

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Mills Limited Partnership		03/20/2012	LIMITED PARTNERSHIP: DELAWARE
Franklin Mills Associates Limited		03/20/2012	LIMITED PARTNERSHIP: DISTRICT OF COLUMBIA
Richmond Associates LLC		03/20/2012	LIMITED LIABILITY COMPANY: DELAWARE
Tuttle Crossing Associates II, LLC		03/20/2012	LIMITED LIABILITY COMPANY: DELAWARE
TKL-East LLC		03/20/2012	LIMITED LIABILITY COMPANY: DELAWARE
Meadowood Mall LLC		03/20/2012	LIMITED LIABILITY COMPANY: DELAWARE
Ontario Mills Limited Partnership		03/20/2012	LIMITED PARTNERSHIP: DELAWARE
Sunrise Mills (MLP) Limited Partnership		03/20/2012	LIMITED PARTNERSHIP: DISTRICT OF COLUMBIA
Southdale Limited Partnership		03/20/2012	LIMITED PARTNERSHIP: DELAWARE
Stoneridge Properties, LLC		03/20/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Simon-Mills III, LLC		
Street Address:	225 West Washington Street		
City:	Indianapolis		
State/Country:	INDIANA		
Postal Code:	46204		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 59			

CH \$1490.00 2218274

Property Type	Number	Word Mark
Registration Number:	2218274	ARIZONA MILLS
Registration Number:	2308207	ARIZONA MILLS
Registration Number:	2592098	ARUNDEL MILLS
Registration Number:	2489294	ARUNDEL MILLS
Registration Number:	2390869	THE BLOCK
Registration Number:	2313123	THE BLOCK
Registration Number:	2392583	THE BLOCK AT ORANGE
Registration Number:	2374362	THE BLOCK AT ORANGE
Registration Number:	3449944	THE COLONNADE OUTLETS AT SAWGRASS
Registration Number:	2727538	COLORADO MILLS
Registration Number:	2735468	COLORADO MILLS
Registration Number:	2413371	CONCORD MILLS
Registration Number:	2907807	DOVER COMMONS
Registration Number:	2907796	DOVER MALL
Registration Number:	3118948	THE FALLS
Registration Number:	1641523	FRANKLIN MILLS
Registration Number:	1754194	FRANKLIN MILLS
Registration Number:	2489725	GRAPEVINE MILLS
Registration Number:	2486429	GRAPEVINE MILLS
Serial Number:	85347092	GREAT MALL
Registration Number:	3230348	G GREATMALL
Registration Number:	2990715	GREATMALL
Registration Number:	1757200	GURNEE MILLS
Registration Number:	1755693	GURNEE MILLS
Registration Number:	2369055	KATY MILLS
Registration Number:	2384020	KATY MILLS
Registration Number:	3075445	THE MALL AT TUTTLE CROSSING
Registration Number:	3122478	MEADOWOOD MALL
Registration Number:	3296277	
Registration Number:	1940408	THE MILLS
Registration Number:	1868590	THE MILLS
Registration Number:	3881167	MILLS MEANS MORE.
Registration Number:	2544332	THE OASIS
Registration Number:	2544329	THE OASIS

