

03-22-2002



102028282

RECORDATION FORM **TRADEMARKS ONLY**

DET

3/25/02

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 Termination of Trademark Mortgage & Security Agreement

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year _____

Name Societe Generale, as Agent

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 Hollywood Entertainment Corporation, an Oregon corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 25600 S.W. Parkway Center Drive; Wilsonville, OR 97070

Address (line 2) _____

Address (line 3) _____ City _____ State/Country _____ Zip Code _____

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

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.)

03/25/2002 GTQ11 00000069 2046045

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 175.00 OP

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

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**RETURN TO:
FEDERAL RESEARCH CORP
400 SEVENTH STREET NW
SUITE 101
WASHINGTON DC 20004**

Pages

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

#

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

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:

#

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.

Roberta Termine

Name of Person Signing

Roberta Termine

Signature

3/20/02

Date Signed

Exhibit A

to Termination of Trademark Mortgage and Security Agreement

Hollywood Entertainment Corporation

Registered U.S. Trademarks

Trademark	File Date	File Number
Want Entertainment? Go to Hollywood	3/18/97	2046045
Hollywood Video	12/2/97	2117639
Hollywood Video	9/29/98	2191674
Hollywood Entertainment	9/29/98	2191673
Hollywood Entertainment	11/14/95	1935822
Hollywood Video	8/9/94	1848749
American Discovery Trail	12/28/93	1814125
Video Watch	9/18/90	1614357

Pending U.S. Trademark Applications of the Grantor: None

Trademark	File Date	Registration No.

TERMINATION OF TRADEMARK MORTGAGE AND SECURITY AGREEMENT

This Termination of Patent and Trademark Security Agreement (this "Termination"), dated as of March 18, 2002 is executed by Societe Generale, as Agent (the "Agent"), having its principal offices at 1221 Avenue of the Americas, New York, NY 10020, in favor of Hollywood Entertainment Corporation, an Oregon corporation (the "Debtor"), having its principal offices at 25600 S.W. Parkway Center Drive, Wilsonville, OR 97070.

RECITALS

WHEREAS, Debtor, various lenders, and Agent entered into a certain Revolving Credit Agreement, dated as of September 5, 1997 (as amended, the "Credit Agreement"); and

WHEREAS, in connection with the Revolving Credit Agreement, Debtor and Agent entered into a certain Trademark Mortgage and Security Agreement dated as of September 11, 1997 (as amended, the "Trademark Mortgage Security Agreement"); and

WHEREAS, pursuant to the Trademark Mortgage Security Agreement, Debtor granted to Agent a security interest in certain "Collateral" including certain trademarks; and

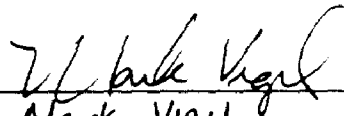
WHEREAS, the Revolving Credit Agreement and Trademark Mortgage Security Agreement have been terminated.

NOW, THEREFORE, Agent agrees as follows:

1. Agent is executing and delivering this Termination as further evidence of the termination of the Trademark Mortgage Security Agreement.
2. Agent claims no right, title or interest whatsoever in or to any of the "Collateral" described in the Trademark Mortgage Security Agreement, and, accordingly, Agent expressly terminates its security interest in the registered trademarks listed on Exhibit A hereto, which security interest was evidenced by the recordation of the Trademark Mortgage Security Agreement with the United States Patent and Trademark Office on July 9, 1999 as to trademarks, in Reel/Frame 1941/0367.

IN WITNESS WHEREOF, this Termination is executed as of the first date written above.

SOCIETE GENERALE, as Agent

By: 
Name: Mark Vigil
Title: Managing Director