

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the trademarks that have been included in error previously recorded on Reel 003783 Frame 0452. Assignor(s) hereby confirms the Amended and Restated Trademark Security Agreement.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Movie Gallery US, LLC		05/20/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Deutche Bank Trust Company Americas
Street Address:	60 Wall Street
Internal Address:	MS NYC 60-2710
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 11

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

CH \$290.00 3145810

CORRESPONDENCE DATA

Fax Number: (212)735-2000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-735-3000
Email: Elisha.Sakur@Skadden.com
Correspondent Name: Skadden, Arps, Slate, Meagher & Flom
Address Line 1: Four Times Square
Address Line 2: Attn: Matthew B. Fagin
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	244130/1061
NAME OF SUBMITTER:	Matthew B. Fagin
Signature:	/Matthew B Fagin/
Date:	05/29/2008

Total Attachments: 17
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TO:SKADDEN, ARPS, SLATE, MEAGHER & FLOM COMPANY:FOUR TIMES SQUARE

**UNITED STATES PATENT AND TRADEMARK OFFICE**UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

900107361A

MAY 28, 2008

PTAS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM
FOUR TIMES SQUARE
ATTN: MATTHEW B. FAGIN
NEW YORK, NY 10036UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENTTHE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF
THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS
AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER
REFERENCED BELOW.PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE
INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA
PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD
FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY
CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 571-272-3350.
PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE,
MAIL STOP: ASSIGNMENT SERVICES BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 05/21/2008

REEL/FRAME: 003783/0452

NUMBER OF PAGES: 10

BRIEF: AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT
DOCKET NUMBER: 244130/1061

ASSIGNOR:

MOVIE GALLERY US, LLC

DOC DATE: 05/20/2008

CITIZENSHIP: DELAWARE

ENTITY: LIMITED LIABILITY
COMPANY

ASSIGNEE:

DEUTSCHE BANK TRUST COMPANY
AMERICAS
60 WALL STREET
MS NYC 60-2710
NEW YORK, NEW YORK 10005CITIZENSHIP: NEW YORK
ENTITY: CORPORATION

TO:SKADDEN, ARPS, SLATE, MEAGHER & FLOM COMPANY:FOUR TIMES SQUARE

003783/0452 PAGE 2

APPLICATION NUMBER: 77164174 FILING DATE: 04/24/2007
REGISTRATION NUMBER: ISSUE DATE:

MARK: TRUE CHOICE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

APPLICATION NUMBER: 77164225 FILING DATE: 04/24/2007
REGISTRATION NUMBER: ISSUE DATE:

MARK: TRUECHOICE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

APPLICATION NUMBER: 77411066 FILING DATE: 03/03/2008
REGISTRATION NUMBER: ISSUE DATE:

MARK: TRUECHOICE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

APPLICATION NUMBER: 77411043 FILING DATE: 03/03/2008
REGISTRATION NUMBER: ISSUE DATE:

MARK: TRUE CHOICE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

APPLICATION NUMBER: 74340118 FILING DATE: 12/15/1992
REGISTRATION NUMBER: 1798262 ISSUE DATE: 10/12/1993

MARK: MOVIE GALLERY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76065249 FILING DATE: 06/08/2000
REGISTRATION NUMBER: 2518769 ISSUE DATE: 12/11/2001

MARK: MOVIE GALLERY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 75929180 FILING DATE: 02/29/2000
REGISTRATION NUMBER: 2433463 ISSUE DATE: 03/06/2001

MARK: MOVIEGALLERY.COM
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76542019 FILING DATE: 09/03/2003
REGISTRATION NUMBER: 2929469 ISSUE DATE: 03/01/2005

MARK: MOVIE GALLERY FAST FOWARD
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 76622289 FILING DATE: 11/24/2004
REGISTRATION NUMBER: 3044067 ISSUE DATE: 01/17/2006

MARK: QUIET TIME GUARANTEED
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

