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(Rev. 6-)

U.S. Patent & TMO/TM Mail Rpt Dt. #11



U.S. Department of Commerce

Patent and Trademark Office

OMB No. 0001-0011 (exp. 4/94)

101425717

To the Honorable Commissioner of Patents and Trademarks, please record the attached original document 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 _____ X Merger
____ Security Agreement _____ Change of Name
____ Other _____

Execution Date: 6/9/2000

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: 97090

____ 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
(Designations 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): 75485798

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: Shannon T. Vale

Internal Address: Fulbright & Jaworski L.L.P.

Street Address: 600 Congress Avenue, Suite 2400

City: Austin State: Texas Zip: 78701

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41)----- \$40.00

☒ Enclosed☒ Authorized to be charged to deposit account if check insufficient or inadvertently omitted

8. Deposit account number: 50-1212/REEN:015/STV

(Attach duplicate copy of this page if paying by deposit account)

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.

Shannon T. Vale

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and documents: ____

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

U.S. Patent and Trademark Office
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING
37 C.F.R. 1.8

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as First Class Mail in an envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on the date below:

Date

Shannon T. Vale

06/07/2000 MTHAI1 00000151 75485798

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Office of the Secretary of State

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 OWNERSHIP, 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 NINTH DAY OF JUNE, A.D. 2000. AT 6 O'CLOCK P.M.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0490370

DATE: 06-12-00

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
REEL.COM, INC.
INTO
HOLLYWOOD ENTERTAINMENT CORPORATION**

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

Hollywood Entertainment Corporation, an Oregon corporation (the "Company") does hereby certify:

FIRST: That the Company is incorporated pursuant to the Revised Statutes of the State of Oregon.

SECOND: That the Company owns one hundred percent (100%) of the outstanding shares of the Common Stock, \$.01 par value per share, of Reel.com, Inc., a Delaware corporation (such stock the "Common Stock"), and that Reel.com, Inc. has no other class of stock outstanding.

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted on June 9, 2000, has approved the merger of Reel.com, Inc. into the Company:

RESOLVED, that it is deemed advisable and in the best interests of the Company that Reel.com, [Inc.] be merged with and into the Company, with the Company as the surviving corporation and the Company shall assume all of the assets and liabilities of Reel.com (the "Merger"); and it is further

RESOLVED, that the Company does hereby merge Reel.com, Inc. into itself pursuant to the Plan of Merger, dated as of the date hereof, substantially in the form presented to this meeting (the "Plan"); and it is further

RESOLVED, that the form and provisions of the Plan and the transaction described in the Plan are hereby approved in all respects; and it is further

RESOLVED, that each of Mark J. Wattles, as Chief Executive Officer, David G. Martin, as Chief Financial Officer, and Donald J. Elman, as Senior Vice President and General Counsel (each an "Authorized Officer" and collectively the "Authorized Officers") is authorized, in the name of and on behalf of the Company, to execute, deliver and file the Plan and all related documents, agreements, certificates or

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instruments contemplated by the Plan to which the Company is a party, with such changes, additions, and modifications as the Authorized Officers, or any of them, approve with such delivery to be conclusive evidence of such approval; and it is further

RESOLVED, that the Company is authorized (a) to perform, in accordance with their terms, the Plan and any other documents, agreements, certificates and instruments to which it is a party and that are contemplated by the Plan, and (b) to take any additional action necessary or appropriate to consummate the Merger as contemplated by the Plan.

RESOLVED, that the Authorized Officers are, and each of them is, authorized to do or cause to be done any and all such acts and things and to execute and deliver any and all such further documents and papers as he may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions.

FOURTH: The Company, 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 the Company hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit 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: 9275 SW Peyton Lane, Wilsonville, Oregon 97090, Attention: Donald J. Ekman.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer, this 9th day of June, 2000.

HOLLYWOOD ENTERTAINMENT CORPORATION,
an Oregon corporation

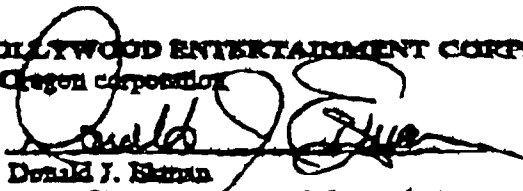
By: 
Donald J. Ekman
Senior Vice President and General Counsel

EXHIBIT A

**PLAN OF MERGER
Reel.com, Inc.
with and into
Hollywood Entertainment Corporation**

This Plan of Merger is dated effective June 9, 2000 and was duly adopted by the Board of Directors of Hollywood (as defined below).

Hollywood and Reel.com (as defined below) are operating corporations. At the Effective Time (defined below), Reel.com will merge with and into Hollywood pursuant to Section 253 of the Delaware General Corporation Law and Section 60.491 of the Oregon Business Corporation Act with the results set forth herein.

1. Merger.

1.1 Parties to the Merger. The names of the corporations proposing to merge are Hollywood Entertainment Corporation, an Oregon corporation ("Hollywood"), and Reel.com, Inc., a Delaware corporation ("Reel.com") and the wholly owned subsidiary of Hollywood. The surviving corporation in the merger (the "Merger") will be Hollywood.

1.2 Effective Time of Merger. Hollywood and Reel.com shall execute a Certificate of Merger and Articles of Merger, to be filed with the Secretary of State of the States of Delaware and Oregon, respectively. The Merger shall take effect (the "Effective Time") at the time when both such filings are completed.

