

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/31/2005 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------------------------------|----------|----------------|-----------------------|
| MOVIE GALLERY ASSET MANAGEMENT, INC. | | 12/31/2005 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|------------------------|
| Name: | MOVIE GALLERY US, INC. |
| Street Address: | 900 WEST MAIN STREET |
| City: | DOTHAN |
| State/Country: | ALABAMA |
| Postal Code: | 36301 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 28

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------|
| Registration Number: | 1432368 | MOVIE GALLERY |
| Registration Number: | 1798262 | MOVIE GALLERY |
| Registration Number: | 1665300 | VIDEO CONNECTION |
| Registration Number: | 1665301 | THE VIDEO CONNECTION |
| Registration Number: | 1683279 | VIDEO CONNECTION |
| Registration Number: | 1893385 | THE PLAYERS EDGE |
| Registration Number: | 2230693 | HERE. NOW. GUARANTEED. |
| Registration Number: | 2433463 | MOVIEGALLERY.COM |
| Registration Number: | 2440747 | MOVIEGALLERY.COM |
| Registration Number: | 2518769 | MOVIE GALLERY |
| Registration Number: | 2714013 | SUN AND SOUL |
| Registration Number: | 2687083 | SUN AND SOUL |

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|----------------------|----------|----------------------------|
| Registration Number: | 1927616 | GAME ZONE |
| Registration Number: | 2558734 | SILVER SCREEN CLUB |
| Registration Number: | 2555865 | NC-55 NO CHILDREN UNDER 55 |
| Registration Number: | 1663728 | VIDEO UPDATE |
| Registration Number: | 1654006 | VIDEO UPDATE |
| Registration Number: | 1654603 | VIDEO UPDATE |
| Registration Number: | 2383834 | VIDEO UPDATE |
| Registration Number: | 2741706 | SUN AND SOUL |
| Registration Number: | 2944625 | GAMEAPALOOZA |
| Registration Number: | 2922155 | GAME ZONE |
| Registration Number: | 2929469 | MOVIE GALLERY FAST FOWARD |
| Registration Number: | 3039640 | PLAY ON PROMISE |
| Serial Number: | 76472859 | PLAY ON |
| Serial Number: | 76621228 | PLAY.NOW.GUARANTEED. |
| Serial Number: | 76626166 | GUARANTEED PRE-PLAYED |
| Serial Number: | 76622289 | QUIET TIME GUARANTEED |

CORRESPONDENCE DATA

Fax Number: (703)836-5288
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (703) 684-5600
Email: jim@sagllp.com
Correspondent Name: JAMES E. SHLESINGER
Address Line 1: 1420 KING STREET, SUITE 600
Address Line 4: ALEXANDRIA, VIRGINIA 22314

| | |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | T13A2006 |
| NAME OF SUBMITTER: | JAMES E. SHLESINGER |
| Signature: | /JES/ |
| Date: | 01/24/2006 |

Total Attachments: 2
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Delaware

PAGE 1

The First State

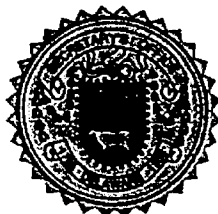
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MOVIE GALLERY ASSET MANAGEMENT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MOVIE GALLERY US, INC." UNDER THE NAME OF "MOVIE GALLERY US, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2005, AT 4:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2391754 8100M

051062579

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4406762

DATE: 12-28-05

TRADEMARK
REEL: 003232 FRAME: 0517

SCHEDULE

| <u>MARK</u> | <u>REG. NO.</u> | <u>DATE</u> |
|-------------------------------------|------------------------|--------------------|
| MOVIE GALLERY & DESIGN | 1,432,368 | 03/10/87 |
| MOVIE GALLERY | 1,798,262 | 10/12/93 |
| VIDEO CONNECTION & DESIGN | 1,665,300 | 11/19/91 |
| THE VIDEO CONNECTION | 1,665,301 | 11/19/91 |
| VIDEO CONNECTION | 1,683,279 | 04/14/92 |
| THE PLAYERS EDGE & DESIGN | 1,893,385 | 05/09/95 |
| HERE.NOW.GUARANTEED. | 2,230,693 | 03/09/99 |
| MOVIEGALLERY.COM | 2,433,463 | 03/06/01 |
| MOVIEGALLERY.COM & DESIGN | 2,440,747 | 04/03/01 |
| MOVIEGALLERY & DESIGN | 2,518,769 | 12/11/01 |
| SUN AND SOUL | 2,714,013 | 05/06/03 |
| SUN AND SOUL & DESIGN | 2,687,083 | 02/11/03 |
| GAME ZONE | 1,927,616 | 10/17/95 |
| SILVER SCREEN CLUB | 2,558,734 | 04/09/02 |
| NC-55 NO CHILDREN UNDER 55 & DESIGN | 2,555,865 | 04/02/02 |
| VIDEO UPDATE | 1,663,728 | 11/5/91 |
| VIDEO UPDATE & DESIGN | 1,654,006 | 08/13/91 |
| VIDEO UPDATE (STYLIZED) | 1,654,603 | 08/20/91 |
| VIDEO UPDATE & DESIGN | 2,383,834 | 09/05/00 |
| SUN AND SOUL | 2,741,706 | 07/29/03 |
| GAMEAPALOOZA | 2,944,625 | 04/26/05 |
| GAME ZONE & DESIGN | 2,922,155 | 02/01/05 |
| MOVIE GALLERY FAST FORWARD & DESIGN | 2,929,469 | 03/01/05 |
| PLAY ON PROMISE | 3,039,640 | 01/10/06 |

| <u>MARK</u> | <u>SER. NO.</u> | <u>DATE</u> |
|--------------------------------|------------------------|--------------------|
| PLAY ON | 76/472,859 | 11/27/02 |
| PLAY.NOW.GUARANTEED. | 76/621,228 | 11/17/04 |
| GUARANTEED PRE-PLAYED & DESIGN | 76/626,166 | 12/28/04 |
| QUIET TIME GUARANTEED | 76/622,289 | 11/24/04 |