

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HOLLYWOOD MANAGEMENT COMPANY		12/31/2005	CORPORATION: OREGON

RECEIVING PARTY DATA

Name:	HOLLYWOOD ENTERTAINMENT CORPORATION
Street Address:	9275 SW PEYTON LANE
City:	WILSONVILLE
State/Country:	OREGON
Postal Code:	97070
Entity Type:	CORPORATION: OREGON

PROPERTY NUMBERS Total: 48

Property Type	Number	Word Mark
Registration Number:	1814123	HOLLYWOOD VIDEO SUPERSTORE
Registration Number:	1848749	HOLLYWOOD VIDEO
Registration Number:	1935822	HOLLYWOOD ENTERTAINMENT
Registration Number:	2117639	HOLLYWOOD VIDEO
Registration Number:	2178864	GAME CRAZY
Registration Number:	2191673	HOLLYWOOD ENTERTAINMENT
Registration Number:	2191674	HOLLYWOOD VIDEO
Registration Number:	2387202	HOLLYWOOD VIDEO & GAMES
Registration Number:	2456663	HOLLYWOOD GAMES
Registration Number:	2511500	HOLLYWOOD GAMES
Registration Number:	2511988	GIVE THE GIFT OF HOLLYWOOD VIDEO
Registration Number:	2544383	HOLLYWOOD

CH \$1215.00 1814123

Registration Number:	2664074	HOLLYWOOD VIDEO CELEBRITY STATUS
Registration Number:	2719664	REEL.COM
Registration Number:	2745647	HOLLYWOOD SATELLITE TV
Registration Number:	2782153	WELCOME TO HOLLYWOOD
Registration Number:	2801257	HOLLYWOOD FILM LIBRARY
Registration Number:	2807642	BRING HOLLYWOOD HOME FOR THE HOLIDAYS
Registration Number:	2808905	HOLLYWOODVIDEO.COM
Registration Number:	2835677	WELCOME TO HOLLYWOOD
Registration Number:	2839733	GAME CRAZY X
Registration Number:	2854829	HOLLYWOOD DVD
Registration Number:	2894030	MOVIE ANATOMY
Registration Number:	2911790	GAME CAGE
Registration Number:	2913965	HOLLYWOOD ACCESS PASS
Registration Number:	2916984	GAME CAGE
Registration Number:	2944768	WE ARE HOLLYWOOD. WE ARE ENTERTAINMENT.
Registration Number:	2978209	HOLLYWOOD VIDEO
Registration Number:	3028271	G C
Registration Number:	3041166	WE UNDERSTAND.
Registration Number:	2413252	MOVIE MATCHES
Registration Number:	2793461	GO HOLLYWOOD FOR THE HOLIDAYS
Registration Number:	2293593	MOVIEMAP
Registration Number:	2412735	THE ANATOMY OF A MOVIE
Serial Number:	78497231	
Serial Number:	78610912	GAME VAULT
Serial Number:	78548151	HOLLYWOOD ON DEMAND
Serial Number:	78517619	MOVIE VALUE PASS MVP
Serial Number:	78517608	MVP
Serial Number:	78506396	MOVIE VALUE PASS MVP
Serial Number:	78506383	MVP
Serial Number:	78499329	GAME CRAZY
Serial Number:	78497243	ASYLUM
Serial Number:	78300397	HOLLYWOOD VIDEO ACCESS PASS
Serial Number:	76484306	GAMECRAZY X
Serial Number:	75673188	INTERNETHOLLYWOOD.NET
Serial Number:	75673186	INTERNET HOLLYWOOD

Serial Number:

78626102

HOLLYWOOD MOVIE OUTLET

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:

T16

NAME OF SUBMITTER:

JAMES E. SHLESINGER

Signature:

/JES/

Date:

02/07/2006

Total Attachments: 5

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Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.filinginoregon.com

COUNTER
OR

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document	Filed On		
ARTICLES OF MERGER	12/30/2005		
Name of Survivor	Reg. No.	Type	Juris
HOLLYWOOD ENTERTAINMENT CORPORATION	118127-81	DOM BUS CORP	OR
Name(s) of Non Survivor(s)	Reg. No.	Type	Juris
HOLLYWOOD MANAGEMENT COMPANY	611057-80	DOM BUS CORP	OR

CATSTA
ACK_M-S
12/30/2005

TRADEMARK
REEL: 003242 FRAME: 0118



Phone: (503) 386-2200
 Fax: (503) 378-4381

Articles of Merger

Secretary of State
 Corporation Division
 255 Capitol St. NE, Suite 151
 Salem, OR 97310-1327
 FilingInOregon.com

Check the appropriate box below:

- MULTIENTITY MERGER
 (Complete only 1, 2, 3, 4, 10, 11)
 FOR PARENT AND 90% OWNED SUBSIDIARY
 WITHOUT SHAREHOLDER APPROVAL
 (Complete only 5, 6, 7, 8, 9, 10, 11)

FILED

DEC 30 2005

OREGON
 SECRETARY OF STATE
 For office use only

SURVIVOR
 REGISTRY NUMBER: 118127-81

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
 We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

NAME	TYPE	REGISTRY NUMBER

2) NAME AND TYPE OF THE SURVIVING ENTITY

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED. See ORS 60.481(2)

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.

A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION Hollywood Entertainment Corporation

Oregon Registry Number 118127-81

6) NAME OF SUBSIDIARY CORPORATION Hollywood Management Company

Oregon Registry Number 611057-80

7) NAME OF SURVIVING CORPORATION Hollywood Entertainment Corporation

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ Date

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Signature

Printed Name

S. Page Todd

Title

Executive Vice President

11) CONTACT NAME (To resolve questions with this filing.)

