

03-22-2002



102028268

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

Conveying Party

Mark if additional names of conveying parties attached

Name

Formerly

Execution Date
Month Day Year

- 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/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

03/25/2002 6TON11 00000063 2387202

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
1075.00 DP

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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"/>
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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, as Agent

Signature

3/20/02

Date Signed

Exhibit A

to Termination of Amendment to Trademark Mortgage and Security Agreement

Hollywood Entertainment Corporation

Registered U.S. Trademarks

Trademark	File Date	File Number
HOLLYWOOD VIDEO & GAMES	9/19/00	2387202
HOLLYWOOD VIDEO SUPERSTORE	12/28/93	1814123
"DIFFERENT-BUT YOU'LL GET USED TO IT"	1/25/94	1818212
STARWORX VIDEO	4/9/96	1966596
REEL	7/20/99	2263412
MOVIEMAP	11/16/99	2293593

Pending U.S. Trademark Applications of the Grantor

Trademark	File Date	Registration No.
HOLLYWOOD ARCADE	1/20/98	75420243
ARCADE HOLLYWOOD	7/7/98	75514432
HOLLYWOODGAMES.COM	2/19/99	75643663
HOLLYWOOD GAMES	2/19/99	75643662
HOLLYWOODVIDEO.COM	2/23/99	75650881
INTERNETHOLLYWOOD.NET	4/1/99	75673188
INTERNET HOLLYWOOD	4/1/99	75673186
HOLLYWOOD GAMES & DESIGN	6/10/99	75726514
WELCOME TO HOLLYWOOD	7/14/99	75752185
WELCOME TO HOLLYWOOD	7/14/99	75752175
HOLLYWOOD HORROR MONTH	2/29/00	75931433
WHAT KIND OF MOVIE ARE YOU IN THE MOOD FOR?	3/16/00	76001947
BRING HOLLYWOOD HOME FOR THE HOLIDAYS	3/17/00	76003191
GO HOLLYWOOD FOR THE HOLIDAYS	3/17/00	76003192
HOLLYWOOD FILM LIBRARY	3/16/00	76003589
THE ANATOMY OF A MOVIE	10/31/96	75190262
MOVIE MATCHBOOK	12/26/96	75220270
THE PLANET'S BIGGEST VIDEO STORE	4/16/97	75275620
CINEMAP	4/16/97	75275604
MOVIE MATCHES	5/15/98	75485798

Trademark	File Date	Registration No.
REEL.COM	8/14/98	75536746
THE BEST PLACE TO BUY MOVIES	9/3/98	75547842
MOVIES AT A GLANCE	9/3/98	75546866
EXPRESS SHOPPING	9/9/98	75550260
REEL SNAPSHOT	9/9/98	75550180
REEL.COM & DESIGN	10/5/98	75564576
THE BEST PLACE TO BUY VIDEOS	10/5/98	75564393
REELPICKS	1/15/99	75621588
MOVIE ANATOMY	7/20/99	75755887
REEL BUCKS	1/20/00	75899797
REEL MAGAZINE	2/8/00	75914074
FILM REEL	2/8/00	75914082
HOLLYWOOD CONFIDENTIAL	2/8/00	75914083
MOVIE CAPITAL OF THE INTERNET	2/8/00	75914084
REEL ON DEMAND	3/3/00	75934335
STUDIO BACKLOT SALE	5/3/00	76045724
HOLLYWOOD DVD	5/26/00	76058207
DVD HOLLYWOOD	5/26/00	76058208

TERMINATION OF AMENDMENT TO 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 Amendment to Trademark Mortgage and Security Agreement dated as of August 2, 2000 (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 August 8, 2000 as to trademarks, in Reel/Frame 002153/0524.

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

SOCIETE GENERALE, as Agent

By: Mark Vigil
Name: Mark Vigil
Title: Managing Director