1.3 Effect of Merger. At the Effective Time, Reel.com shall be merged with and into Hollywood as provided by the Delaware General Corporation Law and the Oregon Business Corporation Act, the separate corporate existence of Reel.com shall cease and Hollywood shall be the surviving corporation subject to the Articles of Incorporation and the Bylaws of Hollywood. The outstanding equity securities of Reel.com shall be canceled without consideration. All of the assets and liabilities of Reel.com will be transferred to and assumed by Hollywood at the Effective Time.

2. General.

2.1 Further Documents. The parties agree to execute all such further instruments or documents as may be reasonably necessary to effect the purposes of this Agreement and Plan of Merger.

[SIGNATURE PAGE FOLLOWS]

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2.2 ~~Continued~~. This agreement may be executed in any number of counterparts and all executed counterparts will constitute one binding agreement.

DATED: June 9, 2000

REEL.COM, INC.,
a Delaware corporation

By: 

Mark J. Wadley

Chief Executive Officer and Chairman

HOLLYWOOD ENTERTAINMENT CORPORATION,
an Oregon corporation

By: 

Donald J. Elman

Senior Vice President and
General Counsel

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FILED**JUN - 9 2000****OREGON
SECRETARY OF STATE****ARTICLES OF MERGER**

**Reel.com, Inc.
with and into
Hollywood Entertainment Corporation**

These Articles of Merger are filed pursuant to ORS 60.491 and ORS 60.494 by Hollywood Entertainment Corporation, an Oregon corporation ("Hollywood"), to be the surviving corporation in the merger of Reel.com, Inc., a Delaware corporation and the wholly owned subsidiary of Hollywood ("Reel.com"), with and into Hollywood (the "Merger").

1. The plan of merger ("Plan") is attached hereto as Exhibit A and is incorporated herein by reference.

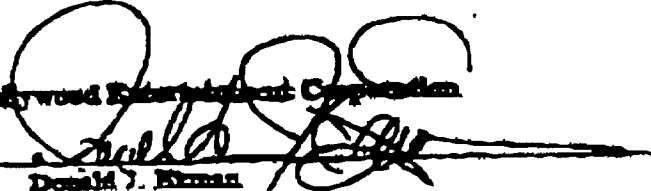
2. The Merger was approved by the Board of Directors of Hollywood. Because Reel.com is a wholly owned subsidiary of Hollywood, approval of the Merger was not required by either the shareholders of Hollywood or the stockholders of Reel.com.

3. The Merger is effective upon the later of the time when the Certificate of Ownership and Merger and Plan of Merger are filed with the Secretary of State of Delaware and the time when the Articles of Merger and the Plan of Merger are filed with the Secretary of State of Oregon.

4. The person to contact about this filing is:

Kevin S. Thomas
Steel River LLP
900 SW Fifth Ave., Suite 2600
Portland, OR 97204
Telephone (503) 294-9845

Dated: June 9, 2000.

Hollywood Entertainment Corporation
By: 
Donald J. Kirman
Senior Vice President and
General Counsel

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EXHIBIT A**PLAN OF MERGER****Reel.com, Inc.
with and into
Hollywood Entertainment Corporation**

This Plan of Merger is dated effective June 9, 2000 and was duly adopted by the Board of Directors of Hollywood (as defined below).

Hollywood and Reel.com (as defined below) are operating corporations. At the Effective Time (defined below), Reel.com will merge with and into Hollywood pursuant to Section 253 of the Delaware General Corporation Law and Section 60.491 of the Oregon Business Corporation Act with the results set forth herein.

1. Merger.

1.1 **Parties to the Merger.** The names of the corporations proposing to merge are Hollywood Entertainment Corporation, an Oregon corporation ("Hollywood"), and Reel.com, Inc., a Delaware corporation ("Reel.com") and the wholly owned subsidiary of Hollywood. The surviving corporation in the merger (the "Merger") will be Hollywood.

1.2 **Effective Time of Merger.** Hollywood and Reel.com shall execute a Certificate of Merger and Articles of Merger, to be filed with the Secretary of State of the States of Delaware and Oregon, respectively. The Merger shall take effect (the "Effective Time") at the time when both such filings are completed.

1.3 **Effect of Merger.** At the Effective Time, Reel.com shall be merged with and into Hollywood as provided by the Delaware General Corporation Law and the Oregon Business Corporation Act, the separate corporate existence of Reel.com shall cease and Hollywood shall be the surviving corporation subject to the Articles of Incorporation and the Bylaws of Hollywood. The outstanding equity securities of Reel.com shall be canceled without consideration. All of the assets and liabilities of Reel.com will be transferred to and assumed by Hollywood at the Effective Time.

2. General.

2.1 **Further Documents.** The parties agree to execute all such further instruments or documents as may be reasonably necessary to effect the purposes of this Agreement and Plan of Merger.

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2.2 Counterparts. This agreement may be executed in any number of counterparts and all executed counterparts will constitute one binding agreement.

DATED: June 9, 2000

REEL.COM, Inc.,
a Delaware corporation

By: 

Mark J. Watters
Chief Executive Officer and Chairman

HOLLYWOOD ENTERTAINMENT CORPORATION,
an Oregon corporation

By: 

Donald J. Hixson
Senior Vice President and
General Counsel

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RECORDED: 07/13/2000

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