	2590633	THE OASIS AT SAWGRASS MILLS
Registration Number:	2400326	THE OASIS AT SAWGRASS MILLS
Registration Number:	2709609	THE OASIS AT SAWGRASS MILLS
Registration Number:	2488834	THE OASIS AT SAWGRASS MILLS
Registration Number:	2429495	THE OASIS AT SAWGRASS MILLS
Registration Number:	2630047	THE OASIS AT SAWGRASS MILLS
Registration Number:	2138325	ONTARIO MILLS
Registration Number:	2135350	ONTARIO MILLS
Registration Number:	2577427	OPRY MILLS
Registration Number:	2638846	OPRY MILLS
Registration Number:	2729519	OPRY MILLS
Registration Number:	2624283	OPRY MILLS
Registration Number:	2172821	POTOMAC MILLS
Registration Number:	1442419	POTOMAC MILLS
Registration Number:	1750400	SAWGRASS MILLS
Registration Number:	2316377	SAWGRASS MILLS
Registration Number:	1750401	SAWGRASS MILLS
Registration Number:	3678486	THE SHOPS AT RIVERSIDE
Registration Number:	3586517	R THE SHOPS AT RIVERSIDE
Registration Number:	3518815	SOUTHDALE
Registration Number:	3940913	SOUTHRIDGE MALL
Registration Number:	2867137	ST. LOUIS MILLS
Registration Number:	2876524	ST. LOUIS MILLS
Registration Number:	2878701	ST. LOUIS MILLS
Registration Number:	3122480	STONERIDGE SHOPPING CENTER

CORRESPONDENCE DATA

Fax Number: 3172369907

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (317) 635-8900

Email: ptodocket@bgdlegal.com

Correspondent Name: Sherri K. Nierste

Address Line 1: 2700 Market Tower

Address Line 2: 10 West Market Street

Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER:

8901-81753

TRADEMARK

REEL: 004854 FRAME: 0857

	Sherri K. Nierste
Signature:	/Sherri K. Nierste/
Date:	09/05/2012
Total Attachments: 22 source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page1.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page2.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page3.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page4.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page5.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page6.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page7.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page8.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page9.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page10.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page11.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page12.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page13.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page14.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page15.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page16.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page17.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page18.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page19.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page20.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page21.tif source=81753 - Simon Trademark Assignment Agreement - Simon-Mills III, LLC#page22.tif	

TRADEMARK ASSIGNMENT AGREEMENT

This Agreement is made effective as of March 20, 2012, by and among **THE MILLS LIMITED PARTNERSHIP** ("TMLP"), a Delaware limited partnership, and **FRANKLIN MILLS ASSOCIATES LIMITED**, a District of Columbia limited partnership, and **RICHMOND ASSOCIATES LLC**, a Delaware limited liability company, and **TUTTLE CROSSING ASSOCIATES II, INC.**, a Delaware limited liability company, and **TKL-EAST LLC**, a Delaware limited liability company, and **MEADOWOOD MALL LLC**, a Delaware limited liability company, and **ONTARIO MILLS LIMITED PARTNERSHIP**, a Delaware limited partnership, and **SUNRISE MILLS (MLP) LIMITED PARTNERSHIP**, a District of Columbia limited partnership, and **SOUTHDALE LIMITED PARTNERSHIP**, a Delaware limited partnership, Suite 500, and **STONERIDGE PROPERTIES, LLC**, a Delaware limited liability company, (collectively "ASSIGNORS"), and **SIMON-MILLS III, LLC**, a Delaware limited liability company ("ASSIGNEE").

WHEREAS, ASSIGNORS have adopted the trademarks listed in Schedule A for which they own the attached registrations (collectively, the "Marks");

WHEREAS, ASSIGNEE is desirous of acquiring said trademarks and the registrations thereof;

NOW THEREFORE, for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged and intends to be legally bound hereunder, ASSIGNORS do hereby assign, sell and transfer to ASSIGNEE, and its successors, all of their right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by and associated with said trademarks and registrations thereof.

IN TESTIMONY WHEREOF, ASSIGNORS have executed this Assignment by a duly authorized officer.

[REMAINDER OF PAGE LEFT BLANK]

IN TESTIMONY WHEREOF, ASSIGNORS have executed this Assignment by a duly authorized officer.


