

12-03-2002

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



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

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

- SEE ATTACHED 11-25-02
- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 5/1/02

2. Name and address of receiving party(ies)

Name: SEE ATTACHED

Internal Address: _____

Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____

see attached

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: 11

7. Total fee (37 CFR 3.41).....\$ 290.00

- Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

50-0333

FINANCE SECTION
NOV 14 2002
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DO NOT USE THIS SPACE

9. Signature.

Anne B. Nielsen
Name of Person Signing

Signature

11/20/02
Date

Total number of pages including cover sheet, attachments, and document: 5

12/02/2002 DIAZ1 00000195 500333 1447438

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

01 FC:8521 40.00 CH
02 FC:8522 250.00 CH

TRADEMARK
REEL: 002626 FRAME: 0273

CONTINUATION OF INFORMATION

1. Name of conveying parties:

UNIVERSAL/U-DRIVE Joint Venture, a California joint venture, comprised of UNIVERSAL CITY STUDIOS, INC., a Delaware corporation, and U-DRIVE PRODUCTIONS, INC., a California corporation.

2. Name and address of receiving parties:

UNIVERSAL/U-DRIVE Joint Venture, a California joint venture, located at 100 Universal City Plaza, Universal City, California 91608, and comprised of UNIVERSAL CITY STUDIOS LLC, a Delaware limited liability company, and U-DRIVE PRODUCTIONS, INC., a California corporation.

Trademark	Reg No	Status
AN AMERICAN TAIL	1447438	REGISTERED
AN AMERICAN TAIL	1445164	REGISTERED
AN AMERICAN TAIL	1446583	REGISTERED
AN AMERICAN TAIL	1527080	REGISTERED
BACK TO THE FUTURE	1602523	REGISTERED
BACK TO THE FUTURE	1678140	REGISTERED
BACK TO THE FUTURE & DESIGN	1541678	REGISTERED
BACK TO THE FUTURE GIFTS	1647109	REGISTERED
BACK TO THE FUTURE THE RIDE	2130784	REGISTERED
FIEVEL'S PLAYLAND	1678863	REGISTERED
BACK TO THE FUTURE	2128935	REGISTERED

**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 1, 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.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 05/01/2002
020276950 - 0630910

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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*

[818234.1]