICE PRESIDENT

By: P CITY, INC.,  
its General Partner

By:   
Name: JONATHAN J. SMITH  
Its: VICE PRESIDENT

ROBERT F. WELANETZ, Trustee

SUSAN LLOYD-HURWITZ, Trustee

IN WITNESS WHEREOF, the Partnership and the Trustees have executed this Amendment as of the day and year first above written.

PARCIT-IIP LANCASTER VENTURE

By: PARCITY, INC.,  
its General Partner

By: \_\_\_\_\_  
Name:  
Its:

By: P CITY, INC.,  
its General Partner

By: \_\_\_\_\_  
Name:  
Its:



ROBERT F. WELANETZ, Trustee

\_\_\_\_\_  
SUSAN LLOYD-HURWITZ, Trustee

IN WITNESS WHEREOF, the Partnership and the Trustees have executed this Amendment as of the day and year first above written.

PARCIT-IIP LANCASTER VENTURE

By: PARCITY, INC.,  
its General Partner

By: \_\_\_\_\_  
Name:  
Its:

By: P CITY, INC.,  
its General Partner

By: \_\_\_\_\_  
Name:  
Its:

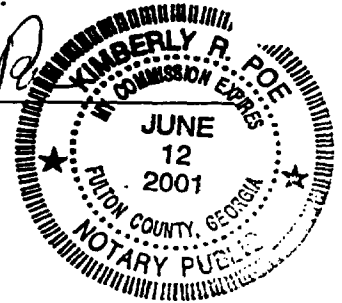
\_\_\_\_\_  
ROBERT F. WELANETZ, Trustee

*Sue Lloyd-Hurwitz*  
\_\_\_\_\_  
SUSAN LLOYD-HURWITZ, Trustee

STATE OF Georgia )  
COUNTY OF Fulton ) .ss:

On the \_\_\_ day of September, 1997, before me personally came Jonathan J. Smith, to me known to be the individual who executed the foregoing instrument and who, being duly sworn by me, did depose and say that he is the Vice President of Parcity, Inc., a New York corporation, which corporation is a partner of Parcity-IIP Lancaster Venture, a partnership, and that he executed the foregoing instrument in the partnership name on behalf of Parcity, Inc., and that he had authority to sign the same, and acknowledged that he executed the same as the act and deed of the corporation on behalf of said partnership.

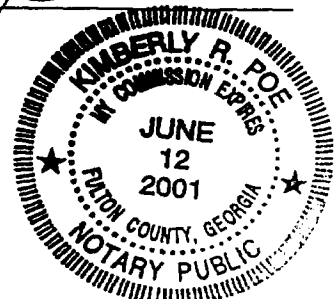
Kimberly R. Poe  
Notary Public



STATE OF Georgia )  
COUNTY OF Fulton ) .ss:

On the \_\_\_ day of September, 1997, before me personally came Jonathan J. Smith, to me known to be the individual who executed the foregoing instrument and who, being duly sworn by me, did depose and say that he is the Vice President of P City, Inc. a Delaware corporation, which corporation is a partner of Parcity-IIP Lancaster Venture, a partnership, and that he executed the foregoing instrument in the partnership name on behalf of P City, Inc., and that he had authority to sign the same, and acknowledged that he executed the same as the act and deed of the corporation on behalf of said partnership.

Kimberly R. Poe  
Notary Public

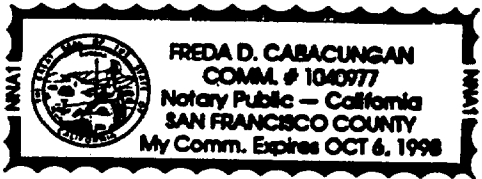


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STATE OF California )  
 )  
COUNTY OF San Francisco ) .ss:

On the 5<sup>th</sup> day of September, 1997, before me personally came Robert F. Welanetz, to me known and known to me to be the individual described in and who executed the foregoing instrument, as Trustee, and he acknowledged to me that he executed the same.



Freda D. Cabacungan  
Notary Public

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) .ss:

On the \_\_\_ day of September, 1997, before me personally came Susan Lloyd-Hurwitz, to me known and known to me to be the individual described in and who executed the foregoing instrument, as Trustee, and she acknowledged to me that she executed the same.

\_\_\_\_\_  
Notary Public

STATE OF \_\_\_\_\_ )  
 ) .ss:  
COUNTY OF \_\_\_\_\_ )

On the \_\_\_ day of September, 1997, before me personally came Robert F. Welanetz, to me known and known to me to be the individual described in and who executed the foregoing instrument, as Trustee, and he acknowledged to me that he executed the same.

\_\_\_\_\_  
Notary Public

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

On the 5 day of September, 1997, before me personally came Susan Lloyd-Hurwitz, to me known and known to me to be the individual described in and who executed the foregoing instrument, as Trustee, and she acknowledged to me that she executed the same.

  
\_\_\_\_\_  
Notary Public

JUDITH KERKER  
Notary Public, State of New York  
No. 31-4715169  
Qualified in New York County  
Commission Expires March 30, 1998

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