

FORM PTO-1595
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET PATENTS ONLY

Docket No. 54780.8026.US00,
54780.8034.US01,
54780.8036.US00

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

<p>1. Name of conveying party(ies): Universal City Studios, Inc. Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party: Name: <u>Universal City Studios LLLP</u> Internal Address: _____ City: _____ State: _____ Zip: _____ Street Address: <u>100 Universal City Plaza</u> City: <u>Universal City</u> State: <u>CA</u> Zip: <u>91608</u> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>05/01/02, 05/02/02</u></p>	

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No(s):	B. Patent No(s): <u>5,935,011, 6,462,769, 6,220,965</u>
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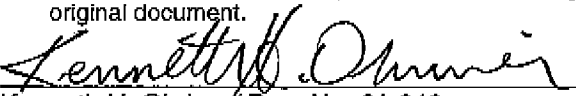
Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Kenneth H. Ohriner</u> Internal Address: PERKINS COIE LLP P.O. Box 1208 Seattle, WA 98111-1208</p>	6. Total number of applications and patents involved: <u>3</u>
	<p>7. Total fee (37 CFR 3.41): \$ 120.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Charge this Deposit Account for the required fee.</p>
	8. Deposit Account Number: <u>50-2586</u>

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.

 Date: February 12, 2004

Kenneth H. Ohriner, Reg. No. 31,646

Total number of pages including cover sheet: 14

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
**Commissioner for Patents
Mail Stop Assignment
P.O. Box 1450
Alexandria, VA 22313-1450**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

CH \$120.00 502586 5935011

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**CHANGE OF NAME OF ASSIGNEE**

Mail Stop Assignment Recordation Services
Director of the US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Sir:

1. The patents listed on the Recordation Form Cover Sheet have been assigned to Universal City Studios, Inc. (the "Assignee") as reflected in assignment documents recorded in the U.S. Patent and Trademark Office.

2. The Assignee has changed its name to Universal City Studios LLLP, as shown in the attached documents filed with the Secretary of State of the State of Delaware, and requests that this change of name be recorded in the U.S. Patent and Trademark Office in association with the patents listed on the Recordation Form Cover Sheet.

3. The Assignee Universal City Studios, Inc. first converted to Universal City Studios LLC, as shown in the attached Certificate of Conversion of Universal City Studios, Inc. to Universal City Studios LLC and accompanying Certificate of Formation of Universal City Studios LLC.

4. Universal City Studios LLC then converted to Universal City Studios LP, as shown in the attached Certificate of Conversion Universal City Studios LLC and accompanying Certificate of Limited Partnership of Universal City Studios LP.

5. Universal City Studios LP then elected to be a limited liability limited partnership, changing its name to Universal City Studios LLLP, as shown in the attached Statement of Limited Liability Limited Partnership Qualification of Universal City Studios LP.

6. While the Assignee has changed its name, title to the patents and applications listed in Exhibit A has remained with the Assignee at all times.

Summary of Change of Name

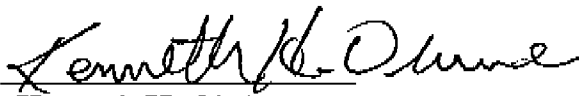
Old name of Assignee: Universal City Studios, Inc.

New name of Assignee: Universal City Studios LLLP

Proof of Change of Name: Attached documents which are copies of filings made with the Secretary of State of the State of Delaware.

Payment of Recording Fee: Attached with the accompanying Recordation Form Cover Sheet.

Respectfully Submitted,

By: 
Kenneth H. Ohriner
Reg. No. 31,646

Correspondence Address:

Customer Number 34055
Perkins Coie LLP
Patent-LA
P.O. Box 1208
Seattle, WA 98111-1208
Telephone: 310.788.9900
Facsimile: 310.788.3399

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "UNIVERSAL CITY STUDIOS LLLP" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "UNIVERSAL CITY STUDIOS, INC." TO "UNIVERSAL CITY STUDIOS LLC", FILED THE FIRST DAY OF MAY, A.D. 2002, AT 10:30 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "UNIVERSAL CITY STUDIOS LLC" TO "UNIVERSAL CITY STUDIOS LP", FILED THE SECOND DAY OF MAY, A.D. 2002, AT 10 O'CLOCK A.M.

STATEMENT OF QUALIFICATION, CHANGING ITS NAME FROM "UNIVERSAL CITY STUDIOS LP" TO "UNIVERSAL CITY STUDIOS LLLP", FILED THE SECOND DAY OF MAY, A.D. 2002, AT 10:30 O'CLOCK A.M.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1836740

0630910 8100H

020391241

DATE: 06-18-02
 PATENT

REEL: 014332 FRAME: 0865

**Certificate of Conversion of
Universal City Studios, Inc. to
Universal City Studios LLC**

This Certificate of Conversion to Limited Liability Company, dated as of May 1, 2002, has been duly executed and is being filed by Universal City Studios, Inc., a Delaware corporation (the "Converting Corporation"), to convert the Converting Corporation to Universal City Studios LLC (the "Resulting LLC") under the applicable provisions of the Delaware Limited Liability Company Act (6 Del. C., § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C., § 101, et seq.) (the "DGCL").