Dated: MARCH 22, 2012

THE MILLS LIMITED PARTNERSHIP,
a Delaware limited liability company

By: TMLP GP, LLC, a Delaware limited liability company, its general partner

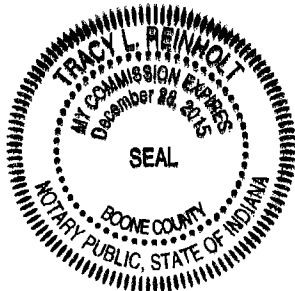
By: SPG-FCM Ventures, LLC, a Delaware limited liability company, its sole member


By: SPG ML Holdings, LLC, a Delaware limited liability company, a member

By: 
James M. Barkley,
Secretary

STATE OF INDIANA)
) SS:
COUNTY MARION)

On this 22ND day of March, 2012, before me appeared James M. Barkley, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of SPG ML Holdings, LLC.




Notary Public
Tracy L. Reinholt
Boone County
Expires: December 28, 2015

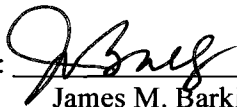
Dated: MARCH 22, 2012

FRANKLIN MILLS ASSOCIATES LIMITED,
a District of Columbia limited partnership

By: FRANKLIN MILLS, L.L.C., a Delaware
limited liability company, its general partner

By: THE MILLS LIMITED
PARTNERSHIP, a Delaware limited
partnership, its sole member

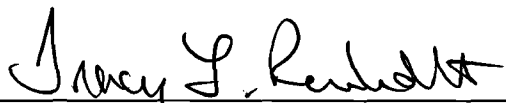
By: TMLP GP, LLC, a Delaware
limited liability company, its
general partner

By: 
James M. Barkley,
Secretary

STATE OF INDIANA)
) SS:
COUNTY MARION)

On this 22ND day of March, 2012, before me appeared James M. Barkley, the person
who signed this instrument, who acknowledged that he signed it as a free act on behalf of TMLP
GP, LLC.




Notary Public
Tracy L. Reinholt
Boone County
Expires: December 28, 2015

Dated: MARCH 22, 2012

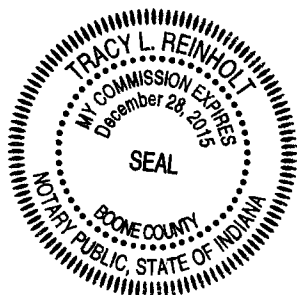
RICHMOND ASSOCIATES LLC,
a Delaware limited liability company

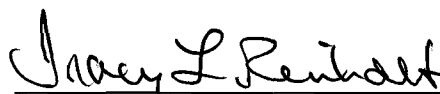
By: **RICHMOND ASSOCIATES CORP.,** a
Delaware corporation, its Managing
Member

By: 
James M. Barkley, Secretary

STATE OF INDIANA)
) SS:
COUNTY MARION)

On this 22ND day of March, 2012, before me appeared James M. Barkley, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Richmond Associates Corp.





Notary Public
Tracy L. Reinholt
Boone County
Expires: December 28, 2015

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Dated: MARCH 22, 2012

TUTTLE CROSSING ASSOCIATES II, LLC,
a Delaware limited liability company

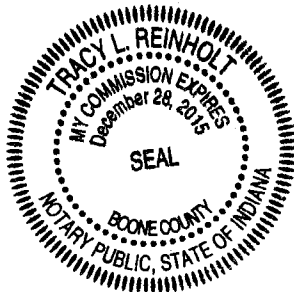
By: TUTTLE CROSSING ASSOCIATES LLC,
a Delaware limited liability company, its
member

By: TUTTLE CROSSING
ASSOCIATES CORP., a Delaware
corporation, its Managing Member

By: *James M. Barkley*
James M. Barkley, Secretary

STATE OF INDIANA)
) SS:
COUNTY MARION)

On this 22ND day of March, 2012, before me appeared James M. Barkley, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Tuttle Crossing Associates Corp.



