

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

RELEASE OF SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UBS AG, STAMFORD BRANCH, AS ADMINISTRATIVE AGENT		04/27/2005	BANKING CORPORATION:

RECEIVING PARTY DATA

Name:	HOLLYWOOD ENTERTAINMENT CORPORATION
Street Address:	9275 SW Peyton Lane
City:	Wilsonville
State/Country:	OREGON
Postal Code:	97070
Entity Type:	CORPORATION: OREGON

Name:	HOLLYWOOD MANAGEMENT COMPANY
Street Address:	9275 SW Peyton Lane
City:	Wilsonville
State/Country:	OREGON
Postal Code:	97070
Entity Type:	CORPORATION: OREGON

PROPERTY NUMBERS Total: 53

Property Type	Number	Word Mark
Registration Number:	1614357	VIDEO WATCH
Registration Number:	1721793	INSIDE HOLLYWOOD
Registration Number:	1814123	HOLLYWOOD VIDEO SUPERSTORE
Registration Number:	1818212	"DIFFERENT-BUT YOU'LL GET USED TO IT"
Registration Number:	1848749	HOLLYWOOD VIDEO
Registration Number:	1935822	HOLLYWOOD ENTERTAINMENT
Registration Number:	1966596	STARWORX VIDEO
Registration Number:	2046045	WANT ENTERTAINMENT? GO TO HOLLYWOOD!

TRADEMARK

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REEL: 003075 FRAME: 0850

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Registration Number:	2117639	HOLLYWOOD VIDEO
Registration Number:	2191673	HOLLYWOOD ENTERTAINMENT
Registration Number:	2191674	HOLLYWOOD VIDEO
Registration Number:	2263412	REEL
Registration Number:	2293593	MOVIEMAP
Registration Number:	2387202	HOLLYWOOD VIDEO & GAMES
Registration Number:	2412735	THE ANATOMY OF A MOVIE
Registration Number:	2413252	MOVIE MATCHES
Registration Number:	2429143	REEL.COM
Registration Number:	2456663	HOLLYWOOD GAMES
Registration Number:	2511500	HOLLYWOOD GAMES
Registration Number:	2511988	GIVE THE GIFT OF HOLLYWOOD VIDEO
Registration Number:	2544383	HOLLYWOOD
Registration Number:	2664074	HOLLYWOOD VIDEO CELEBRITY STATUS
Registration Number:	2782153	WELCOME TO HOLLYWOOD
Registration Number:	2793461	GO HOLLYWOOD FOR THE HOLIDAYS
Registration Number:	2835677	WELCOME TO HOLLYWOOD
Registration Number:	2894030	MOVIE ANATOMY
Registration Number:	2944768	WE ARE HOLLYWOOD. WE ARE ENTERTAINMENT.
Serial Number:	75264309	HOLLYWOOD EXPERIENCE
Serial Number:	75293769	THE HOLLYWOOD EXPERIENCE
Serial Number:	75420243	HOLLYWOOD ARCADE
Serial Number:	75536746	REEL.COM
Serial Number:	75621588	REELPICKS
Serial Number:	75643663	HOLLYWOODGAMES.COM
Serial Number:	75650881	HOLLYWOODVIDEO.COM
Serial Number:	75673186	INTERNET HOLLYWOOD
Serial Number:	75673188	INTERNETHOLLYWOOD.NET
Serial Number:	75899797	REEL BUCKS
Serial Number:	75914074	REEL MAGAZINE
Serial Number:	75914082	FILM REEL
Serial Number:	75914083	HOLLYWOOD CONFIDENTIAL
Serial Number:	75914084	MOVIE CAPITAL OF THE INTERNET
Serial Number:	75931433	HOLLYWOOD HORROR MONTH
Serial Number:	75932349	REEL DVD

