



102299581

To the Honorable Commissioner of Patents and Trademarks, original documents or copy thereof

1. Name of conveying party(ies):

SEE ATTACHED

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

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 5/2/02

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

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

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

12/02/2002 TDIRZ1 00000196 500333 1447438

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

CONTINUATION OF INFORMATION

1. Name of conveying parties:

UNIVERSAL/U-DRIVE Joint Venture, a California joint venture, comprised of UNIVERSAL CITY STUDIOS LLC, a Delaware limited liability company, 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 LP, a Delaware limited partnership, 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

**State of Delaware
Certificate of Conversion
Universal City Studios LLC**

The undersigned, the general partner of Universal City Studios LP, for the purpose of converting Universal City Studios LLC to Universal City Studios 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 City Studios, Inc., a corporation formed in the state of Delaware on September 29, 1965;
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 City Studios 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 City Studios LP.

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**STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 05/02/2002
020280616 - 0630910**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Conversion on this 2nd day of May, 2002.

USI Entertainment Inc.

By: 
Name: Sherron Garcia
Title: Secretary

816803.1

RECORDED: 11/25/2002

TRADEMARK
REEL: 002625 FRAME: 0656