

05-16-2003



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

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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

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

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

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

Internal 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 [X] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [X] Yes [] No

OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS FINANCE SECTION MAY 14 2003

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) 2334564

An American Tail

Additional number(s) attached [] Yes [X] 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

DO NOT USE THIS SPACE

9. Signature.

Anne B. Nielsen Name of Person Signing

[Signature] Signature

5/ /03 Date

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

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

TRADEMARK REEL: 002735 FRAME: 0531

CONTINUATION OF INFORMATION

1. Name of conveying parties:

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

2. Name and address of receiving parties:

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

State of Delaware
Statement of
Limited Liability Limited Partnership Qualification
of
Universal City Studios LP

The undersigned, the general partner of Universal City Studios LP, for the purpose of qualifying the limited partnership as a limited liability limited partnership, 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 name of the limited partnership is Universal City Studios LP (hereinafter called the "Partnership");
2. The address of the Partnership's principal office is 100 Universal City Plaza, Universal City, CA 91608;
3. The Partnership's principal office is not located in the State of Delaware. The address of the registered office and the name and the address of the registered agent for service of process in the State of Delaware which the Partnership is required to maintain are as follows:

The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801;

4. The number of partners of the Partnership is two;
5. The Partnership elects to be a limited liability limited partnership;
6. The name of the Partnership shall be Universal City Studios LLLP; and
7. The effective date of this statement of qualification shall be May 2, 2002.

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816803.1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 05/02/2002
020280621 - 0630910

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IN WITNESS WHEREOF, the undersigned has executed this Statement of Limited Liability Limited Partnership on this Friday day of May, 2002.

USI Entertainment Inc.

By: 

Name: Sham Garcia

Title: Secretary

816802.1

RECORDED: 05/14/2003

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