TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	10/01/1998

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
REEL.COM, INC.		10/01/1998	CORPORATION: DELAWARE

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: 1

Property Type	Number	Word Mark
Registration Number:	2719664	REEL.COM

CORRESPONDENCE DATA

Fax Number: (334)836-3635

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

Phone: (503) 570-1930
Email: laug@hlyw.com
Correspondent Name: Gary H. Lau

Address Line 1: 9275 SW Peyton Lane

Address Line 4: Wilsonville, OREGON 97070

NAME OF SUBMITTER:	Gary H. Lau
Signature:	/Gary H. Lau/
Date:	05/07/2008

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Total Attachments: 3 source=3391_001#page1.tif source=3391_001#page2.tif source=3391_001#page3.tif

> TRADEMARK REEL: 003773 FRAME: 0553

State of Oregon

OFFICE OF THE SECRETARY OF STATE Corporation Division

I, BILL BRADBURY, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the

Articles of

Merger

filed on

October 1, 1998

for

REEL.COM, INC.

an entity not of record in Oregon merging with and into

HOLLYWOOD ENTERTAINMENT CORPORATION

is a true copy of the original document that has been filed with this office.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

BILL BRADBURY, Secretary of State

y Marilan B

Marilyn R. Smith April 30, 2008

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TRADEMARK

REEL: 003773 FRAME: 0554

11817-86

ARTICLES OF MERGER
OF

118127-81

FILED

HOLLYWOOD ENTERTAINMENT CORPORATION

WITH

REEL.COM. INC., NR

SECRETARY OF STATE

The following Articles of Merger are filed pursuant to ORS 60.494 by Hollywood Entertainment Corporation, an Oregon corporation (the "Corporation"), as the surviving corporation in the merger of Reel.com, Inc., a Delawate corporation ("Reel.com"), with and into the Corporation (the "Merger").

- 1. The Agreement and Plan of Merger and Reorganization, dated as of July 30, 1998, among the Corporation, Reel.com and R Acquisition, Inc., as amend hereto as Exhibit A and is incorporated herein by reference.
- 2. Approval of the Merger by the shareholders of the Corporation was II
 The Corporation's Board of Directors approved the Merger by resolu
 29, 1998.

not of accord

- Approval of the Merger by the shareholders of Recl.com was required.
 The shareholder vote was as follows:
 - no shares of common stock were outstanding or entitled to vote on the Merger.
 - (b) 12,413,216 shares of Preferred Stock were outstanding and emitted to voted on the Merger; all of the preferred stock holders were entitled to vote as a single group and, separately, the holders of Series B and Series C Preferred Stock were emitted to vote as a single group.
 - (c) 12,413,216 shares of Preferred Stock voted in favor of the Merger with no shares voting against the Merger.
 - (d) 10,237,881 shared of Series B and C Preferred Stock voted in favor of the Merger with no shares of Series B or C Preferred Stock voting against the Merger.
- 4. The person to contact about this filing is:

Donald J. Ekman, Senior Vice President and General Counsel

Telephone: (503) 570-1600 Facsimile: (503) 570-1701

STREET, WC TOLLSON STREET, STREET, ST.

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** TOTAL PAGE 03 **

Dated: October 1, 1998.

HOLLYWOOD ENTERTAIDMENT CORPORATION

By:

Donald J. Ekman Senior Vice President and General Counsel