TO:SKADDEN, ARPS, SLATE, MEAGHER & FLOM COMPANY:FOUR TIMES SQUARE

003783/0452 PAGE 3

APPLICATION NUMBER: 76065248 FILING DATE: 06/08/2000
REGISTRATION NUMBER: 2714013 ISSUE DATE: 05/06/2003

MARK: SUN AND SOUL
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76460777 FILING DATE: 10/16/2002
REGISTRATION NUMBER: 2741706 ISSUE DATE: 07/29/2003

MARK: SUN AND SOUL
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76077874 FILING DATE: 06/28/2000
REGISTRATION NUMBER: 2687083 ISSUE DATE: 02/11/2003

MARK: SUN AND SOUL
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74554728 FILING DATE: 07/22/1994
REGISTRATION NUMBER: 1927616 ISSUE DATE: 10/17/1995

MARK: GAME ZONE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76540670 FILING DATE: 08/28/2003
REGISTRATION NUMBER: 2922155 ISSUE DATE: 02/01/2005

MARK: GAME ZONE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74098152 FILING DATE: 09/18/1990
REGISTRATION NUMBER: 1654006 ISSUE DATE: 08/13/1991

MARK: VIDEO UPDATE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74110694 FILING DATE: 10/30/1990
REGISTRATION NUMBER: 1663728 ISSUE DATE: 11/05/1991

MARK: VIDEO UPDATE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74098090 FILING DATE: 09/18/1990
REGISTRATION NUMBER: 1654603 ISSUE DATE: 08/20/1991

MARK: VIDEO UPDATE
DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 75438972 FILING DATE: 02/23/1998
REGISTRATION NUMBER: 2230693 ISSUE DATE: 03/09/1999

MARK: HERE. NOW. GUARANTEED.
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

TO:SKADDEN, ARPS, SLATE, MEAGHER & FLOM COMPANY:FOUR TIMES SQUARE

003783/0452 PAGE 4

APPLICATION NUMBER: 73300235 FILING DATE: 03/09/1981
REGISTRATION NUMBER: 1665301 ISSUE DATE: 11/19/1991

MARK: THE VIDEO CONNECTION
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73300234 FILING DATE: 03/09/1981
REGISTRATION NUMBER: 1665300 ISSUE DATE: 11/19/1991

MARK: VIDEO CONNECTION
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 73807125 FILING DATE: 06/16/1989
REGISTRATION NUMBER: 1683279 ISSUE DATE: 04/14/1992

MARK: VIDEO CONNECTION
DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 74489612 FILING DATE: 02/14/1994
REGISTRATION NUMBER: 1893385 ISSUE DATE: 05/09/1995

MARK: THE PLAYERS EDGE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 76277549 FILING DATE: 06/28/2001
REGISTRATION NUMBER: 2555865 ISSUE DATE: 04/02/2002

MARK: NC-55 NO CHILDREN UNDER 55
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 76277547 FILING DATE: 06/28/2001
REGISTRATION NUMBER: 2558734 ISSUE DATE: 04/09/2002

MARK: SILVER SCREEN CLUB
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76621458 FILING DATE: 11/19/2004
REGISTRATION NUMBER: 3039640 ISSUE DATE: 01/10/2006

MARK: PLAY ON PROMISE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

APPLICATION NUMBER: 76537211 FILING DATE: 08/13/2003
REGISTRATION NUMBER: 2944625 ISSUE DATE: 04/26/2005

MARK: GAMEAPALOOZA
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76621228 FILING DATE: 11/17/2004
REGISTRATION NUMBER: 3081356 ISSUE DATE: 04/18/2006

MARK: PLAY.NOW.GUARANTEED.
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

TO:SKADDEN, ARPS, SLATE, MEAGHER & FLOM COMPANY:FOUR TIMES SQUARE

003783/0452 PAGE 5

APPLICATION NUMBER: 76472859 FILING DATE: 11/27/2002
REGISTRATION NUMBER: 3064694 ISSUE DATE: 03/07/2006

MARK: PLAY ON
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76626166 FILING DATE: 12/28/2004
REGISTRATION NUMBER: 3296004 ISSUE DATE: 09/25/2007

