

11-01-2002

Tab settings

To the Honorable Commissione



original documents or copy thereof.

1. Name of conveying party(ies):

102268488

10-2400

Name of receiving party(ies):

Universal Home Video LLC

Name: Universal Home Video 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 company
- Association
- Limited Partnership

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

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
- Merger
- Change of Name

Execution Date: May 3, 2002

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

A. Trademark Application No.(s)

166 1276

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: 32

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

- 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)

DO NOT USE THIS SPACE

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

10/21/02
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:

10/31/2002 LMUELLER 00000231 500333 1661276

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

01 FC:8521
02 FC:8522

40.00 CH
50.00 CH

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: 002608 FRAME: 0667

TRADEMARK REGISTRATIONS

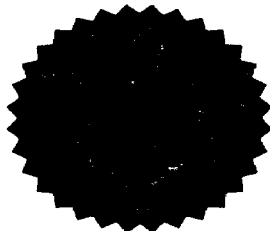
ROCK & READ	1661276
TIMMY THE TOOTH	2044045
WHERE IMAGINATION IS YOUR	2012572
PASSPORT TO ADVENTURE	

Delaware

PAGE 1

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 HOME VIDEO LLC" TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "UNIVERSAL HOME VIDEO LLC" TO "UNIVERSAL HOME VIDEO LP", FILED IN THIS OFFICE ON THE THIRD DAY OF MAY, A.D. 2002, AT 1 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3494852 8100V

020285161

AUTHENTICATION: 1759278

DATE: 05-03-02

TRADEMARK
REEL: 002608 FRAME: 0669

**State of Delaware
Certificate of Conversion
Universal Home Video LLC**

The undersigned, the general partner of Universal Home Video LP, for the purpose of converting Universal Home Video LLC to Universal Home Video 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 April 12, 2002;
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 Home Video 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 Home Video LP.

[Remainder of page intentionally left blank.]

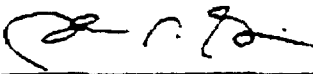
815803.1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 05/03/2002
020285161 - 3494852

TRADEMARK
REEL: 002608 FRAME: 0670

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on this 20 day of May, 2002.

USI Entertainment Inc.

By: 
Name: Sharon Garcia
Title: Secretary



ANNE B. NIELSEN

VICE PRESIDENT - SENIOR TRADEMARK COUNSEL

October 21, 2002

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

Re: Recordation of Change of Name of
Universal Home Video LLC to
Universal Home Video LP

Madam:

Enclosed for recordation is a Cover Sheet, together with a certified photocopy of the Certificate of Conversion and Name Change. Please charge the Ninety Dollars (\$90.00) to Deposit Account No. 50-0333. A duplicate of the Cover Sheet is enclosed for accounting purposes.

Very truly yours,


Anne B. Nielsen

Enclosures

UNIVERSAL STUDIOS

100 UNIVERSAL CITY PLAZA UNIVERSAL CITY CA 91608 TEL 818 777 6447 FAX 818 866 1426

E-MAIL anne.nielsen@unistudios.com

www.universalstudios.com

RECORDED: 10/28/2002

**TRADEMARK
REEL: 002608 FRAME: 0672**