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05-18-2004

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

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

102747264

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

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other

Execution Date: 5/1/02

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark Registration No.(s) 1043129

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: 1280 - 6th Floor  
 Street Address: 100 Universal City Plaza  
 City: Universal City State: CA Zip: 91608

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
 50-0333

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 2004 MAY 17 PM 3:55

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9. Signature.  
 Anne B. Nielsen      *Signature*      May 10, 2004  
 Name of Person Signing      Signature      Date

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

05/18/2004 LMJELLER 00000014 500333 1043129  
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Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002968 FRAME: 0652

**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 [ ], 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.

*[Remainder of page intentionally left blank.]*

011234.1]

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:30 AM 05/01/2002  
070276950 - 0630910

TRADEMARK  
REEL: 002968 FRAME: 0653

*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*

[18294.1]