Heather M. Bradshaw

DAYTIME PHONE NUMBER (Include area code.)

334-677-2108, ext: 22724

FEES

Required Processing Fee \$50 - Confirmation Copy (Optional) \$5
 Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

PLAN OF MERGER
OF
HOLLYWOOD MANAGEMENT COMPANY
WITH AND INTO
HOLLYWOOD ENTERTAINMENT CORPORATION

This Plan of Merger made and entered into this 21st day of December, 2005, provides for the merger of Hollywood Management Company an Oregon corporation ("HMC") with and into Hollywood Entertainment Corporation, an Oregon corporation ("HEC").

1. HEC, which is a business corporation of the State of Oregon and is the owner of all of the outstanding shares of HMC, which is also a business corporation of the State of Oregon, hereby merges HMC into HEC pursuant to the provisions of the Oregon Business Corporation Act.

2. The separate existence of HMC shall cease at the effective time and date of the merger pursuant to the provisions of the Oregon Business Corporation Act; and HEC shall continue its existence as the surviving corporation pursuant to the provisions of the Oregon Business Corporation Act.

3. The issued shares of HMC shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

4. The Board of Directors and the proper officers of HMC and HEC are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

5. The merger shall be effective on December 31, 2005.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their respective duly authorized officers all as of the date first written above.

Hollywood Entertainment Corporation



Name: S. Page Todd

Title: Executive Vice President and Secretary

Hollywood Management Company



Name: S. Page Todd

Title: Executive Vice President and Secretary

OR SC D-PLAN OF MERGER S-P D-D 10/98 (ORDSINDP)

TRADEMARK
REEL: 003242 FRAME: 0120

SCHEDULE

<u>MARK</u>	<u>REG. NO.</u>	<u>DATE</u>
HOLLYWOOD VIDEO SUPERSTORE	1,814,123	12/28/93
HOLLYWOOD VIDEO	1,848,749	08/09/94
HOLLYWOOD ENTERTAINMENT	1,935,822	11/14/95
HOLLYWOOD VIDEO & DESIGN	2,117,639	12/02/97
GAME CRAZY	2,178,864	08/04/98
HOLLYWOOD ENTERTAINMENT & DESIGN	2,191,673	09/29/98
HOLLYWOOD VIDEO & DESIGN	2,191,674	09/29/98
HOLLYWOOD VIDEO & GAMES	2,387,202	09/19/00
HOLLYWOOD GAMES	2,456,663	06/05/01
HOLLYWOOD GAMES & DESIGN	2,511,500	11/27/01
GIVE THE GIFT OF HOLLYWOOD VIDEO	2,511,988	11/27/01
HOLLYWOOD & DESIGN	2,544,383	03/05/02
HOLLYWOOD VIDEO CELEBRITY STATUS	2,664,074	12/17/02
REEL.COM	2,719,664	05/27/03
HOLLYWOOD SATELLITE TV (STYLIZED)	2,745,647	08/05/03
WELCOME TO HOLLYWOOD	2,782,153	11/11/03
HOLLYWOOD FILM LIBRARY	2,801,257	12/30/03
BRING HOLLYWOOD HOME FOR THE HOLIDAYS	2,807,642	01/27/04
HOLLYWOODVIDEO.COM	2,808,905	01/27/04
WELCOME TO HOLLYWOOD	2,835,677	04/27/04
GAMECRAZY & DESIGN	2,839,733	05/11/04
HOLLYWOOD DVD	2,854,829	06/15/04
MOVIE ANATOMY	2,894,030	10/19/04
GAME CAGE	2,911,790	12/14/04
HOLLYWOOD ACCESS PASS	2,913,965	12/21/04
GAMECAGE & DESIGN	2,916,984	01/11/05
WE ARE HOLLYWOOD. WE ARE ENTERTAINMENT.	2,944,768	04/26/05
HOLLYWOOD VIDEO & DESIGN	2,978,209	07/26/05
G C & DESIGN	3,028,271	12/13/05
WE UNDERSTAND.	3,041,166	01/10/06
MOVIE MATCHES	2,413,252	12/12/00
GO HOLLYWOOD FOR THE HOLIDAYS	2,793,461	12/16/03
MOVIE MAP	2,293,593	11/16/99
THE ANATOMY OF A MOVIE	2,412,735	12/12/00

<u>MARK</u>	<u>SER. NO.</u>	<u>DATE</u>
DESIGN	78/497,231	10/08/04
GAME VAULT	78/610,912	04/18/05
HOLLYWOOD ON DEMAND	78/548,151	01/14/05
MOVIE VALUE PASS MVP & DESIGN	78/517,619	11/16/04

<u>MARK</u>	<u>SER. NO.</u>	<u>DATE</u>
MVP	78/517,608	11/16/04
MOVIE VALUE PASS MVP & DESIGN	78/506,396	10/26/04
MVP	78/506,383	10/26/04
GAME CRAZY	78/499,329	10/13/04
ASYLUM	78/497,243	10/08/04
HOLLYWOOD VIDEO ACCESS PASS	78/300,397	09/15/03
GAMECRAZY & DESIGN	76/484,306	01/23/03
INTERNETHOLLYWOOD.NET	75/673,188	04/01/99
INTERNET HOLLYWOOD	75/673,186	04/01/99
HOLLYWOOD MOVIE OUTLET	78/626,102	05/09/05