TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Collateral Agent Appointment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CapitalSource Finance LLC		10/10/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	625 Marquette Avenue
Internal Address:	MAC N9311-110
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55479
Entity Type:	National Association:

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	1798262	MOVIE GALLERY
Registration Number:	2518769	MOVIE GALLERY
Registration Number:	1432368	MOVIE GALLERY
Registration Number:	2433463	MOVIEGALLERY.COM
Registration Number:	2440747	MOVIEGALLERY.COM
Registration Number:	2929469	MOVIE GALLERY FAST FOWARD
Registration Number:	3044067	QUIET TIME GUARANTEED
Registration Number:	2714013	SUN AND SOUL
Registration Number:	2741706	SUN AND SOUL
Registration Number:	2687083	SUN AND SOUL
Registration Number:	1927616	GAME ZONE
Registration Number:	2922155	GAME ZONE
Registration Number:	1654006	VIDEO UPDATE

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Registration Number:	1663728	VIDEO UPDATE
Registration Number:	1654603	VIDEO UPDATE
Registration Number:	2383834	VIDEO UPDATE
Registration Number:	2230693	HERE. NOW. GUARANTEED.
Registration Number:	1665301	THE VIDEO CONNECTION
Registration Number:	1683279	VIDEO CONNECTION
Registration Number:	1893385	THE PLAYERS EDGE
Registration Number:	2555865	NC-55 NO CHILDREN UNDER 55
Registration Number:	2558734	SILVER SCREEN CLUB
Registration Number:	3039640	PLAY ON PROMISE
Registration Number:	2944625	GAMEAPALOOZA
Registration Number:	3081356	PLAY.NOW.GUARANTEED.
Registration Number:	3064694	PLAY ON
Registration Number:	1665300	VIDEO CONNECTION
Serial Number:	76626166	GUARANTEED PRE-PLAYED

CORRESPONDENCE DATA

Fax Number: (212)822-5423

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

Phone: 212-530-5000

Email: jnici@milbank.com

Correspondent Name: Milbank, Tweed, Hadley & McCloy LLP

Address Line 1: One Chase Manhattan Plaza

Address Line 2: Rm. 4640

Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	39481-00000
NAME OF SUBMITTER:	Janis Nici
Signature:	/janis nici/
Date:	10/11/2007

Total Attachments: 6

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COLLATERAL AGENT APPOINTMENT

WHEREAS, MOVIE GALLERY US, LLC, with its principal place of business at 900 West Main Street, Dothan, AL 36301 (hereinafter "Grantor"), granted a security interest in the trademarks (hereinafter "the Marks") listed in the attached Exhibit A to CapitalSource Finance LLC, with its principal place of business at 4445 Willard Avenue, Twelfth Floor, Chevy Chase, MD 20815, (hereinafter "Grantee"), as Collateral Agent under that certain Trademark Security Agreement between Grantor and Grantee, dated as of March 8, 2007 (the "Security Agreement"), which security interest was recorded in the United States Patent and Trademark Office on July 12, 2007 at 3579/0423.

WHEREAS, Grantee has been succeeded by Wells Fargo Bank, National Association, with its principal place of business at MAC N9311-110, 625 Marquette Avenue, Minneapolis, MN 55479 (hereinafter "Transferee"), as Collateral Agent under the Security Agreement, pursuant to (i) the Administrative Agent and Collateral Agent Appointment and (ii) the Successor Agent Agreement appointing Transferee as the new Collateral Agent.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantee hereby confirms that Transferee as newly appointed collateral Agent holds all right, title and interest in the security interest in the collateral granted under the Security Agreement including, but not limited to, the security interest in the Marks.

This Appointment may be executed in any number of counterparts, all of which shall constitute one and the same instrument.

[Signature on the Following Page.]

GRANTEE

Dated: 10/10/07

By: Joanne B
Name: Joanne Fungaroli
Title: Authorized Signatory

TRANSFEREE

Dated:_____

By:_____
Name:
Title:

Collateral Agent Appointment

GRANTEE

Dated:_____

By:_____
Name:
Title:

TRANSFEREE

Dated: 10/10/07

By:_____
Name: JEFFERY ROSE
Title: Vice President

Collateral Agent Appointment

Exhibit A

[Attached]

MOVIE GALLERY US, LLC

Registered U.S. Trademarks

Country	Trademark	Registration No.	Registration Date
U.S.	Movie Gallery	1,798,262	10/12/1993
U.S.	Movie Gallery & Design	2,518,769	12/11/2001
U.S.	Movie Gallery & Design	1,432,368	03/10/1987
U.S.	MovieGallery.com	2,433,463	03/06/2001
U.S.	MovieGallery.com & Design	2,440,747	04/03/2001
U.S.	Movie Gallery Fast Forward & Design	2,929,469	04/01/2005
U.S.	Quiet Time Guaranteed	3,044,067	01/17/2006
U.S.	Sun and Soul	2,714,013	05/06/2003
U.S.	Sun and Soul	2,741,706	07/29/2003
U.S.	Sun and Soul & Design	2,687,083	02/11/2003
U.S.	Game Zone	1,927,616	10/17/1995
U.S.	Game Zone & Design	2,922,155	02/01/2005
U.S.	Video Update & Design	1,654,006	08/13/1991
U.S.	Video Update & Design	1,663,728	11/05/1991
U.S.	Video Update & Design	1,654,603	08/20/1991
U.S.	Video Update and Design	2,383,834	9/5/2000
U.S.	Here. Now. Guaranteed.	2,230,693	03/09/1999

Country	Trademark	Registration No.	Registration Date
U.S.	Video Connection	1,665,301	11/19/1991
U.S.	Video Connection & Design	1,683,279	04/14/1992
U.S.	The Players Edge & Design	1,893,385	05/09/1995
U.S.	NC - 55 - No Children Under 55	2,555,865	04/02/2002
U.S.	Silver Screen Club	2,558,734	04/09/2002
U.S.	Play On Promise	3039640	01/10/2006
U.S.	Gameapalooza	2944625	04/26/2005
U.S.	Play.Now.Guaranteed	3081356	04/12/2006
U.S.	Play On	3064694	3/7/2006
U.S.	Video Connection & Design	1,665,300	11/19/1991

Pending U.S. Trademark Applications

Country	Trademark	Serial No.	Filing Date
U.S.	Guaranteed Pre-Played & Design	76/626,166	12/28/2004

Trademark Licenses

Movie Gallery US, LLC licenses limited rights to use and display its trademarks in the ordinary course of business in advertising and promotional agreements.

There may be single store license agreements with individual store owners who were not acquired in past acquisitions of Movie Gallery.