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05-18-2004

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102747374

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

<p>1. Name of conveying party(ies):</p> <p>Universal City Studios LP</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other (Delaware)</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Universal City Studios LLLP</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>100 Universal City Plaza</u></p> <p>City: <u>Universal City</u> State: <u>CA</u> Zip: <u>91608</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State <u>Delaware</u> <input checked="" type="checkbox"/> Other <u>limited liability limited partnership</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>5/2/02</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) <u>1043129</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Anne B. Nielsen</u></p> <p>Internal Address: <u>1280 - 6th Floor</u></p> <p>Street Address: <u>100 Universal City Plaza</u></p> <p>City: <u>Universal City</u> State: <u>CA</u> Zip: <u>91608</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>50-0333</u></p>
DO NOT USE THIS SPACE	
<p>9. Signature.</p> <p><u>Anne B. Nielsen</u> <u>[Signature]</u> <u>May 10, 2004</u></p> <p>Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: <u>6</u></p>	

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

TRADEMARK
REEL: 002969 FRAME: 0213

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

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

USI Entertainment Inc.

By: 
Name: Sharon Garcia
Title: Secretary

816603.1

TRADEMARK
REEL: 002969 FRAME: 0215

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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 05/28/2002
020357337 - 0630910

Pursuant to Section 17-213(b) of the Delaware Revised Uniform Limited Partnership Act, the undersigned hereby submits this Corrected Statement of Limited Liability Limited Partnership Qualification for filing and certifies that the Statement of Limited Liability Limited Partnership Qualification, dated as of May 2, 2002, and filed with the Secretary of State of the State of Delaware as of May 2, 2002 (the "Statement of Qualification"), incorrectly states the name of the general partner.

Therefore, the Statement of Qualification in its corrected form shall read as follows:

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:

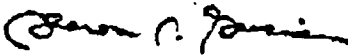
1. The name of the limited partnership is Universal City Studios LP (hereinafter called the "Partnership");
2. The address of the Partnership's principal office is 100 Universal City Plaza, Universal City, CA 91608;
3. The Partnership's principal office is not located in the State of Delaware. The address 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.

IN WITNESS WHEREOF, the undersigned has executed this Corrected
Statement of Limited Liability Limited Partnership Qualification on this 28th day of May, 2002.

USI-UCS Holdings LLC

By: 
Name: Sharon S. Garcia
Title: Secretary