

Tab settings

To the Honorable Commissioner of Patents and Trademarks

Original documents or copy thereof.

1. Name of conveying party(ies):

102224848

Receiving party(ies):

Universal Television Enterprises LLC

Universal Television Enterprises LP

Name: Universal Television Enterprises LP

Internal Address:

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

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

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

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

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
- Security Agreement
- Other conversion to limited partnership/change of name
- Merger
- Change of Name

Execution Date: 5/2/02

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

A. Trademark Application No.(s)

9/16/02

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: 3

7. Total fee (37 CFR 3.41): \$ 90.00 E

- 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)

DO NOT USE THIS SPACE

00000190 500333 1127665

40.00 CH

30.00 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

Anne B. Nielsen
Signature

9/16/02
Date

Total number of pages comprising cover sheet: 6

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.

09/17/2002 6TON11

01 FC:481
02 FC:482

TRADEMARK REGISTRATIONS

| | |
|-------------------------|---------|
| DONAHUE | 1127665 |
| PHIL DONAHUE SHOW | 891753 |
| YOUNG PEOPLE'S SPECIALS | 1486498 |

**State of Delaware
Certificate of Conversion
Universal Television Enterprises LLC**

The undersigned, the general partner of Universal Television Enterprises LP, for the purpose of converting Universal Television Enterprises LLC to Universal Television Enterprises 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 Television Enterprises, Inc., a corporation formed in the state of Delaware on October 26, 1973, under the name of MCA Television Limited.
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 Television Enterprises 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 Television Enterprises LP.

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801013.1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 05/02/2002
020280649 - 0795725

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REEL: 002583 FRAME: 0593

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on this 1st day of May, 2002.

USI Entertainment Inc.

By: 

Name: Sharon Garon

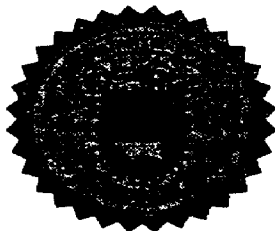
Title: Secretary

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "UNIVERSAL TELEVISION ENTERPRISES LLC" TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "UNIVERSAL TELEVISION ENTERPRISES LLC" TO "UNIVERSAL TELEVISION ENTERPRISES LP", FILED IN THIS OFFICE ON THE SECOND DAY OF MAY, A.D. 2002, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0795725 8100V

AUTHENTICATION: 1756003

020280649

DATE: 05-02-02

RECORDED: 09/16/2002

TRADEMARK

REEL: 002583 FRAME: 0595