

10-04-2002



To the Honorable Commissioner c

102241357

Original documents or copy thereof.

1. Name of conveying party(ies): **9-30-02**
Opry Mills Limited Partnership

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

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

2. Name and address of receiving party(ies):

Name: **The Mills Limited Partnership**
Street Address: **1300 Wilson Boulevard, Suite 400**
City: **Arlington**
State: **Virginia**
Zip: **22209**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership – Delaware
 Corporation-State of _____
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **September 20, 2002**

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

A. Trademark Application No.(s)
75/803,053; 76/269,782; 76/269,783; 76/269,784

Additional number(s) attached? Yes No

B. Trademark Registration No.(s)
2,577,427

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

Mitchell H. Stabbe, Esq.
Dow, Lohnes & Albertson P.L.L.C.
1200 New Hampshire Avenue, N.W.
Suite 800
Washington, DC 20036

Atty. Docket No.: **02768.0117**

6. Total number of applications and registrations involved: **5**

7. Total fee (37 CFR 3.41) **\$140**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number (please charge any additional fees that may be required to the deposit account):
50-1699

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

10/04/2002 BYRNE 00000013 75803053
01 FC:481 40.00 00
02 FC:482 100.00 00

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.

Mitchell H. Stabbe *Mitchell H Stabbe* **9/30/02**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments, Washington, DC 20231

ASSIGNMENT

WHEREAS, Opry Mills Limited Partnership ("Assignor"), a Delaware limited partnership, located at 1300 Wilson Boulevard, Suite 400, Arlington, Virginia 22209 is the owner of the following marks which are registered or pending in the United States Patent and Trademark Office (the "Marks"):

<u>Mark</u>	<u>Reg. Number</u>	<u>Date of Reg.</u>
OPRY MILLS	2,577,427	June 11, 2002

<u>Mark</u>	<u>Ser. Number</u>	<u>Filing Date</u>
OPRY MILLS and DESIGN	75/803,053	Sept. 19, 1999
OPRY MILLS and DESIGN	76/269,782	June 11, 2001
OPRY MILLS	76/269,783	June 11, 2001
OPRY MILLS and DESIGN	76/269,784	June 11, 2001

WHEREAS, The Mills Limited Partnership ("Assignee"), a Delaware limited partnership, located at 1300 Wilson Boulevard, Suite 400, Arlington, Virginia 22209, desires to acquire said Marks, the registrations thereof, the applications therefor and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby assign to Assignee all of Assignor's right, title, and interest in and to the Marks, including the goodwill of the business symbolized thereby, effective as of the date of execution below.

Signed this 20th day of SEPTEMBER, 2002.

OPRY MILLS LIMITED PARTNERSHIP
a Delaware Limited Partnership

By: OPRY MILLS, L.L.C., its General Partner

By: THE MILLS LIMITED PARTNERSHIP
its Manager

By: THE MILLS CORPORATION
its General Partner

By: Thomas E. Frost
Thomas E. Frost
Executive Vice President

STATE OF VIRGINIA)
)
COUNTY OF ARLINGTON)

ss:

On this 20th day of September, 2002 before me appeared Thomas E. Frost, who acknowledged that he signed it as a free act on behalf of Opry Mills Limited Partnership.

Agnes Yackshaw
Notary Public (Agnes Yackshaw)

My Commission Expires: 3/31/2004