

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		DECREE OF DISTRIBUTION	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Lancaster Trust		12/31/2009	TRUST: ILLINOIS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Park City Center Business Trust		
<b>Street Address:</b>	110 N. Wacker Dr., 1-26		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	TRUST: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2096507	PARK CITY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)442-6369		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312-960-2670		
<b>Email:</b>	ann.cain@ggp.com		
<b>Correspondent Name:</b>	Michael B. McVickar		
<b>Address Line 1:</b>	110 N. Wacker Dr., 1-26		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606		
<b>ATTORNEY DOCKET NUMBER:</b>	PARK CITY		
<b>NAME OF SUBMITTER:</b>	Michael B. McVickar		
<b>Signature:</b>	/mbm/		
<b>Date:</b>	02/03/2011		

OP \$40.00 2096507

Total Attachments: 6

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF TRUST OF "PARK CITY CENTER BUSINESS TRUST" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2009, AT 1:55 O'CLOCK P.M.

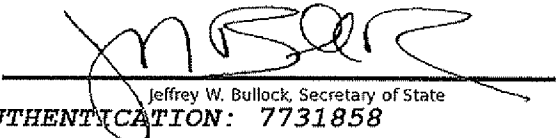
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF TRUST IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11:56 O'CLOCK P.M.



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091150287

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7731858

DATE: 12-31-09

TRADEMARK  
REEL: 004467 FRAME: 0520

STATE of DELAWARE

CERTIFICATE of TRUST

This Certificate of Trust is filed in accordance with the provisions of the Delaware Statutory Trust Code (Title 12 of the Delaware Code, Section 3801 et seq.) and sets forth the following:

**FIRST:** The name of the trust is **PARK CITY CENTER BUSINESS TRUST**.

**SECOND:** The name and address of the Delaware trustee is:

Michelle A. Dreyer  
c/o Corporation Service Company  
2711 Centerville Road, Suite 400  
Wilmington, County of New Castle, Delaware 19808

**THIRD:** This Certificate of Trust shall become effective at 11:56 p.m. on December 31, 2009.

**IN WITNESS WHEREOF**, the undersigned have caused this Certificate of Trust to be duly executed as of the 30<sup>th</sup> day of December, 2009.

/S/ Thomas H. Nolan

Thomas H. Nolan, Jr., not individually  
but solely in the capacity as Co-Trustee

/S/ Robert A. Michaels

Robert A. Michaels, not individually but  
solely in the capacity as Co-Trustee

/S/ Edmund J. Hoyt

Edmund J. Hoyt, not individually but  
solely in the capacity as Co-Trustee

/S/ Michelle A. Dreyer

Michelle A Dreyer, not individually but  
solely in the capacity as Co-Trustee

/S/ Andrew T. Panaccione

Andrew T. Panaccione, not individually  
but solely in the capacity as Co-Trustee

## **DISTRIBUTION AND ASSUMPTION AGREEMENT**

**THIS DISTRIBUTION AND ASSUMPTION AGREEMENT** (this "Distribution") is made this ~~31<sup>st</sup>~~ day of December, 2009 by and between Lancaster Trust, an Illinois trust ("Owner"), and Park City Center Business Trust, a Delaware business trust ("Park City").

### **WITNESSETH:**

WHEREAS, Owner is the owner of that certain retail shopping center and all assets associated therewith, located in Lancaster, Pennsylvania, and commonly known as Park City Center, which legal description is set forth on Exhibit A (the "Property"); and

WHEREAS, Owner desires to distribute the Property to Park City and Park City desires to assume the Property and all inherent liabilities related thereto.

NOW, THEREFORE, in consideration of the covenants and agreements contained herein, the receipt, adequacy and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Distribution.** Owner hereby distributes to Park City, its successors and assigns, all of Owner's right, title and interest in, under and to the Property and all inherent liabilities related thereto.

2. **Assumption.** Park City hereby assumes all of Owner's right, title and interest in, under and to the Property and all liabilities related thereto.

3. **General Provisions.**

3.1 **Further Acts.** Park City and Owner each hereby agrees to execute and deliver promptly upon request of the other party hereto such further agreements or instruments and to do, or cause to be done, such further acts and things as may be necessary or appropriate to complete the distribution and transfer of the Property to Park City as contemplated hereby.

3.2. **Execution in Counterparts.** This Distribution may be executed in any number of counterparts, each of which shall be deemed to be an original as against any party whose signature appears thereon, and all of which shall together constitute one instrument.

3.3 **Modifications.** This Distribution constitutes the entire agreement between the parties and any modification of this Assignment shall be effective only if in a writing executed by all parties.

3.4. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware (without reference to conflicts of laws principles).


3.5. Successors and Assigns. This instrument shall bind and inure to the benefit of the respective heirs, personal representatives, grantees, successors and assigns of the parties hereto.

*[Signatures appear on next page]*

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption to be duly executed and delivered as of the date first above written.

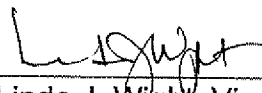
**OWNER:**

**LANCASTER TRUST**

By:   
Edmund J. Hoyt, not individually but solely as Trustee

**PARK CITY:**

**PARK CITY CENTER BUSINESS TRUST**

By:   
Linda J. Wight, Vice President