Serial Number:	75934335	REEL ON DEMAND
Serial Number:	76003191	BRING HOLLYWOOD HOME FOR THE HOLIDAYS
Serial Number:	76003589	HOLLYWOOD FILM LIBRARY
Serial Number:	76034589	MOVIE COMPASS
Serial Number:	76045724	STUDIO BACKLOT SALE
Serial Number:	76058207	HOLLYWOOD DVD
Serial Number:	76058208	DVD HOLLYWOOD
Serial Number:	76093951	HOLLYWOOD ON DEMAND
Serial Number:	76110217	HOLLYWOOD VIDEO CELEBRITY STATUS PLATINUM PROGRAM
Serial Number:	78122971	HOLLYWOOD VIDEO

CORRESPONDENCE DATA

Fax Number: (312)701-7711

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 312-701-7237

Email: cdore@mayerbrownrowe.com

Correspondent Name: Christoher Dore

Address Line 1: 190 S. LaSalle St.

Address Line 2: Mayer Brown Rowe & Maw

Address Line 4: Chicago, ILLINOIS 60603

NAME OF SUBMITTER:	Christopher Dore
Signature:	/Christopher Dore/
Date:	04/29/2005

Total Attachments: 4

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RELEASE OF SECURITY AGREEMENT

THIS RELEASE dated as of April 27, 2005 (this "Release") is made by UBS, AG, Stamford Branch, a banking corporation, acting in its capacity as Administrative Agent for the Secured Parties (in such capacity, the "Administrative Agent") under that certain Security Agreement, dated January 16, 2003 and recorded in the records of the United States Patent and Trademark Office on January 23, 2003 at Reel 002653, Frame 0318 (as amended, supplemented or modified and in effect from time to time, the "Security Agreement"), among Hollywood Entertainment Corporation and Hollywood Management Company (collectively the "Grantors") and the Administrative Agent. Unless otherwise defined herein, terms defined in the Security Agreement (or the Collateral Agreement, as referenced therein) and used herein have the meaning given to them in the Security Agreement (or the Collateral Agreement, as referenced therein).

W I T N E S S E T H:

WHEREAS, pursuant to the Security Agreement, the Grantors, as collateral security for the payment and performance in full of all the Secured Obligations, collaterally pledged to the Administrative Agent for the benefit of the Secured Parties, and granted to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantors (the "Trademarks"):

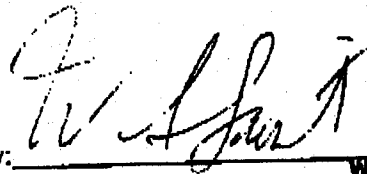
- (a) all Trademarks listed on Schedule I hereto;
- (b) all Trademark Licenses listed on Schedule I hereto;
- (c) all General Intangibles relating to Trademarks and Trademark Licenses; and
- (d) all Proceeds of any and all of the foregoing.

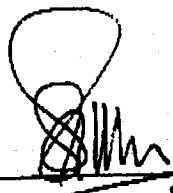
WHEREAS, the Administrative Agent wishes to: (i) terminate the Security Agreement against the Trademarks, including those identified in Schedule I hereto recorded with the United States Patent and Trademark Office; (ii) release all of its security interest covering the Trademarks, including those listed in Schedule I hereto; (iii) restore all right, title and interest in and to the Trademarks, including those listed in Schedule I hereto, to Grantors; and (iv) to dissolve any and all liens and encumbrances respecting the Trademarks including those listed in Schedule I hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Administrative Agent does hereby release its security interest in the Trademarks, including those set forth on Schedule I hereto, and discharges, quit claims and relinquishes unto the Grantors, (in each case without recourse and without any representation or warranty) any and all rights, title and interest it has in, and the security interest granted to the Administrative Agent in, the Trademarks, including those listed in Schedule I hereto.

IN WITNESS WHEREOF, the Administrative Agent has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the day and year first above written.

