

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Merger of Domestic Limited Liability Companies

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
M.G. Digital, LLC		05/19/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Movie Gallery US, LLC
Street Address:	900 West Main Street
Internal Address:	Attn: Corporate Secretary
City:	Dothan
State/Country:	ALABAMA
Postal Code:	36301
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2849341	GAME SILO
Registration Number:	3145810	MOVIEBEAM
Registration Number:	3145811	MOVIEBEAM
Registration Number:	3145812	MOVIEBEAM
Registration Number:	3189712	MOVIEBEAM
Registration Number:	3303033	MOVIEBEAM
Registration Number:	3392239	
Registration Number:	3280282	
Registration Number:	3291278	
Registration Number:	3291279	
Registration Number:	3291280	
Registration Number:	3291281	

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CORRESPONDENCE DATA

Fax Number: (212)735-2000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2127353000
Email: elisha.sakur@skadden.com
Correspondent Name: Skadden, Arps, Slate, Meagher & Flom
Address Line 1: Four Times Square
Address Line 2: Attn: Matthew Fagin
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	244130/1061
NAME OF SUBMITTER:	Matthew B. Fagin
Signature:	/Matthew Fagin/
Date:	05/20/2008

Total Attachments: 3
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"M.G. DIGITAL, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "MOVIE GALLERY US, LLC" UNDER THE NAME OF "MOVIE GALLERY US, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF MAY, A.D. 2008, AT 11:45 O'CLOCK A.M.

2391754 8100M

080564388



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6599879

DATE: 05-19-08

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK

REEL: 003780 FRAME: 0603

**CERTIFICATE OF MERGER
OF DOMESTIC LIMITED LIABILITY COMPANIES**

**CERTIFICATE OF MERGER OF
M.G. DIGITAL, LLC
WITH AND INTO
MOVIE GALLERY US, LLC**

The undersigned limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware and acting pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act,

DOES HEREBY CERTIFY:

FIRST: That the name and state of organization of each of the constituent limited liability companies of the merger are as follows:

<u>Name:</u>	<u>State of Organization:</u>
M.G. Digital, LLC	Delaware
Movie Gallery US, LLC	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies in accordance with the requirements of Section 18-209 of the Limited Liability Company Act of the State of Delaware.

THIRD: That the name of the surviving limited liability company of the merger is Movie Gallery US, LLC and that the name of the limited liability company being merged into this surviving limited liability company is M.G. Digital, LLC.

FOURTH: That the Certificate of Formation of Movie Gallery US, LLC, a Delaware limited liability company, the surviving limited liability company, shall be the Certificate of Formation of the surviving limited liability company. Said Certificate of Formation shall continue to be the Certificate of Formation of said surviving limited liability company until further amended and changed in accordance with the provisions of the Delaware Limited Liability Company Act.

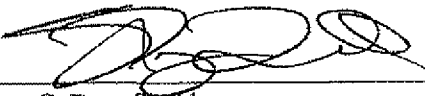
FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is 900 West Main Street, Dothan, Alabama 36301; Attention: Corporate Secretary.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving limited liability company on request and without cost to any member of any constituent limited liability company.

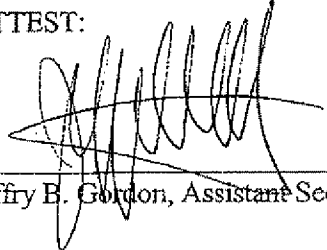
SEVENTH: The merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, Movie Gallery US, LLC has caused this Certificate of Merger to be executed by its duly authorized officer on this 19th day of May, 2008.

Movie Gallery US, LLC

By: 
Name: S. Page Todd
Title: Executive Vice President

ATTEST:


Jeffrey B. Gordon, Assistant Secretary