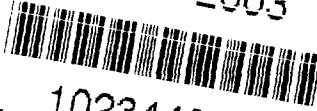


01-23-2003



102344392

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

<p>1. Name of conveying party(ies):</p> <p>Universal City Studios LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Delaware limited liability company</u></p> <p>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(ies)</p> <p>Name: <u>Universal City Studios LP</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>100 Universal City Plaza</u></p> <p>City: <u>Universal City</u> State: <u>CA</u> Zip: <u>91608</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input checked="" type="checkbox"/> Limited Partnership <u>Delaware</u> <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>5/2/02</u></p>	

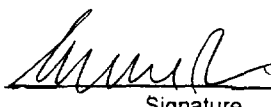
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>_____</p>	<p>B. Trademark Registration No.(s) <u>2635014</u></p> <p>_____</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Anne B. Nielsen</u></p> <p>Internal Address: <u>LRW - 6th Floor</u></p> <p>_____</p> <p>Street Address: <u>100 Universal City Plaza</u></p> <p>_____</p> <p>City: <u>Universal City</u> State: <u>CA</u> Zip: <u>91608</u></p>	<p>6. Total number of applications and registrations involved: <input type="checkbox"/> 1</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>50-0333</u></p>
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9. Signature.

Anne B. Nielsen  1/16/03

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

01/22/2003 6TOM11 00000122 500333 2635014
01 FC:8521 40.00 CH

**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 Garna
Title: Secretary

816803.1

RECORDED: 01/21/2003

TRADEMARK
REEL: 002654 FRAME: 0507