MARK: GUARANTEED PRE-PLAYED
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 78143890 FILING DATE: 07/15/2002
REGISTRATION NUMBER: 2849341 ISSUE DATE: 06/01/2004

MARK: GAME SILO
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76368691 FILING DATE: 02/08/2002
REGISTRATION NUMBER: 3145810 ISSUE DATE: 09/19/2006

MARK: MOVIEBEAM
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76368692 FILING DATE: 02/08/2002
REGISTRATION NUMBER: 3145811 ISSUE DATE: 09/19/2006

MARK: MOVIEBEAM
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76368693 FILING DATE: 02/08/2002
REGISTRATION NUMBER: 3145812 ISSUE DATE: 09/19/2006

MARK: MOVIEBEAM
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76368689 FILING DATE: 02/08/2002
REGISTRATION NUMBER: 3189712 ISSUE DATE: 12/26/2006

MARK: MOVIEBEAM
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76515075 FILING DATE: 05/19/2003
REGISTRATION NUMBER: 3280282 ISSUE DATE: 08/14/2007

MARK:
DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 76515417 FILING DATE: 05/19/2003
REGISTRATION NUMBER: 3291278 ISSUE DATE: 09/11/2007

MARK:
DRAWING TYPE: MISCELLANEOUS DESIGN

TO:SKADDEN, ARPS, SLATE, MEAGHER & FLOM COMPANY:FOUR TIMES SQUARE

003783/0452 PAGE 6

APPLICATION NUMBER: 76515418
REGISTRATION NUMBER: 3291279FILING DATE: 05/19/2003
ISSUE DATE: 09/11/2007MARK:
DRAWING TYPE: MISCELLANEOUS DESIGNAPPLICATION NUMBER: 76515419
REGISTRATION NUMBER: 3291280FILING DATE: 05/19/2003
ISSUE DATE: 09/11/2007MARK:
DRAWING TYPE: MISCELLANEOUS DESIGNAPPLICATION NUMBER: 76515420
REGISTRATION NUMBER: 3291281FILING DATE: 05/19/2003
ISSUE DATE: 09/11/2007MARK:
DRAWING TYPE: MISCELLANEOUS DESIGNAPPLICATION NUMBER: 76368690
REGISTRATION NUMBER: 3303033FILING DATE: 02/08/2002
ISSUE DATE: 10/02/2007MARK: MOVIEBEAM
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORMAPPLICATION NUMBER: 76515411
REGISTRATION NUMBER: 3392239FILING DATE: 05/19/2003
ISSUE DATE: 03/04/2008MARK:
DRAWING TYPE: MISCELLANEOUS DESIGNTONYA LEE, EXAMINER
ASSIGNMENT SERVICES BRANCH
PUBLIC RECORDS DIVISION

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

05/21/2008
900107361

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Amended and Restated Trademark Security Agreement
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Movie Gallery US, LLC		05/20/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Deutsche Bank Trust Company Americas
Street Address:	60 Wall Street
Internal Address:	MS NYC 60-2710
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Registration Number:	1798262	MOVIE GALLERY
Registration Number:	2518769	MOVIE GALLERY
Registration Number:	2433463	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
Registration Number:	1663728	VIDEO UPDATE
Registration Number:	1654603	VIDEO UPDATE

CH \$1040.00 1798262

TO:SKADDEN, ARPS, SLATE, MEAGHER & FLOM COMPANY:FOUR TIMES SQUARE

Registration Number:	2230693	HERE. NOW. GUARANTEED.
Registration Number:	1665301	THE VIDEO CONNECTION
Registration Number:	1665300	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:	3296004	GUARANTEED PRE-PLAYED
Registration Number:	2849341	GAME SILO
Registration Number:	3145810	MOVIEBEAM
Registration Number:	3145811	MOVIEBEAM
Registration Number:	3145812	MOVIEBEAM
Registration Number:	3189712	MOVIEBEAM
Registration Number:	3280282	
Registration Number:	3291278	
Registration Number:	3291279	
Registration Number:	3291280	
Registration Number:	3291281	
Registration Number:	3303033	MOVIEBEAM
Registration Number:	3392239	
Serial Number:	77164174	TRUE CHOICE
Serial Number:	77164225	TRUECHOICE
Serial Number:	77411066	TRUECHOICE
Serial Number:	77411043	TRUE CHOICE

