

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Collateral Agent Appointment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CapitalSource Finance LLC		10/10/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	625 Marquette Avenue
Internal Address:	MAC N9311-110
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55479
Entity Type:	National Association:

PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
Registration Number:	2801257	HOLLYWOOD FILM LIBRARY
Registration Number:	2412735	THE ANATOMY OF A MOVIE
Registration Number:	2807642	BRING HOLLYWOOD HOME FOR THE HOLIDAYS
Registration Number:	2911790	GAME CAGE
Registration Number:	2916984	GAME CAGE
Registration Number:	2178864	GAME CRAZY
Registration Number:	2839733	GAME CRAZY X
Registration Number:	3028271	G C
Registration Number:	2511988	GIVE THE GIFT OF HOLLYWOOD VIDEO
Registration Number:	2793461	GO HOLLYWOOD FOR THE HOLIDAYS
Registration Number:	2544383	HOLLYWOOD
Registration Number:	2913965	HOLLYWOOD ACCESS PASS
Registration Number:	1935822	HOLLYWOOD ENTERTAINMENT

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Registration Number:	2191673	HOLLYWOOD ENTERTAINMENT
Registration Number:	2456663	HOLLYWOOD GAMES
Registration Number:	2511500	HOLLYWOOD GAMES
Registration Number:	2745647	HOLLYWOOD SATELLITE TV
Registration Number:	1848749	HOLLYWOOD VIDEO
Registration Number:	2387202	HOLLYWOOD VIDEO & GAMES
Registration Number:	2191674	HOLLYWOOD VIDEO
Registration Number:	2117639	HOLLYWOOD VIDEO
Registration Number:	2978209	HOLLYWOOD VIDEO
Registration Number:	2664074	HOLLYWOOD VIDEO CELEBRITY STATUS
Registration Number:	1814123	HOLLYWOOD VIDEO SUPERSTORE
Registration Number:	2808905	HOLLYWOODVIDEO.COM
Registration Number:	2894030	MOVIE ANATOMY
Registration Number:	2413252	MOVIE MATCHES
Registration Number:	2263412	REEL
Registration Number:	2719664	REEL.COM
Registration Number:	2429143	REEL.COM
Registration Number:	2782153	WELCOME TO HOLLYWOOD
Registration Number:	2835677	WELCOME TO HOLLYWOOD
Registration Number:	2944768	WE ARE HOLLYWOOD. WE ARE ENTERTAINMENT.
Registration Number:	3041166	WE UNDERSTAND.
Registration Number:	3131954	MVP
Registration Number:	3131955	MOVIE VALUE PASS MVP
Registration Number:	2854829	HOLLYWOOD DVD
Serial Number:	78499329	GAME CRAZY
Serial Number:	78610912	GAME VAULT
Serial Number:	78626102	HOLLYWOOD MOVIE OUTLET
Serial Number:	78548151	HOLLYWOOD ON DEMAND
Serial Number:	78517619	MOVIE VALUE PASS MVP
Serial Number:	78517608	MVP

CORRESPONDENCE DATA

Fax Number: (212)822-5423

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-530-5000

Email: jnici@milbank.com

TRADEMARK
REEL: 003637 FRAME: 0930

Correspondent Name: Milbank, Tweed, Hadley & McCloy LLP
Address Line 1: One Chase Manhattan Plaza
Address Line 2: Rm. 4640
Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	39481-00000
NAME OF SUBMITTER:	Janis Nici
Signature:	/janis nici/
Date:	10/11/2007

Total Attachments: 7

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COLLATERAL AGENT APPOINTMENT

WHEREAS, HOLLYWOOD ENTERTAINMENT CORPORATION, with its principal place of business at 900 West Main Street, Dothan, AL 36301 (hereinafter "Grantor"), granted a security interest in the trademarks (hereinafter "the Marks") listed in the attached Exhibit A to CapitalSource Finance LLC, with its principal place of business at 4445 Willard Avenue, Twelfth Floor, Chevy Chase, MD 20815, (hereinafter "Grantee"), as Collateral Agent under that certain Trademark Security Agreement between Grantor and Grantee, dated as of March 8, 2007 (the "Security Agreement"), which security interest was recorded in the United States Patent and Trademark Office on July 12, 2007 at 3579/0436.

WHEREAS, Grantee has been succeeded by Wells Fargo Bank, National Association, with its principal place of business at MAC N9311-110, 625 Marquette Avenue, Minneapolis, MN 55479 (hereinafter "Transferee"), as Collateral Agent under the Security Agreement, pursuant to (i) the Administrative Agent and Collateral Agent Appointment and (ii) the Successor Agent Agreement appointing Transferee as the new Collateral Agent.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantee hereby confirms that Transferee as newly appointed collateral Agent holds all right, title and interest in the security interest in the collateral granted under the Security Agreement including, but not limited to, the security interest in the Marks.

This Appointment may be executed in any number of counterparts, all of which shall constitute one and the same instrument.

[Signature on the Following Page.]

