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08-25-2000

EXPRESS MAIL NO.: EL 394 194 915 US

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101442929

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.
Box Assignment, Washington, DC 20231

1. Name of conveying party(ies):

Reel.com, Inc.
9275 Peyton Lane
Wilsonville, OR 97070

☐ Individual(s)
☐ General Partnership
☒ Corporation - Delaware
☐ Other _____
Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No

☐ Association
☐ Limited Partnership

3. Nature of conveyance:

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

Execution Date: June 9, 2000

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

Name: Hollywood Entertainment Corporation

Internal Address: _____

Street Address: 25600 S.W. Parkway Ctr. Dr.

City Wilsonville State OR ZIP 97070

☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation - 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) See Attached Schedule

B. Trademark registration No.(s) See Attached Schedule

Additional numbers attached? ☒ Yes ☐ No

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

PENNIE & EDMONDS LLP
1155 Avenue of the Americas
New York, NY 10036

Attn.: Jennifer A. Hamilton, Esq.

File No.: 010148-0006-999

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41):.....\$ 565.00

Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

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.

Jennifer A. Hamilton, Esq.

Reg. No.

Signature

July 21, 2000
Date

Total number of pages comprising cover sheet: 10

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

NY2 - 10994 P.1

TRADEMARK
REEL: 002125 FRAME: 0258

Merger Schedule

<u>Trademark</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
REEL	75/185,892	Oct. 23, 1996	2,263,412	July 20, 1999
MOVIEMAP	75/458,649	March 27, 1998	2,293,593	Nov. 16, 1999
THE ANATOMY OF A MOVIE	75/190,262	Oct. 31, 1996		
THE PLANET'S BIGGEST VIDEO STORE	75/275,620	April 16, 1997		
CINEMAP	75/275,604	April 16, 1997		
MOVIE MATCHES	75/485,798	May 15, 1998		
REEL.COM	75/536,746	Aug. 14, 1998		
THE BEST PLACE TO BUY MOVIES	75/547,842	Sept. 3, 1998		
MOVIE AT A GLANCE	75/546,866	Sept. 3, 1998		
EXPRESS SHOPPING	75/550,260	Sept. 9, 1998		
REEL SNAPSHOT	75/550,180	Sept. 9, 1998		
REEL.COM & Design	75/564,576	Oct. 5, 1998		
THE BEST PLACE TO BUY VIDEOS	75/564,393	Oct. 5, 1998		
REELPICKS	75/621,588	Jan. 15, 1999		
MOVIE ANATOMY	75/755,887	July 20, 1999		
REEL BUCKS	75/899,797	Jan. 20, 2000		
REEL MAGAZINE	75/914,074	Feb. 8, 2000		
FILM REEL	75/914,082	Feb. 8, 2000		
HOLLYWOOD CONFIDENTIAL	75/914,083	Feb. 8, 2000		
MOVIE CAPITAL OF THE INTERNET	75/914,084	Feb. 8, 2000		
REEL DVD	95/932,349	Feb. 8, 2000		
REEL ON DEMAND	75/934,335	March 3, 2000		

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

3242281 8100M

001295470

AUTHENTICATION: 0490370

DATE: 06-12-00

**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, \$0.01 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. Waties, as Chief Executive Officer, David G. Martin, as Chief Financial Officer, and Donald J. Ekman, 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

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

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]

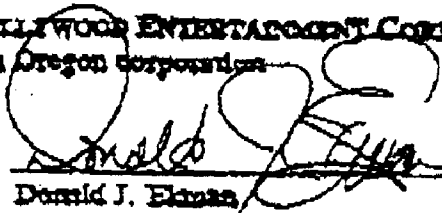
2.2 Counterparts. This agreement may be executed in any number of counterparts and all executed counterparts will constitute one binding agreement.

DATED: June 9, 2000

REEL.COM, INC.,
a Delaware corporation

By: 
Mark J. Warkles
Chief Executive Officer and Chairman

HOLLYWOOD ENTERTAINMENT CORPORATION,
an Oregon corporation

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

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 2500
Portland, OR 97204
Telephone (503) 294-9845

Dated: June 9, 2000.

Hollywood Entertainment Corporation

By: 

Donald J. Homan
Senior Vice President and
General Counsel

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.

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. Warrles
Chief Executive Officer and Chairman

HOLLYWOOD ENTERTAINMENT CORPORATION,
an Oregon corporation

By: 

Donald J. Brown
Senior Vice President and
General Counsel

Parties: 4338701.1 0021254-000001

RECORDED: 07/24/2000

TRADEMARK
REEL: 002125 FRAME: 0267