UBS AG, STAMFORD BRANCH,
as Administrative Agent

By: 
Name: Wilfred V. Saint
Title: Director
Banking Products
Services, US

By: 
Name: Saliz Stika
Title: Associate Director
Banking Products
Services, US

SCHEDULE I
to
RELEASE OF SECURITY AGREEMENT

Hollywood Entertainment Corporation

Mark	Reg. or App. No.	Reg. or Filing Date
HOLLYWOOD ON DEMAND	76/093,951	07/21/00
THE ANATOMY OF A MOVIE	2,412,735	12/20/00
STARWORX VIDEO	1,966,596	4/9/96
HOLLYWOOD FILM LIBRARY	76/003,589	3/16/00
HOLLYWOOD ARCADE	75/420,243	1/20/98
HOLLYWOODVIDEO.COM	75/650,881	2/23/99
HOLLYWOODGAMES.COM	75/643,663	2/19/99
INTERNET HOLLYWOOD	75/673,186	4/1/99
INTERNETHOLLYWOOD.NET	75/673,188	4/1/99
WELCOME TO HOLLYWOOD	75/752,185	7/14/99
STUDIO BACKLOT SALE	76/045,724	4/24/00
HOLLYWOOD HORROR MONTH	75/931,433	2/29/00
GIVE THE GIFT OF HOLLYWOOD VIDEO	2,511,988	11/27/01
HOLLYWOOD VIDEO CELEBRITY STATUS	2,664,074	12/17/02
HOLLYWOOD GAMES & Design	2,511,500	11/27/01
HOLLYWOOD VIDEO CELEBRITY STATUS	76/110,217	8/15/00
PLATINUM PROGRAM		
MOVIE COMPASS	76/034,589	4/24/00
HOLLYWOOD DVD	76/058,207	5/26/00
DVD HOLLYWOOD	76/058,208	5/26/00
REEL BUCKS	75/899,797	1/20/00
REEL.COM	75/536,746	8/14/98
FILM REEL	75/914,082	2/8/00
REELPICKS	75/621,588	1/15/99
THE MOVIE CAPITOL OF THE INTERNET	75/914,084	5/18/00
REEL MAGAZINE	75/914,074	2/8/00
REEL ON DEMAND	75/934,335	3/3/00
REEL DVD	75/932,349	3/1/00
THE HOLLYWOOD EXPERIENCE	75/293,769	5/19/97
THE HOLLYWOOD EXPERIENCE	75/264,309	3/26/97

Hollywood Management Company

Mark	Reg. or App. No.	Reg. or Filing Date
BRING HOLLYWOOD HOME FOR THE HOLIDAYS	76/003,191	03/15/00
GO HOLLYWOOD FOR THE HOLIDAYS	76/003,192	03/15/00
HOLLYWOOD ENTERTAINMENT and Design	2,191,673	09/29/98
HOLLYWOOD VIDEO and Design	2,191,674	09/29/98
VIDEO WATCH	1,614,357	09/18/90
HOLLYWOOD VIDEO SUPERSTORE	1,814,123	12/28/93
DIFFERENT-BUT YOU'LL GET USED TO IT	1,818,212	01/25/94
HOLLYWOOD VIDEO	1,848,749	08/09/94
HOLLYWOOD ENTERTAINMENT	1,935,822	11/14/95
WANT ENTERTAINMENT? GO TO HOLLYWOOD!	2,046,045	03/18/97
HOLLYWOOD VIDEO and Vertical Design	2,117,639	12/02/97
HOLLYWOOD INSIDER	1,721,793	10/06/92
HOLLYWOOD GAMES	2,456,663	6/5/01
HOLLYWOOD VIDEO & GAMES	2,387,202	11/19/01
HOLLYWOOD GAMES and Design	2,511,500	11/27/01
WELCOME TO HOLLYWOOD	75/752,175	07/14/99
HOLLYWOOD	2,544,383	03/05/02
MOVIE ANATOMY	75/755,887	07/20/99
MOVIE MATCHES	2,413,252	12/12/00
MOVIEMAP	2,293,593	11/16/99
REEL	2,263,412	7/20/99
REEL.COM & Design	2,429,143	2/20/01
HOLLYWOOD CONFIDENTIAL	75/914,083	02/08/00
HOLLYWOOD VIDEO	78/122,971	04/19/02
WE ARE HOLLYWOOD. WE ARE ENTERTAINMENT	78/119,754	04/05/02