Tracy L. Reinholt
Notary Public
Tracy L. Reinholt
Boone County
Expires: December 28, 2015

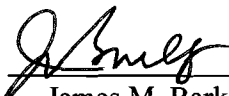
Dated: MARCH 22, 2012

TKL-EAST LLC,
a Delaware limited liability company

By: TKL-EAST MC, LLC, a Delaware limited
liability company, its Managing Member

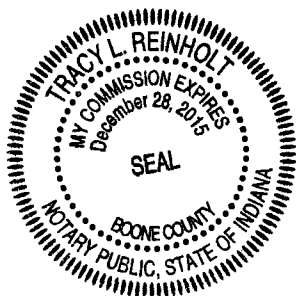
By: SUPER-REGIONAL MALLS
OPERATING COMPANY, L.L.C., a
Delaware limited liability company,
its member

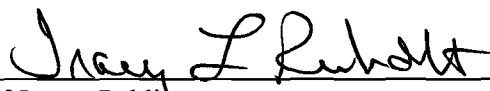
By: MILLS SUPER-REGIONAL
MALLS GP, L.L.C., a
Delaware limited liability
company, its managing
member

By: 
James M. Barkley,
Secretary

STATE OF INDIANA)
) SS:
COUNTY MARION)

On this 22ND day of March, 2012, before me appeared James M. Barkley, the person
who signed this instrument, who acknowledged that he signed it as a free act on behalf of Mills
Super-Regional Malls GP, L.L.C.



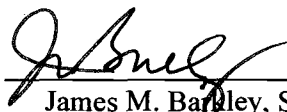

Notary Public
Tracy L. Reinholt
Boone County
Expires: December 28, 2015

Dated: MARCH 22, 2012

MEADOWOOD MALL LLC,
a Delaware limited liability company

By: SUPER-REGIONAL MALLS
OPERATING COMPANY, L.L.C., a
Delaware limited liability company, its
member

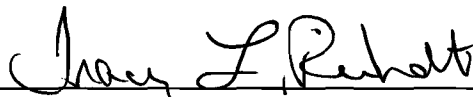
By: MILLS SUPER-REGIONAL
MALLS GP, L.L.C., a Delaware
limited liability company, its
Managing Member

By: 
James M. Barkley, Secretary

STATE OF INDIANA)
) SS:
COUNTY MARION)

On this 22ND day of March, 2012, before me appeared James M. Barkley, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Mills Super-Regional Malls GP, L.L.C.




Notary Public
Tracy L. Reinholt
Boone County
Expires: December 28, 2015

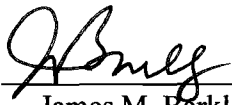
Dated: MARCH 22, 2012

ONTARIO MILLS LIMITED PARTNERSHIP,
a Delaware limited partnership

By: **ONTARIO MILLS L.L.C.,** a Delaware
limited liability company, its general partner

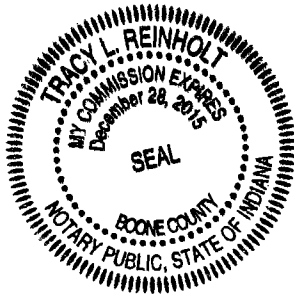
By: **NEW ONTARIO MILLS
OPERATING COMPANY, L.L.C.,** a
Delaware limited liability company,
its sole member

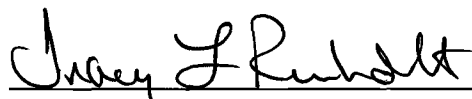
By: **ONTARIO MILLS
HOLDINGS, LLC,** a
Delaware limited liability
company, its Managing
Member

By: 
James M. Barkley,
Secretary

STATE OF INDIANA)
) SS:
COUNTY MARION)

On this 22ND day of March, 2012, before me appeared James M. Barkley, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Mills Super-Regional Malls GP, L.L.C.