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 B. Fagin

TO:SKADDEN, ARPS, SLATE, MEAGHER & FLOM COMPANY:FOUR TIMES SQUARE

Address Line 4: New York, NEW YORK 10036	
ATTORNEY DOCKET NUMBER:	244130/1061
NAME OF SUBMITTER:	Matthew B. Fagin
Signature:	/Matthew Fagin/
Date:	05/21/2008
Total Attachments: 7 source=Trademark Security Agreement - MGUS#page1.tif source=Trademark Security Agreement - MGUS#page2.tif source=Trademark Security Agreement - MGUS#page3.tif source=Trademark Security Agreement - MGUS#page4.tif source=Trademark Security Agreement - MGUS#page5.tif source=Trademark Security Agreement - MGUS#page6.tif source=Trademark Security Agreement - MGUS#page7.tif	

**AMENDED AND RESTATED
TRADEMARK SECURITY AGREEMENT**

Amended and Restated Trademark Security Agreement, dated as of May 20, 2008 (as amended, restated or otherwise modified, the "Trademark Security Agreement"), between each of Movie Gallery US, LLC (the Grantor) and **DEUTSCHE BANK TRUST COMPANY AMERICAS**, having an address at 60 Wall Street, MS NYC 60-2710, New York, NY 10005, successor-in-interest to Wachovia Bank, in its capacity as collateral agent for the Secured Parties (together with successors and assigns in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, Grantor is a party to that certain Amended and Restated Pledge and Security Agreement (First Lien) dated as of March 8, 2007, as amended and restated as of May 20, 2008 (the "Pledge and Security Agreement") between the Grantor and the other grantors party thereto and the Collateral Agent pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Secured Parties to enter into the Credit Agreement, the Grantor hereby agrees with the Collateral Agent, as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Pledge and Security Agreement and used herein have the meaning given to them in the Pledge and Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Grantor hereby (i) affirms that it has granted to the Collateral Agent for the benefit of itself and the other Secured Parties a security interest in and continuing lien on all of such Grantor's right, title and interest in, to and under the Trademark Collateral (as defined below) and (ii) grants to the Collateral Agent for the benefit of itself and the other Secured Parties a security interest in and continuing lien on all of such Grantor's right, title and interest in, to and under the Trademark Collateral, whether now owned or existing or hereafter acquired or arising and wherever located. For the avoidance of doubt, the Trademark Collateral and the security interest granted hereunder shall be subject to the exceptions and limitations set forth in Section 2.3 of the Pledge and Security Agreement.

The "Trademark Collateral" shall be defined to include:

(a) all United States, and foreign trademarks, trade names, corporate names, company names, business names, fictitious business names, Internet domain names, service marks, certifications marks, collective marks, logos, other source or

business identifiers, designs and general intangibles of a like nature, all registrations and applications for any of the foregoing, including, but not limited to: (i) the registrations and applications referred to on Schedule I hereto (ii) all extensions or renewals of any of the foregoing, (iii) all of the goodwill of the business connected with the use of and symbolized by the foregoing, (iv) the right to sue for past, present and future infringement or dilution of any of the foregoing or for any injury to goodwill, and (v) all Proceeds of the foregoing, including, without limitation, licenses, royalties, income payments, claims, damages and proceeds of suit (collectively, "Trademarks"); and

(b) any and all agreements providing for the granting of any right in or to Trademarks (whether the Grantor is licensee or licensor thereunder) including those referred to on Schedule I hereto (collectively, "Trademark Licenses").

Notwithstanding the foregoing, no security interest shall be deemed granted hereunder in any trademark application filed on an intent-to-use basis until such time, if any, as a statement of use is filed and accepted.

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent for the Secured Parties pursuant to the Pledge and Security Agreement and Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Pledge and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall control.

