

01-23-2003



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

1-23-03

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

UBS AG, Stamford Branch, as Administrative*

- Individual(s)
- General Partnership
- Corporation-State
- Other A banking corporation organized*
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release
- Merger
- Change of Name

Execution Date: 01/16/2003

2. Name and address of receiving party(ies)

Name: Hollywood Entertainment Corporation

Internal Address: _____

Street Address: 9275 SW Peyton Lane

City: Wilsonville State: OR Zip: 97070

- 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) _____
See Attached Schedule A

B. Trademark Registration No.(s) _____
See Attached Schedule A

Additional number(s) attached Yes No

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

Name: ~~Imole Ogowewe~~ Victor Salerno

Internal Address: Cahill Gordon & Reindel
17th Floor

Street Address: 80 Pine Street

City: New York State: NY Zip: 10005

6. Total number of applications and registrations involved: _____

52

7. Total fee (37 CFR 3.41).....\$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Victor Salerno

~~Imole Ogowewe~~
Name of Person Signing

Victor Salerno
Signature

01/17/2003
Date

Total number of pages including cover sheet, attachments, and document: _____

01/24/2003 6TON11 00000031 76093951

01 FC:0521 40.00 OP
02 FC:0522 1275.00 OP

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

TRADEMARK
REEL: 002650 FRAME: 0390

Schedule A

TRADEMARKS:

Hollywood Entertainment Corporation

Mark	Status	Reg. or App. No.	Reg. or Filing Date
HOLLYWOOD ON DEMAND	Pending	76/093,951	07/21/00
THE ANATOMY OF A MOVIE	Registered	2,412,735	12/20/00
STARWORX VIDEO	Registered	1,966,596	4/9/96
HOLLYWOOD FILM LIBRARY	Pending	76/003,589	3/16/00
HOLLYWOOD ARCADE	Pending	75/420,243	
HOLLYWOODVIDEO.COM	Pending	75/650,881	2/23/99
HOLLYWOODGAMES.COM	Pending	75/643,663	2/19/99
INTERNET HOLLYWOOD	Pending	75/673,186	4/1/99
INTERNETHOLLYWOOD.NET	Pending	75/673,188	4/1/99
WELCOME TO HOLLYWOOD	Pending	75/752,185	7/14/99
STUDIO BACKLOT SALE	Pending	76/045,724	4/24/00
HOLLYWOOD HORROR MONTH	Pending	75/931,433	2/29/00
GIVE THE GIFT OF HOLLYWOOD VIDEO	Registered	2,511,988	11/27/01
HOLLYWOOD VIDEO CELEBRITY STATUS	Pending	76/110,218	8/15/00
HOLLYWOOD GAMES & Design	Registered	2,511,500	11/27/01
HOLLYWOOD VIDEO CELEBRITY STATUS PLATINUM PROGRAM	Pending	76/110,217	8/15/00
MOVIE COMPASS	Pending	76/034,589	4/24/00
HOLLYWOOD DVD	Pending	76/058,207	5/26/00
DVD HOLLYWOOD	Pending	76/058,208	5/26/00
REEL BUCKS	Pending	75/899,797	1/20/00
REEL.COM	Pending	75/536,746	8/14/98
FILM REEL	Pending	75/914,082	2/8/00
REELPICKS	Pending	75/621,588	1/15/99
THE MOVIE CAPITOL OF THE INTERNET	Pending	75/914,084	5/18/00
REEL MAGAZINE	Pending	75/914,074	2/8/00
REEL ON DEMAND	Pending	75/934,335	3/3/00
REEL DVD	Pending	75/932,349	3/1/00
THE HOLLYWOOD EXPERIENCE	Opposition Pending	75/293,769	5/19/97
THE HOLLYWOOD EXPERIENCE	Opposition	75/264,309	3/26/97