1. The Converting Corporation was first incorporated on September 29, 1965, by means of the filing of a certificate of incorporation with the Secretary of State of the State of Delaware on such date. The jurisdiction of the Converting Corporation at the time it was first incorporated was the State of Delaware. The jurisdiction of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is the State of Delaware.
2. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Universal City Studios, Inc.
3. The name of the limited liability company into which the Converting Corporation shall be converted, as set forth in the limited liability company's certificate of formation, which is being filed concurrently with this Certificate of Conversion, is Universal City Studios LLC.
4. The conversion of the Converting Corporation to the Resulting LLC has been approved in accordance with the provisions of Sections 228 and 266 of the DGCL.
5. The conversion of the Converting Corporation to the Resulting LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and of a certificate of formation of the Resulting LLC with the Secretary of State of the State of Delaware.

[Remainder of page intentionally left blank.]

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 05/01/2002
020276950 - 0630910

Signature Page to Certificate of Conversion to Limited Liability Company

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to Limited Liability Company to be executed on this 1st day of May, 2002.

UNIVERSAL CITY STUDIOS, INC. (the "Converting Corporation"), a Delaware corporation

By: 
Name: Sharon Garcia
Title: Corporate Secretary

**CERTIFICATE OF FORMATION
OF
UNIVERSAL CITY STUDIOS LLC**

The undersigned, an authorized person, for the purpose of forming a limited liability company under the provisions of and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

1. The name of the limited liability company (hereinafter called the "Limited Liability Company") is Universal City Studios LLC.

2. The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801.

[Remainder of page intentionally left blank.]


STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 05/01/2002
020276950 - 0630910

PATENT

REEL: 014332 FRAME: 0868

Signature Page to Certificate of Formation

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Universal City Studios LLC, this 1st day of May, 2002.

By: 
Name: Sharon Garcia
Title: Authorized Person

**State of Delaware
Certificate of Conversion
Universal City Studios LLC**

The undersigned, the general partner of Universal City Studios LP, for the purpose of converting Universal City Studios LLC to Universal City Studios LP, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 17, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Revised Uniform Limited Partnership Act"), hereby certifies that:


1. The date on which the limited liability company was first formed is May 1, 2002, by means of a conversion of Universal City Studios, Inc., a corporation formed in the state of Delaware on September 29, 1965;
2. The jurisdiction where the limited liability company was first formed is Delaware;
3. The name of the limited liability company immediately prior to the filing of this certificate is Universal City Studios LLC; and
4. The name of the limited partnership as set forth in its Certificate of Limited Partnership, which is being filed concurrently with this Certificate of Conversion in accordance with Section 17-217(b) of the Delaware Revised Uniform Limited Partnership Act is Universal City Studios LP.

[Remainder of page intentionally left blank.]

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 05/02/2002
020280616 - 0630910

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on this 2nd day of May, 2002.

USI Entertainment Inc.

By: 
Name: Sharon Garcia
Title: Secretary

**State of Delaware
Certificate of Limited Partnership
of
Universal City Studios LP**

May 2, 2002

The undersigned, the general partner of Universal City Studios LP, for the purpose of forming a limited partnership, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 17, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Revised Uniform Limited Partnership Act"), hereby certifies that:


1. The name of the limited partnership formed hereby is Universal City Studios LP (hereinafter called the "Partnership");
2. The address of the registered office of the Partnership in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801;
3. The name and address of the registered agent for service of process on the Partnership in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801; and
4. The name and the business address of the sole general partner of the Partnership are USI Entertainment Inc., 100 Universal City Plaza, Universal, CA 91608, Attention: Karen Randall.

[Remainder of page intentionally left blank.]

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 05/02/2002
020280616 - 0630910

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the date first-above written.

USI Entertainment Inc.

By: 
Name: Sharon Garcia
Title: Secretary

**State of Delaware
Statement of
Limited Liability Limited Partnership Qualification
of
Universal City Studios LP**

The undersigned, the general partner of Universal City Studios LP, for the purpose of qualifying the limited partnership as a limited liability limited partnership, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 17, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Revised Uniform Limited Partnership Act"), hereby certifies that:

1. The name of the limited partnership is Universal City Studios LP (hereinafter called the "Partnership");
2. The address of the Partnership's principal office is 100 Universal City Plaza, Universal City, CA 91608;
3. The Partnership's principal office is not located in the State of Delaware. The address of the registered office and the name and the address of the registered agent for service of process in the State of Delaware which the Partnership is required to maintain are as follows:

The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801;
4. The number of partners of the Partnership is two;
5. The Partnership elects to be a limited liability limited partnership;
6. The name of the Partnership shall be Universal City Studios LLLP; and
7. The effective date of this statement of qualification shall be May 2, 2002.

[Remainder of page intentionally left blank.]

816803.1


STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 05/02/2002
020280621 - 0630910

PATENT

REEL: 014332 FRAME: 0874

IN WITNESS WHEREOF, the undersigned has executed this Statement of Limited Liability Limited Partnership on this 7th day of May, 2002.

USI Entertainment Inc.

By: 
Name: Sherron Garcia
Title: Secretary

816803.1