GRANTEE

Dated: 10/10/07

By: Joanne Fungaroli
Name: Joanne Fungaroli
Title: Authorized Signatory

TRANSFEREE

Dated: _____

By: _____
Name:
Title:

GRANTEE

Dated: _____

By: _____

Name:

Title:

TRANSFeree

Dated: 10/10/07

By: _____

Name: JEFFERY ROSE

Title: Vice President

Exhibit A

[Attached]

HOLLYWOOD ENTERTAINMENT CORPORATION

U.S. Registered Trademarks

Trademark	Registration No.	Registration Date
HOLLYWOOD	2854829	15-Jun-04
HOLLYWOOD FILM LIBRARY	2801257	30-Dec-03
THE ANATOMY OF A MOVIE	2412735	12-Dec-00
VIDEO WATCH	N/A	11-Jun-97
BRING HOLLYWOOD HOME FOR THE HOLIDAYS	2807642	27-Jan-04
GAME CAGE	2911790	14-Dec-04
GAME CAGE (and Design)	2916984	11-Jan-05
GAME CRAZY	2178864	04-Aug-98
GAME CRAZY X (and Design)	2839733	11-May-04
GAME CRAZY X (and Design)	3028271	13-Dec-05
GIVE THE GIFT OF HOLLYWOOD VIDEO	2511988	27-Nov-01
GO HOLLYWOOD FOR THE HOLIDAYS	2793461	16-Dec-03
HOLLYWOOD (and Design)	2544383	05-Mar-02
HOLLYWOOD ACCESS PASS	2913965	21-Dec-04
HOLLYWOOD ENTERTAINMENT	1935822	14-Nov-95
HOLLYWOOD ENTERTAINMENT (and Design)	2191673	29-Sep-98
HOLLYWOOD GAMES	2456663	05-Jun-01
HOLLYWOOD GAMES (and Design)	2511500	27-Nov-01
HOLLYWOOD SATELLITE TV (Design)	2745647	5-Aug-03
HOLLYWOOD VIDEO	1848749	09-Aug-94
HOLLYWOOD VIDEO & GAMES	2387202	19-Sep-00
HOLLYWOOD VIDEO (and Design)	2191674	29-Sep-98
HOLLYWOOD VIDEO (and Design)	2117639	02-Dec-97
HOLLYWOOD VIDEO (and Contoured Mountain Design)	2978209	26-Jul-05
HOLLYWOOD VIDEO CELEBRITY STATUS	2664074	17-Dec-02
HOLLYWOOD VIDEO	1814123	28-Dec-93

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SUPERSTORE		
HOLLYWOODVIDEO.COM	2808905	27-Jan-04
MOVIE ANATOMY	2894030	19-Oct-04
MOVIE MATCHES	2413252	12-Dec-00
REEL	2263412	20-Jul-99
REEL.COM	2719664	27-May-03
REEL.COM (and Design)	2429143	20-Feb-01
WELCOME TO HOLLYWOOD	2782153	11-Nov-03
WELCOME TO HOLLYWOOD	2835677	27-Apr-04
WE ARE HOLLYWOOD. WE ARE ENTERTAINMENT.	2944768	26-Apr-05
we understand.	3041166	10-Jan-06
MVP	3131954	22-Aug-06
HOLLYWOOD VIDEO ACCESS PASS	2913965	21-Dec-04
MOVIE VALUE Pass MVP	3131955	22-Aug-06
G C	3028271	13-Dec-05
HOLLYWOOD DVD	2854829	15-Jun-04

Pending U.S. Trademark Applications

<u>Country</u>	<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
U.S.	GAME CRAZY	78499329	10/13/04
U.S.	GAME VAULT	78610912	04/18/05
U.S.	HOLLYWOOD MOVIE OUTLET	78626102	05/09/05
U.S.	HOLLYWOOD ON DEMAND	78548151	01/14/05
U.S.	MOVIE VALUE PASS MVP	78517619	11/16/04
U.S.	MVP	78517608	11/16/04

Registered State Trademarks

<u>State</u>	<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
WASHINGTON	HOLLYWOOD VIDEO	20864	16-Sep-91

Trademark Licenses

Hollywood Entertainment Corporation licenses its trademarks and trade names to Boards, Inc. under a License Agreement, effective January 25, 2001, among itself, Hollywood Management Company and Boards, Inc.

Pursuant to a License Agreement and related Settlement Agreement, each dated May 8, 2003, by and between Hollywood Entertainment Corporation, Hollywood Management Company and Hollywood Systems, Inc., Hollywood Entertainment Corporation granted to Systems an exclusive, transferable and royalty free license to use certain variations of the "HOLLYWOOD" mark in a limited region, in settlement of allegations made by the HEC that Systems was infringing on its trademarks.

License Agreement, dated March 1, 1999, by and between Hollywood Chamber of Commerce and Hollywood Entertainment Corporation.

Hollywood Entertainment Corporation licenses limited rights to use and display its trade names and trademarks in the ordinary course of business in advertising and promotional agreements.

Hollywood Entertainment Corporation has an agreement with a Kiosk vendor to use its trade names and trademarks on two DVD Kiosk machines.