Mark	Status	Reg. or App. No.	Reg. or Filing Date
	Pending		

Hollywood Management Company

Mark	Status	Reg. or App. No.	Reg. or Filing Date
BRING HOLLYWOOD HOME FOR THE HOLIDAYS	Pending	76/003,191	03/15/00
GO HOLLYWOOD FOR THE HOLIDAYS	Pending	76/003,192	03/15/00
HOLLYWOOD ENTERTAINMENT and Design	Registered	2,191,673	09/29/98
HOLLYWOOD VIDEO and Design	Registered	2,191,674	09/29/98
VIDEO WATCH	Registered	1,614,357	09/18/90
HOLLYWOOD VIDEO SUPERSTORE	Registered	1,814,123	12/28/93
DIFFERENT-BUT YOU'LL GET USED TO IT	Registered	1,818,212	01/25/94
HOLLYWOOD VIDEO	Registered	1,848,749	08/09/94
HOLLYWOOD ENTERTAINMENT	Registered	1,935,822	11/14/95
WANT ENTERTAINMENT? GO TO HOLLYWOOD!	Registered	2,046,045	03/18/97
HOLLYWOOD VIDEO and Vertical Design	Registered	2,117,639	12/02/97
HOLLYWOOD INSIDER	Registered	1,721,793	10/06/92
HOLLYWOOD GAMES	Registered	2,456,663	6/5/01
HOLLYWOOD VIDEO & GAMES	Registered	2,387,202	11/19/01
HOLLYWOOD GAMES and Design	Registered	2,511,500	11/27/01
WELCOME TO HOLLYWOOD	Pending	75/752,175	07/14/99
HOLLYWOOD	Pending	76/110,216	08/15/00
MOVIE ANATOMY	Pending	75/755,887	07/20/99
MOVIE MATCHES	Registered	2,413,252	12/12/00
MOVIEMAP	Registered	2,293,593	11/16/99
REEL	Registered	2,263,412	7/20/99
REEL.COM & Design	Registered	2,429,143	2/20/01
HOLLYWOOD CONFIDENTIAL	Pending	75/914,083	02/08/00

RELEASE OF INTELLECTUAL PROPERTY

Release of Intellectual Property (the "Release"), dated as of January 16, 2003, made by UBS AG, Stamford Branch, as Administrative Agent ("Administrative Agent"), in favor of HOLLYWOOD ENTERTAINMENT CORPORATION and HOLLYWOOD MANAGEMENT COMPANY (collectively, the "Pledgors").

R E C I T A L S :

A. The Pledgors and Administrative Agent entered into a certain Trade-mark Security Agreement, dated as of March 18, 2002 and recorded as to Trademarks in the United States Patent and Trademark Office on July 22, 2002 in reel 002542 at frame 0733 (the "Agreement"; capitalized terms used herein and not defined shall have the meanings set forth in the Agreement), pursuant to which the Pledgors granted to Administrative Agent a lien on and security interest in certain Trademarks owned by the Pledgors.


B. In accordance with the terms of the Agreement, the Pledgors has satisfied all of its outstanding obligations under the Agreement, and in connection therewith, the Pledgor has requested and Administrative Agent and the Secured Parties have agreed to release their lien on all Trademarks pledged pursuant to the Agreement.

A G R E E M E N T :

Administrative Agent hereby releases and terminates all right, title and interest pledged, hypothecated, assigned, transferred, deposited and granted to it by the Pledgors pursuant to the Agreement in all Trademarks, including, without limitation, the Trademarks identified on Schedule A annexed hereto and any reissues, extensions and re-examinations thereof (collectively, the "Released Collateral"), and all liens, security interests, charges or other encumbrances in favor of Administrative Agent in the Released Collateral shall hereby terminate and revert to the Pledgors and all right, title and interest of Administrative Agent in the Released Collateral will hereby cease, terminate and become void.

IN WITNESS WHEREOF, this Release has been executed as of the date first written above.

UBS AG, STAMFORD BRANCH,
as Administrative Agent


By: 

Name:

Title:

Patricia O'Kricki
Director

Banking Products Services

By: 

Name:

Title:

Barbara Ezell-McMichael
Associate Director
Banking Products Services US