

12-02-1998

FORM PTO-1594  
1-31-92

HEET

U.S. DEPARTMENT OF COMMERCE  
Patents and Trademark Office

To the Honorable Commissioner of Patents

100912298

attached original documents or copy thereof.

1. Name of conveying party(ies):  
Reel.com, Inc.☐ Individual(s)☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation-State: Delaware☐ Other:Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment☒ Merger☐ Security Agreement☐ Change of Name☐ Other:

Execution Date: October 1, 1998

2. Name and address of receiving party(ies):

Name: Hollywood Entertainment Corporation

Internal Address:

Street Address: 9275 SW Peyton Lane

City: Wilsonville State: Oregon ZIP: 97070

☐ Individual(s) citizenship:☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation-State: Oregon☐ Other:If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s).

A. Trademark Application No.(s) 75/458649

B. Trademark Registration No.(s)

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark A. Steiner  
TOWNSEND and TOWNSEND and CREW LLP  
Two Embarcadero Center, 8th Floor  
San Francisco, California 94111-3834  
(415) 576-0200

6. Total number of applications and registrations involved: 15

7. Total fee (37 CFR 3.41):..... \$ 390.00

☐ Enclosed ☒ Charge Fees to Deposit Account☒ Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account

8. Deposit account number: 20-1430

11/30/1998 SBURNS 00000002 201430 75458649

01 FC:481 40.00 CH  
02 FC:482 350.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Mark A. Steiner

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 7

10. Change Correspondence Address to that of Part 5? ☒ Yes ☐ No

OMB No. 0651-0011 (exp. 4/94)

Mail documents to be recorded with required cover sheet information to:

Do not detach this portion

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231TRADEMARK  
REEL: 1821 FRAME: 0452

1. Additional name(s) of conveying party(ies):  
(Continued from Page 1)

2. Additional name(s) and address(es) of receiving party(ies):  
(Continued from Page 1)

4. Additional application number(s) or registration number(s):  
(Continued from Page 1)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/275604  
75/220270  
75/185892  
75/190262  
75/185891  
75/275620  
75/485798  
75/547842  
75/546866  
75/536746  
75/550180  
75/550260  
75/564576  
75/564393

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ARTICLES OF MERGER  
OF  
HOLLYWOOD ENTERTAINMENT CORPORATION  
WITH  
REEL.COM, INC.,

FILED  
OCT 1 1998  
SECRETARY OF STATE

The following Articles of Merger are filed pursuant to ORS 60.494 by Hollywood Entertainment Corporation, an Oregon corporation (the "Corporation"), as the surviving corporation in the merger of Reel.com, Inc., a Delaware corporation ("Reel.com"), with and into the Corporation (the "Merger").

1. The Agreement and Plan of Merger and Reorganization, dated as of July 30, 1998, among the Corporation, Reel.com and R Acquisition, Inc., as amended, is attached hereto as Exhibit A and is incorporated herein by reference.
2. Approval of the Merger by the shareholders of the Corporation was not required. The Corporation's Board of Directors approved the Merger by resolution on July 28, 1998.
3. Approval of the Merger by the shareholders of Reel.com was required and granted. The shareholder vote was as follows:
  - (a) no shares of common stock were outstanding or entitled to vote on the Merger.
  - (b) 12,413,216 shares of Preferred Stock were outstanding and entitled to voted on the Merger; all of the preferred stock holders were entitled to vote as a single group and, separately, the holders of Series B and Series C Preferred Stock were entitled to vote as a single group.
  - (c) 12,413,216 shares of Preferred Stock voted in favor of the Merger with no shares voting against the Merger.
  - (d) 10,237,881 shares of Series B and C Preferred Stock voted in favor of the Merger with no shares of Series B or C Preferred Stock voting against the Merger.
4. The person to contact about this filing is:

Donald J. Elman, Senior Vice President and General Counsel  
Telephone: (503) 570-1600  
Facsimile: (503) 570-1701

THIS DOCUMENT IS UNCLASSIFIED

\*\* TOTAL PAGE.03 \*\*

Dated: October 1, 1998.

HOLLYWOOD ENTERTAINMENT CORPORATION

By:

  
Donald J. Ekman  
Senior Vice President and  
General Counsel

TRADEMARK

REEL: 1821 FRAME: 0455

NOV. 12. 1998 4:54PM VENTURE LAW GROUP

NO. 537

P. 3/6

## State of Delaware

## Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"REEL.COM, INC." A DELAWARE CORPORATION,

WITH AND INTO "HOLLYWOOD ENTERTAINMENT CORPORATION" UNDER THE NAME OF "HOLLYWOOD ENTERTAINMENT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OREGON, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 1998, AT 4 O'CLOCK P.M.

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



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981383600

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 9376704

DATE: 10-28-98

TRADEMARK

REEL: 1821 FRAME: 0456

### CERTIFICATE OF MERGER

Pursuant to Section 252(c) of the Delaware General Corporation Law, Hollywood Entertainment Corporation, the surviving corporation in the merger described below, states as follows:

1. The name and state of incorporation of each constituent corporation are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Hollywood Entertainment Corporation	Oregon
Reel.com, Inc.	Delaware

2. An agreement and plan of merger and reorganization, dated as of July 30, 1998, among Hollywood Entertainment Corporation, R Acquisition, Inc., and Reel.com, Inc., as amended (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the Delaware General Corporation Law.

3. The name of the surviving corporation is Hollywood Entertainment Corporation.

4. Effective as of the merger, the Articles of Incorporation of Hollywood Entertainment Corporation shall be the Articles of Incorporation of the surviving corporation.

5. The surviving corporation is a corporation of the State of Oregon.

6. The executed Merger Agreement is on file at the principal place of business of the surviving corporation, Hollywood Entertainment Corporation, 9275 SW Peyton Lane, Wilsonville, OR 97070, (503) 570-1600.

7. A copy of the Merger Agreement will be furnished by Hollywood Entertainment Corporation (on request and without cost) to any stockholder of any constituent corporation.

8. Hollywood Entertainment Corporation, the surviving corporation, hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Reel.com, Inc., as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and Hollywood Entertainment Corporation hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 06:00 PM 10/01/1998  
981389608 - 2867132

OCT-02-98 FRI 17:27

NCR 7341450

FAX NO. 7341476

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or other proceedings and a copy of such process shall be mailed by the Secretary of State to Hollywood Entertainment Corporation at the following address:

Hollywood Entertainment Corporation  
9275 SW Fuyton Lane  
Wilsonville, OR 97070  
(503) 570-1600

Date: October 1, 1998

HOLLYWOOD ENTERTAINMENT  
CORPORATION

By: 

Donald J. Egan  
Senior Vice President and  
General Counsel

\*\* TOTAL PAGE.06 \*\*