

08-09-2002

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To the Honorable Commissioner of

102184888

original documents or copy thereof.

1. Name of conveying party(ies):

Universal Studios Home Video, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: May 1, 2002

2. Name and address of receiving party(ies):

Name: Universal Studios Home Video 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)

B. Trademark registration No.(s)

See Attached

Additional numbers 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: _____

5

7. Total fee (37 CFR 3.41): _____ \$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0333

(Attach duplicate copy of this page if paying by deposit account)

08/08/2002 6TON1
01 FC:481
02 FC:482

00000241 500333 1297057

DO NOT USE THIS SPACE

40.00 CH
100.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anne B. Nielsen
Name of Person Signing

Signature

8/1/02
Date

Total number of pages comprising cover sheet:

9

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK

REEL: 002558 FRAME: 0144

TRADEMARK REGISTRATIONS

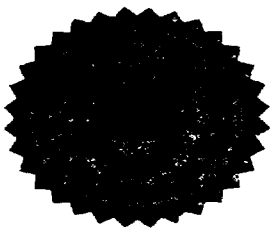
MCA HOME VIDEO	1297057
MCA HOME VIDEO & DESIGN	1315068
MCA HOME VIDEO	1314405
MCA HOME VIDEO & DESIGN	1314406
MCA VIDEOCASSETTE INC. & DESIGN	1530195

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 FORMATION OF "UNIVERSAL STUDIOS HOME VIDEO LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 2002, AT 11 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3494886 8100

AUTHENTICATION: 1720760

020236494

DATE: 04-15-02

TRADEMARK

REEL: 002558 FRAME: 0146

**CERTIFICATE OF FORMATION
OF
UNIVERSAL STUDIOS HOME VIDEO LLC**

The undersigned, an authorized person, for the purpose of forming a limited liability company under the provisions of and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

1. The name of the limited liability company (hereinafter called the "Limited Liability Company") is Universal Studios Home Video LLC.

2. The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801.

[Remainder of page intentionally left blank.]

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 04/12/2002
020236494 - 3494886

[813999.1]

TRADEMARK
REEL: 002558 FRAME: 0147

Signature Page to Certificate of Formation

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of
UNIVERSAL STUDIOS HOME VIDEO LLC, this 12th day of April, 2002.

By: 

Name: Sharon Garcia

Title: Authorized Person

Delaware

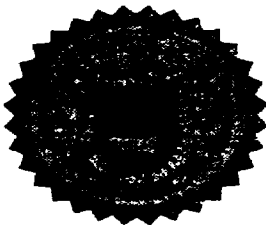
PAGE 1

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 MERGER, WHICH MERGES:

"UNIVERSAL STUDIOS HOME VIDEO, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "UNIVERSAL STUDIOS HOME VIDEO LLC" UNDER THE NAME OF "UNIVERSAL STUDIOS HOME VIDEO LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MAY, A.D. 2002, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1755077

DATE: 05-02-02

3494886 8100M

020279667

TRADEMARK
REEL: 002558 FRAME: 0149

**CERTIFICATE OF MERGER
OF
UNIVERSAL STUDIOS HOME VIDEO, INC.
INTO
UNIVERSAL STUDIOS HOME VIDEO LLC**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "**LLC Act**") and Section 1113 of the California General Corporation Law (the "**CGCL**"), the undersigned hereby submit this Certificate of Merger for filing and certify that:

1. The names and jurisdictions of formation or organization of each of the limited liability companies or other business entities which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
UNIVERSAL STUDIOS HOME VIDEO, INC.	California
UNIVERSAL STUDIOS HOME VIDEO LLC	Delaware

2. A Plan and Agreement of Merger (the "**Merger Agreement**") has been approved, adopted, certified, executed and acknowledged in accordance with the LLC Act and the CGCL by UNIVERSAL STUDIOS HOME VIDEO LLC and UNIVERSAL STUDIOS HOME VIDEO, INC.

3. UNIVERSAL STUDIOS HOME VIDEO LLC will be the surviving entity of the merger, and the name of the surviving entity of the merger will be UNIVERSAL STUDIOS HOME VIDEO LLC. The disappearing entity in the merger is UNIVERSAL STUDIOS HOME VIDEO, INC.

4. The effective date of the merger contemplated by the Merger Agreement shall be the date on which this Certificate of Merger is filed in the office of the Secretary of State of the State of Delaware.

5. The total number of outstanding shares of each class of UNIVERSAL STUDIOS HOME VIDEO, INC. entitled to vote on the merger was 1,000, and the principal terms of the Merger Agreement were unanimously approved by the sole shareholder of UNIVERSAL STUDIOS HOME VIDEO, INC.

6. UNIVERSAL STUDIOS HOME VIDEO LLC is authorized by Section 18-209 of the Delaware Limited Liability Company Act to effect the merger.

7. A copy of the Merger Agreement is on file at a place of business of the surviving limited liability company located at 100 Universal City Plaza, Universal City, CA 91608.

8. A copy of the Merger Agreement will be furnished by UNIVERSAL STUDIOS HOME VIDEO LLC, as the surviving limited liability company, on request and without cost, to any member of UNIVERSAL STUDIOS HOME VIDEO LLC or any person holding an interest in UNIVERSAL STUDIOS HOME VIDEO, INC.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 15th day of May 2002, and is being filed in accordance with Section 18-209 of the LLC Act.

UNIVERSAL STUDIOS HOME VIDEO, INC.

By: [Signature]
Name: Marc Palotay
Title: Chairman / President / Vice President

By: [Signature]
Name: Sharon Garcia
Title: Secretary / Assistant Secretary

UNIVERSAL STUDIOS HOME VIDEO LLC

By: [Signature]
Name: Sharon Garcia
Title: Authorized Person

[815320.1]
04/10/02