

04-07-2004

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

4/2/04 RE

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 LLC

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

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

2. Name and address of receiving party(ies)

Name: Universal City Studios LP

Internal Address: \_\_\_\_\_

Street Address: 100 Universal City Plaza

City: Universal City State: CA Zip: 91608

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

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

OFFICE OF PATENT RECORDS  
FINANCIAL SECTION  
2004 APR -2 PM 2:28

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: 5/2/02

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

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

TRADEMARK

REEL: 002944 FRAME: 0577

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02 FC:0577

**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.

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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.)*

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

USI Entertainment Inc.

By:   
Name: Sherron Garner  
Title: Secretary

816803.1

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REEL: 002944 FRAME: 0580

State of Delaware  
Corrected Certificate of Conversion  
Universal City Studios LLC

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

Therefore, the Certificate of Conversion in its corrected form shall read as follows:

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]*

(827818.1)

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:30 PM 05/28/2002  
020337328 - 0630910

IN WITNESS WHEREOF, the undersigned has executed this Corrected  
Certificate of Conversion on this 28th day of May, 2002.

USI-UCS Holdings LLC

By: 

Name: Sharon S. Garcia

Title: Secretary

[C78121]