

04-06-2004

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



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Universal City Studios, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other (Delaware)

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 5/1/02

2. Name and address of receiving party(ies)

Name: Universal City Studios LLC

Internal 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 Delaware 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

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

A. Trademark Application No.(s) 78/088038 78/087849

B. Trademark Registration No.(s)

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: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-0333

DO NOT USE THIS SPACE

9. Signature.

Anne B. Nielsen

Name of Person Signing

Signature

Signature

March 26, 2004

Date

Total number of pages including cover sheet, attachments, and document: 3

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

04/06/2004 SCOPER 00000024 500333 78088038

01 FC:8021 40.00 DA

04/06/2004 ECOMER 00000024 78088038

40.00 DA 25.00 DA

01 FC:8521 02 FC:8522

**CONTINUATION OF INFORMATION**

1. Name of conveying parties:

METRO-GOLDWYN-MAYER PICTURES INC.

2. Name and address of receiving parties:

METRO-GOLDWYN-MAYER PICTURES INC., located at 2500 Broadway Street, Santa Monica, California 90404, and a Delaware corporation.

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.

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:30 AM 05/01/2002  
020276930 - 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*

[218234.3]