

2-27-03

03-03-2003

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

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DEPARTMENT OF COMMERCE
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):
USA Films LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other limited liability company

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

2. Name and address of receiving party(ies)
Name: Focus Features LLC
Internal Address: _____
Address: _____

Street Address: 100 Universal City Plaza
City: Universal City State: CA Zip: 91608

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other limited liability company

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 _____

Execution Date: 7/19/02

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____
2526252

B. Trademark Registration No.(s) _____
See Attached

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anne B. Nielsen
Internal Address: LRW - 6th Floor

Street Address: 100 Universal City Plaza

City: Universal City State: CA Zip: 91608

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0333

DO NOT USE THIS SPACE

9. Signature.

Anne B. Nielsen 2/24/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

02/28/2003 LMUELLER 00000215 500333 2526252
 01 FC:0521 40.00 CH
 02 FC:0522 50.00 CH

TRADEMARK
REEL: 002682 FRAME: 0088

TRADEMARK REGISTRATIONS

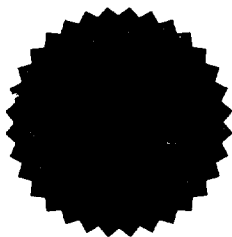
| MARK | REGISTRATION NO. |
|------------------------|-------------------------|
| USA FILMS | 2526252 |
| USA HOME ENTERTAINMENT | 2491585 |
| GRAMERCY PICTURES | 1825987 |

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "USA FILMS LLC", CHANGING ITS NAME FROM "USA FILMS LLC" TO "FOCUS FEATURES LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JULY, A.D. 2002, AT 11 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3044407 8100

020463880

AUTHENTICATION: 1893632

DATE: 07-19-02

TRADEMARK

REEL: 002682 FRAME: 0090

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF FORMATION OF
USA FILMS LLC

1. The name of the limited liability company is USA FILMS LLC.
2. Article 1 of the Certificate of Formation of the limited liability company is hereby amended to read as follows:

"1. The name of the limited liability company
is Focus Features LLC."

IN WITNESS WHEREOF, the undersigned member has executed this Certificate of Amendment this July 18, 2002.

VIVENDI UNIVERSAL ENTERTAINMENT LLLP,
Member



By: _____

Sharon S. Garcia
Secretary