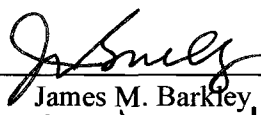

Notary Public
Tracy L. Reinholt
Boone County
Expires: December 28, 2015

Dated: MARCH 22, 2012

**SUNRISE MILLS (MLP) LIMITED
PARTNERSHIP**, a District of Columbia limited
partnership

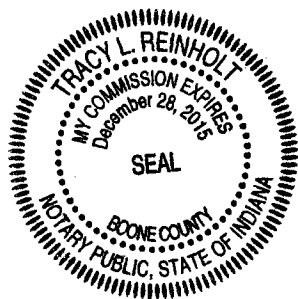
By: SAWGRASS MILLS GP, L.L.C., a
Delaware limited liability company, its
general partner

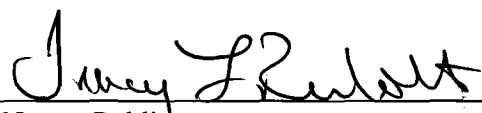
By: SAWGRASS MILLS
MEZZANINE, L.L.C., a Delaware
limited liability company, its
member

By: 
James M. Barkley,
Secretary

STATE OF INDIANA)
) SS:
COUNTY MARION)

On this 22ND day of March, 2012, before me appeared James M. Barkley, the person
who signed this instrument, who acknowledged that he signed it as a free act on behalf of
Sawgrass Mills Mezzanine, L.L.C.




Notary Public
Tracy L. Reinholt
Boone County
Expires: December 28, 2015

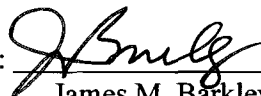
Dated: MARCH 22, 2012

SOUTHDALE LIMITED PARTNERSHIP,
a Delaware limited liability company

By: SOUTHDALE, L.L.C., a Delaware limited
liability company, its general partner

By: THE MILLS LIMITED
PARTNERSHIP, a Delaware limited
partnership, its Manager

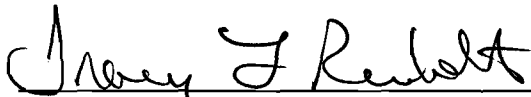
By: TMLP GP, LLC, a Delaware
limited liability company, its
general partner

By: 
James M. Barkley,
Secretary

STATE OF INDIANA)
) SS:
COUNTY MARION)

On this 22ND day of March, 2012, before me appeared James M. Barkley, the person
who signed this instrument, who acknowledged that he signed it as a free act on behalf of TMLP
GP, LLC.




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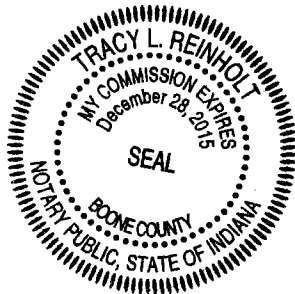
STONERIDGE PROPERTIES, LLC,
a Delaware limited liability company


By: MILLS SUPER-REGIONAL MALLS GP,
L.L.C., a Delaware limited liability
company, its Managing Member

By: 
James M. Barkley, Secretary

STATE OF INDIANA)
) SS:
COUNTY MARION)

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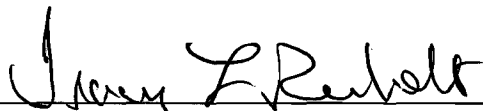
Dated: MARCH 22, 2012

SIMON-MILLS III, LLC,
a Delaware limited liability company

By: 
James M. Barkley, Secretary



STATE OF INDIANA)
) SS:
COUNTY MARION)

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SCHEDULE A

Federal Trademarks

Trademark (Logo) Name	U.S. Reg. No.	Ownership
ARIZONA MILLS	2,218,274	The Mills Limited Partnership
		
	2,308,207	The Mills Limited Partnership
ARUNDEL MILLS	2,592,098	The Mills Limited Partnership
		
	2,489,294	The Mills Limited Partnership
THE BLOCK	2,390,869	The Mills Limited Partnership
THE BLOCK	2,313,123	The Mills Limited Partnership
THE BLOCK AT ORANGE	2,392,583	The Mills Limited Partnership



