

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 LP

- 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: 5/2/02

2. Name and address of receiving party(ies)

Name: Universal City Studios LLLP

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 limited partnership

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

March 26, 2004 Date

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

04/06/2004 ECDPPER 00000026 500333 78008038

01 FC:8521 40.00 DA 02 FC:8522 25.00 DA

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

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.

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.

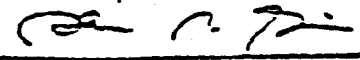
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215803.1

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

IN WITNESS WHEREOF, the undersigned has executed this Statement of Limited Liability Limited Partnership on this 14 day of May, 2002.

USI Entertainment Inc.

By: 
Name: Steven Garcia
Title: Secretary

816803.1

TRADEMARK
REEL: 002943 FRAME: 0287

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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 05/28/2002
020557337 - 0650910

Pursuant to Section 17-213(b) of the Delaware Revised Uniform Limited Partnership Act, the undersigned hereby submits this Corrected Statement of Limited Liability Limited Partnership Qualification for filing and certifies that the Statement of Limited Liability Limited Partnership Qualification, dated as of May 2, 2002, and filed with the Secretary of State of the State of Delaware as of May 2, 2002 (the "Statement of Qualification"), incorrectly states the name of the general partner.

Therefore, the Statement of Qualification in its corrected form shall read as follows:

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.

FROM CORPORATION TRUST 302-655-2480

(TUE) 5. 28' 02 16:00/ST. 15:58/NO. 4662069197 P 9

IN WITNESS WHEREOF, the undersigned has executed this Corrected
Statement of Limited Liability Limited Partnership Qualification on this 28th day of May, 2002.

USI-UCS Holdings LLC

By: 

Name: Sharon S. Garcia

Title: Secretary