

08-21-2003



7/30/03

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDED 102530478
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Susan Lloyd-Hurwitz and Robert F. Welanetz

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

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

2. Name and address of receiving party(ies)
Name: Robert A. Michaels
Internal
Address: c/o General Growth Management Inc.

Street Address: 110 North Wacker Drive
City: Chicago State: IL Zip: 60606

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other Trustee

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 Amendment to Indenture of Trust

Execution Date: 06/30/98

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2090504

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Nicole M. Walker
Internal Address: Neal, Gerber & Eisenberg

Street Address: Two North LaSalle Street

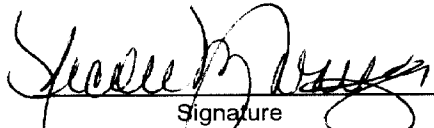
City: Chicago State: IL Zip: 60602-3801

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
502261

DO NOT USE THIS SPACE

9. Signature.
 Nicole M. Walker  July 30, 2003
 Name of Person Signing Signature Date

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

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

TRADEMARK
REEL: 002806 FRAME: 0796

CONTINUATION SHEET

Registration No. 2090504

Nature of conveyance: Amendment to Indenture of Trust

Execution date: 06/30/98

Additional receiving party(ies):

Bernard Freibaum, Trustee

c/o General Growth Management Inc.

110 N. Wacker Drive

Chicago, IL 60606

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-III Lancaster Venture (the "Partnership") and Robert A. Michaels and Bernard Freibaum, as Trustees (the "Trustees").

WITNESSETH:

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.

PARCITY-IP 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 Parcity-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.

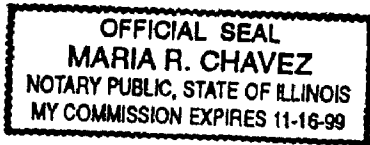


Maria R. Chavez

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 Parcity-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

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