2,374,362 The Mills Limited
Partnership



3,449,944 The Mills Limited
Partnership

COLORADO MILLS

2,727,538 The Mills Limited
Partnership



2,735,468 The Mills Limited
Partnership

CONCORD MILLS

2,413,371 The Mills Limited
Partnership

DOVER COMMONS

2,907,807 The Mills Limited
Partnership

DOVER MALL

2,907,796 The Mills Limited
Partnership

THE FALLS

3,118,948

The Falls
Shopping Center
Associates, LLC
Franklin Mills
Associates Limited
Partnership

FRANKLIN MILLS

1,641,523



GRAPEVINE MILLS

1,754,194

2,489,725

Franklin Mills
Associates Limited
Partnership
The Mills Limited
Partnership



GREAT MALL

2,486,429

85/347,092

The Mills Limited
Partnership
The Mills Limited
Partnership



3,230,348

The Mills Limited
Partnership



2,990,715

The Mills Limited
Partnership

GURNEE MILLS

1,757,200

The Mills Limited
Partnership



1,755,693

The Mills Limited
Partnership

KATY MILLS

2,369,055

The Mills Limited
Partnership



2,384,020

The Mills Limited
Partnership

**THE MALL AT TUTTLE
CROSSING**

3,075,445

Tuttle Crossing
Associates II, LLC

MEADOWOOD MALL

3,122,478

Meadowood Mall
LLC



	3,296,277	Meadowood Mall LLC
THE MILLS	1,940,408	The Mills Limited Partnership
THE MILLS	1,868,590	The Mills Limited Partnership
MILLS MEANS MORE	3,881,167	The Mills Limited Partnership
THE OASIS	2,544,332	The Mills Limited Partnership
THE OASIS	2,544,329	The Mills Limited Partnership
OASIS AT SAWGRASS MILLS	2,590,633	The Mills Limited Partnership
OASIS AT SAWGRASS MILLS	2,400,326	The Mills Limited Partnership
OASIS AT SAWGRASS MILLS	2,709,609	The Mills Limited Partnership



2,488,834	The Mills Limited Partnership
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2,429,495 The Mills Limited
Partnership



2,630,047 The Mills Limited
Partnership

ONTARIO MILLS

2,138,325 Ontario Mills
Limited
Partnership



2,135,350 Ontario Mills
Limited
Partnership

OPRY MILLS

2,577,427 The Mills Limited
Partnership

OPRY MILLS

2,638,846 The Mills Limited
Partnership



2,729,519 The Mills Limited
Partnership



2,624,283 The Mills Limited
Partnership

POTOMAC MILLS

2,172,821 The Mills Limited
Partnership



1,442,419 The Mills Limited
Partnership

SAWGRASS MILLS

1,750,400 Sunrise Mills
(MLP) Limited
Partnership



2,316,377 Sunrise Mills
(MLP) Limited
Partnership



1,750,401 Sunrise Mills
(MLP) Limited
Partnership

THE SHOPS AT RIVERSIDE

3,678,486 The Mills Limited
Partnership

The Shops at Riverside

3,586,517 The Mills Limited
Partnership

SOUTHDALE

3,518,815 Southdale Limited
Partnership

SOUTHRIDGE MALL

3,940,913 The Mills Limited
Partnership

ST. LOUIS MILLS

2,867,137 The Mills Limited
Partnership

St. Louis Mills

2,876,524 The Mills Limited
Partnership



2,878,701 The Mills Limited
Partnership

**STONERIDGE SHOPPING
CENTER**

3,122,480 Stoneridge
Properties LLC

State Trademarks

STATE TRADEMARKS STATE

**STATE REG.
NO.**

SOUTHDALE Minnesota
SOUTHDALE CENTER Minnesota

Reg. No. 1,63,5066-2
Reg. No. 1,536,847-2