

08-27-1999



101128877

MRD
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.)

FOR OFFICE USE ONLY

08/26/1999 NTHA11 00000367 2096507

01 FC:481

40.00 (00)

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

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional 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

Enter Additional 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 the Assignment.)

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

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

Mark if additional numbers attached

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"/>	<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"/>

<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"/>	<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"/>

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

EIGHTH AMENDMENT OF LANCASTER TRUST

This Eighth Amendment (this "Amendment"), dated as of the 30th day of June, 1998, of Indenture of Trust, dated as of July 31, 1979 (the "Trust"), between Parcit-IIP Lancaster Venture (the "Partnership") and Robert A. Michaels and Bernard Freibaum, as Trustees (the "Trustees").

W I T N E S S E T H :

WHEREAS, Susan Lloyd-Hurwitz and Robert F. Welanetz have resigned as Trustees of the Trust, effective as of the date hereof, and such resignations have been accepted by the Partnership, and

WHEREAS, the Partnership hereby wishes to appoint successor trustees 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 Trustees to the Trust, Robert A. Michaels and Bernard Freibaum, who 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 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 Robert A. Michaels or Bernard Freibaum as trustee and appoint a substitute trustee in his place.

3. By their execution hereof, Robert A. Michaels and Bernard Freibaum each hereby consents to act as Trustee under the terms of the Trust, as amended to date.

4. Section 11 of the Trust, as heretofore amended, is amended to read as follows:
"Copies of all notices, inquiries, documents and notices of legal proceedings received by the Trustees from third parties shall be delivered by the Trustees within a reasonable period of time to GGP Ivanhoe II, Inc. by hand or facsimile transmission and by regular mail to each partner of the Partnership at the address set forth below or at such other address as may from time to time be specified by written notice hereunder sent by each partner to the Trustees and to each other partner.

If to GGP Ivanhoe II, Inc.:

GGP Ivanhoe II, Inc.
c/o General Growth Management, Inc.
110 North Wacker Drive
Chicago, Illinois 60606
Attention: Robert A. Michaels
Facsimile No.: 312 - 960-5463

If to Parcity, Inc.:

Parcity, Inc.
c/o General Growth Management, Inc.
110 North Wacker Drive
Chicago, Illinois 60606
Attention: Robert A. Michaels
Facsimile No.: 312 - 960-5463

If to PC Lancaster, Inc.:

PC Lancaster, Inc.
c/o General Growth Management, Inc.
110 North Wacker Drive
Chicago, Illinois 60606
Attention: Robert A. Michaels
Facsimile No.: 312 - 960-5463"

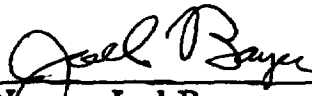
5. Except as expressly modified or amended hereby, the terms, covenants and conditions of the Trust shall remain unmodified and in full force and effect.

6. 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: Joel Bayer
Its: Senior Vice President

By: **PC LANCASTER, INC.,**
its General Partner

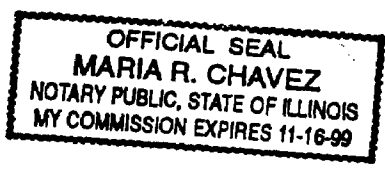
By: 
Name: Joel Bayer
Its: Senior Vice President


Robert A. Michaels, Trustee


Bernard Freibaum, Trustee

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On the 30th day of June, 1998, before me personally came Joel Bayer, 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 Senior Vice President of Parcity, Inc., a New York corporation, which said corporation is a general partner of Parcit-IIP Lancaster Venture, a general 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 said partnership.

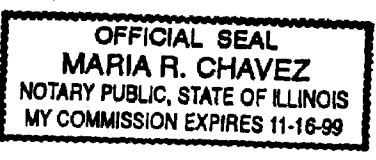


Maria R. Chavez

Notary Public

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On the 30th day of June, 1998, before me personally came Joel Bayer, 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 Senior Vice President of PC Lancaster, Inc., a Delaware corporation, which said corporation is a general partner of Parcit-IIP Lancaster Venture, a general partnership, and that he executed the foregoing instrument in the partnership name on behalf of PC Lancaster, Inc., and that he had authority to sign the same, and acknowledged that he executed the same as the act and deed of said partnership.

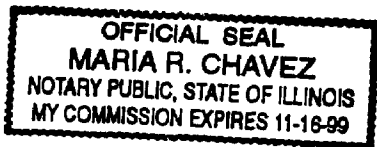


Maria R. Chavez

Notary Public

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On the 30th day of June, 1998, before me personally came Robert A. Michaels, to me known and known to me to be the individual described in and who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the successor Trustee of the Trust, and he acknowledged to me that he executed the foregoing instrument as successor Trustee of the Trust and that he had the authority to sign the same.



Maria R. Chavez

Notary Public

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On the 30th day of June, 1998, before me personally came Bernard Freibaum, to me known and known to me to be the individual described in and who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the successor Trustee of the Trust, and he acknowledged to me that he executed the foregoing instrument as successor Trustee of the Trust and that he had the authority to sign the same.



Maria R. Chavez

Notary Public

LAW OFFICES
NEAL, GERBER & EISENBERG

TWO NORTH LA SALLE STREET
CHICAGO, ILLINOIS 60602

TELEPHONE
(312) 269-8000

FACSIMILE
(312) 269-1747

August 18, 1999

VIA CERTIFIED MAIL

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

Re: **Trademark: PARK CITY®**
Registration Number: 2,096,507
Registration Date: September 16, 1997

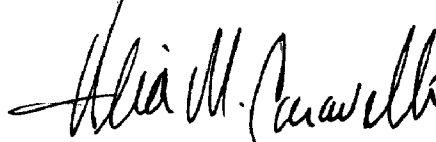
Dear Sir or Madam:

Enclosed are the following documents for recordation:

1. Three (3) Recordation Form Cover Sheets (Trademarks) regarding the following conveyances:
 - Neil M. McKinnon to Robert F. Welanetz
 - Luke T. Anderson to Susan Lloyd-Hurwitz
 - Susan Lloyd-Hurwitz to Robert A. Michaels and Robert F. Welanetz to Bernard Freibaum
2. Amendments of Lancaster Trust authorizing the conveyances; and
3. Three (3) checks in the amount of \$40.00 in payment of the recordation.

If you have any questions or need additional information, please contact me at the telephone number or address listed above.

Very truly yours,



Alia M. Caravelli
Legal Assistant

cc: Lisa A. Stegink
Claudia H. Allen

Enclosure