

02-28-2001



101624456

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

Resub
MRD 2-20-01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☐ New
- ☒ Resubmission (Non-Recordation)
Document ID #
- ☐ Correction of PTO Error
Reel # Frame #
- ☐ Corrective Document
Reel # Frame #

Conveyance Type

- ☐ Assignment ☐ License
- ☐ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☒ Merger
Effective Date
Month Day Year
- ☐ Change of Name
- ☐ Other

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization

Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

40E

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002241 FRAME: 0794

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number 512-474-5201

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

5

Trademark Application Number(s) or Registration Number(s)

☐

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75275620

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed ☐

Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

50-1212-10008273

Authorization to charge additional fees:

Yes

☒

No

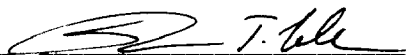
☐

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. Charges to deposit account are authorized, as indicated herein.

Shannon T. Vale

Name of Person Signing



Signature

2/14/01

Date Signed

MRP 10/23/00

"D"

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

11-17-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101519409

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New



Resubmission (Non-Recordation)

Document ID #



Correction of PTO Error

Reel #

Frame #



Corrective Document

Reel #

Frame #

Conveyance Type

Assignment



License



Security Agreement



Nunc Pro Tunc Assignment



Merger



Change of Name



Other

Effective Date
Month Day Year
06092000**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Reel.com, Inc.

06092000

Formerly



Individual



General Partnership



Limited Partnership



Corporation



Association



Other



Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Hollywood Entertainment Corporation

DBA/AKA/TA

Composed of

Address (line 1)

9725 SW Peyton Lane

Address (line 2)

Address (line 3)

Wilsonville

City

Oregon

State/Country

97090

Zip Code



Individual



General Partnership



Limited Partnership



If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)



Corporation



Association



Other



Citizenship/State of Incorporation/Organization Oregon

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002241 FRAME: 0796

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number 512-474-5201

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

5

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75275620

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed ☒

Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

50-1212

Authorization to charge additional fees:

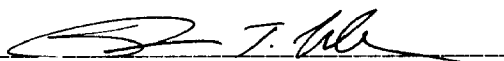
Yes ☒ No ☐

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. Charges to deposit account are authorized, as indicated herein.

Shannon T. Vale, Esq.

Name of Person Signing



Signature

October 20, 2000

Date Signed

Office of the Secretary of State

Workcopy

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.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3242281 8100M

AUTHENTICATION:

0490370

001295470

DATE:

06-12-00

TRADEMARK
REEL: 002241 FRAME: 0798

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

Workcopy

(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. 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**

Workcopy

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]

ARTICLES OF MERGER

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

FILED

JUN - 9 2000

OREGON
SECRETARY OF STATE

Workcopy

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.

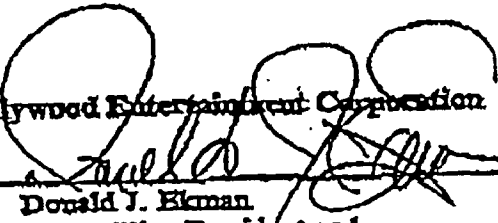
3. The Merger is effective upon the later of the time when the Certificate of Ownership and Merger and Plan of Merger are filed with the Secretary of State of Delaware and the time when the Articles of Merger and the Plan of Merger are filed with the Secretary of State of Oregon.

4. The person to contact about this filing is:

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

Dated: June 9, 2000.

Hollywood Entertainment Corporation

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

Portland2-4258701.1 0021524-00002

RECORDED: 02/20/2001

TRADEMARK
REEL: 002241 FRAME: 0802