

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
HOLLYWOOD MANAGEMENT COMPANY		12/31/2005	CORPORATION: OREGON

**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

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2263412	REEL
Registration Number:	2429143	REEL.COM

**CORRESPONDENCE DATA**

Fax Number: (703)836-5288  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (703) 684-5600  
 Email: jim@sagllp.com  
 Correspondent Name: JAMES E. SHLESINGER  
 Address Line 1: 1420 KING STREET, SUITE 600  
 Address Line 4: ALEXANDRIA, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	T189
NAME OF SUBMITTER:	JAMES E. SHLESINGER

**CH \$65.00 2263412**

Signature:	/JES/
Date:	05/25/2006
Total Attachments: 4 source=MERGER#page1.tif source=MERGER#page2.tif source=MERGER#page3.tif source=MERGER#page4.tif	



Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327

Phone:(503)986-2200  
Fax:(503)378-4381  
www.filinginoregon.com

COUNTER  
OR

### Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

<b>Document</b>	<b>Filed On</b>		
ARTICLES OF MERGER	12/30/2005		
<b>Name of Survivor</b>	<b>Reg. No.</b>	<b>Type</b>	<b>Juris</b>
HOLLYWOOD ENTERTAINMENT CORPORATION	118127-81	DOM BUS CORP	OR
<b>Name(s) of Non Survivor(s)</b>	<b>Reg. No.</b>	<b>Type</b>	<b>Juris</b>
HOLLYWOOD MANAGEMENT COMPANY	611057-80	DOM BUS CORP	OR

CATSTA  
ACK\_M-S  
12/30/2005

**TRADEMARK**  
**REEL: 003316 FRAME: 0345**



Phone: (503) 986-2200  
 Fax: (503) 378-4381

Articles of Merger

Secretary of State  
 Corporation Division  
 255 Capitol St. NE, Suite 151  
 Salem, OR 97310-1327  
 FilingInOregon.com

Check the appropriate box below:

- MULTIENTITY MERGER  
 (Complete only 1, 2, 3, 4, 10, 11)  
 FOR PARENT AND 90% OWNED SUBSIDIARY  
 WITHOUT SHAREHOLDER APPROVAL  
 (Complete only 5, 6, 7, 8, 9, 10, 11)

SURVIVOR  
 REGISTRY NUMBER: 118127-81

**FILED**  
**DEC 30 2005**  
 OREGON  
 SECRETARY OF STATE  
 For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

NAME	TYPE	REGISTRY NUMBER

2) NAME AND TYPE OF THE SURVIVING ENTITY

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED. See ORS 60.481(2)

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.

A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION Hollywood Entertainment Corporation

Oregon Registry Number 118127-81

6) NAME OF SUBSIDIARY CORPORATION Hollywood Management Company

Oregon Registry Number 611057-80

7) NAME OF SURVIVING CORPORATION Hollywood Entertainment Corporation

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before \_\_\_\_\_ Date

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Signature

Printed Name

S. Page Todd

Title

Executive Vice President

11) CONTACT NAME (To resolve questions with this filing.)

Heather M. Bradshaw

DAYTIME PHONE NUMBER (Include area code.)

334-677-2108, ext: 22724

**FEES**

Required Processing Fee \$50 - Confirmation Copy (Optional) \$5  
 Processing Fees are nonrefundable.  
 Please make check payable to "Corporation Division."

NOTE:  
 Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

PLAN OF MERGER  
OF  
HOLLYWOOD MANAGEMENT COMPANY  
WITH AND INTO  
HOLLYWOOD ENTERTAINMENT CORPORATION

This Plan of Merger made and entered into this 21<sup>st</sup> day of December, 2005, provides for the merger of Hollywood Management Company an Oregon corporation ("HMC") with and into Hollywood Entertainment Corporation, an Oregon corporation ("HEC").

1. HEC, which is a business corporation of the State of Oregon and is the owner of all of the outstanding shares of HMC, which is also a business corporation of the State of Oregon, hereby merges HMC into HEC pursuant to the provisions of the Oregon Business Corporation Act.

2. The separate existence of HMC shall cease at the effective time and date of the merger pursuant to the provisions of the Oregon Business Corporation Act; and HEC shall continue its existence as the surviving corporation pursuant to the provisions of the Oregon Business Corporation Act.

3. The issued shares of HMC shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

4. The Board of Directors and the proper officers of HMC and HEC are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

5. The merger shall be effective on December 31, 2005.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their respective duly authorized officers all as of the date first written above.

Hollywood Entertainment Corporation



Name: S. Page Todd

Title: Executive Vice President and Secretary

Hollywood Management Company



Name: S. Page Todd

Title: Executive Vice President and Secretary

OR BC D-PLAN OF MERGER S-P D-D 12/28 (ORDSINDP)

TRADEMARK  
REEL: 003316 FRAME: 0347

SCHEDULE

<u>MARK</u>	<u>REG. NO.</u>	<u>DATE</u>
REEL	2,263,412	07/20/99
REEL.COM & DESIGN	2,429,143	02/20/01