SECTION 4. Applicable Law. This Trademark Security Agreement and the rights and obligations of the parties hereunder shall be governed by, and shall be construed and enforced in accordance with, the laws of the State of New York, without regard to the conflicts of law principles thereof.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

MOVIE GALLERY US, LLC

By: _____

Name: _____


Title: _____

[Trademark Security Agreement- Movie Gallery US, LLC]

Accepted and Agreed:

DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Collateral Agent

By: 
Name: RANDY KAHN
Title: VICE PRESIDENT





By: 
Name: Janet Robinson
Title: Vice President

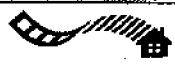

[Amended and Restated Trademark Security Agreement- Movie Gallery US, LLC]

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS

U.S. Trademark Registrations

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.	MovieGallery.com	2,433,463	03/06/2001
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.	Here. Now. Guaranteed.	2,230,693	03/09/1999
U.S.	The Video Connection	1,665,301	11/19/1991
U.S.	Video Connection & Design	1,665,300	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	3,039,640	01/10/2006
U.S.	Gameapalooza	2,944,625	04/26/2005
U.S.	Play.Now.Guaranteed	3,081,356	04/12/2006
U.S.	Play On	3,064,694	3/7/2006
U.S.	Guaranteed Pre-Played & Design	3,296,004	12/28/2004
U.S.	GAME SILO	2,849,341	06/01/04
U.S.	MOVIEBEAM	3,145,810	09/19/06
U.S.	MOVIEBEAM	3,145,811	09/19/06
U.S.	MOVIEBEAM	3,145,812	09/19/06
U.S.	MOVIEBEAM	3,189,712	12/26/06
U.S.		3,280,282	08/14/07
U.S.		3,291,278	09/11/07
U.S.		3,291,279	09/11/07
U.S.		3,291,280	09/11/07

Country	Trademark	Registration No.	Registration Date
U.S.		3,291,281	09/11/07
U.S.	MOVIEBEAM	3,303,033	10/2/07
U.S.		3,392,239	03/4/08


Foreign Trademark Registrations

Country	Trademark	Registration No.	Registration Date
Argentina	Movie Gallery	1,927,974	05/21/2003
Canada	Movie Gallery	545,344	05/18/2001
Canada	Video Update & Design	306,309	08/30/1985
Canada	Video Update	592,381	10/16/2003
Guatemala	Movie Gallery	121,782	01/14/2003
Guatemala	Movie Gallery	123,795	05/20/2003
Japan	Movie Gallery	831249	03/02/2004
Mexico	Movie Gallery	760,023	10/15/2001
Mexico	Movie Gallery	760,024	10/15/2001
Mexico	Video Update	741,852	02/21/2002
Mexico	Video Update & Design	423,532	10/13/1992
Mexico	Video Update & Design	423,534	10/13/1992
Panama	Movie Gallery	85718	06/10/1998
Peru	Movie Gallery	000820-2005	01/21/2005
UK	Movie Gallery	831249	03/02/2004

U.S. Trademark Applications

Country	Trademark	Serial No.	Filing Date
U.S.	True Choice	77/164,174	04/24/2007
U.S.	TrueChoice	77/164,225	04/24/2007
U.S.	True Choice	77/411,066	03/03/2008
U.S.	TrueChoice	77/411,043	03/03/2008

Foreign Trademark Applications

Country	Trademark	Serial No.	Filing Date
Brazil	Movie Gallery	824.714.385	07/29/2002
Brazil	Movie Gallery	824.714.377	07/29/2002
Costa Rica	Movie Gallery	N/A	02/11/2004
Czech Republic	Movie Gallery	N/A	03/02/2004
Germany	Movie Gallery	N/A	03/02/2004
Norway	Movie Gallery	N/A	03/02/2004
Poland	Movie Gallery	N/A	03/02/2004
Sweden	Movie Gallery	N/A	03/02/2004
Spain	Movie Gallery	N/A	03/02/2004
Canada	MOVIEBEAM	1178309	5/20/03
Canada	MOVIEBEAM	1148550	8/1/02
Canada		1178310	5/20/03