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and

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Telephone: (312) 861-2000

Counsel to the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	)	Case No. 07-33849
	)	Jointly Administered
MOVIE GALLERY, INC., et al., ¹	)	Chapter 11
	)	Hon. Douglas O. Tice, Jr.
Debtors.)	
)	

**NOTICE OF SIXTH OMNIBUS REJECTION OF CERTAIN EXECUTORY
CONTRACTS AND UNEXPIRED LEASES FILED JANUARY 31, 2008**

PLEASE TAKE NOTICE THAT on October 16, 2007, the above-captioned debtors (collectively, the “Debtors”) filed petitions commencing cases under the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”).²

PLEASE TAKE FURTHER NOTICE THAT your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in these bankruptcy cases. (If you do not have an attorney, you may wish to consult one.)

¹ The Debtors in these proceedings are: Movie Gallery, Inc.; Hollywood Entertainment Corporation; M.G. Digital, LLC; M.G.A. Realty I, LLC; MG Automation LLC; and Movie Gallery US, LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion of the Debtors for an Order Approving Expedited Procedures for Rejecting Executory Contracts and Unexpired Leases [Docket No. 301].



PLEASE TAKE FURTHER NOTICE THAT on November 13, 2007, the Bankruptcy Court entered an order (the “Order”) approving expedited procedures for rejecting executory contracts and unexpired leases (the “Rejection Procedures”) [Docket No. 842]. A copy of the Order is attached hereto as Attachment I. Pursuant to the Order, the Debtors hereby notify you that the executory contracts and the unexpired leases set forth on Attachment II attached hereto (each, a “Designated Contract or Lease” and collectively, the “Designated Contracts and Leases”) are rejected effective as of the dates set forth on Attachment II corresponding to the listed Designated Contracts and Leases.³

PLEASE TAKE FURTHER NOTICE THAT if you do not timely file and serve a written objection to the rejection of a Designated Contract or Lease, the Court may deem any opposition waived, treat the rejection as conceded and enter an order granting the relief requested in this Rejection Notice without further notice or a hearing.

PLEASE TAKE FURTHER NOTICE THAT if any party objects to the rejection of a Designated Contract or Lease, such objection must be filed with the Court at the following address: United States Bankruptcy Court, 1100 East Main Street, Room 301, Richmond, Virginia 23219, Attn: Clerk of Court, and actually received by the following parties no later than 10 days after the date of service of this Rejection Notice:

- a. counsel for the Debtors: Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601, Attn: Anup Sathy, P.C. and Marc Carmel;
- b. the Office of the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”), 600 E. Main Street, Suite 301, Richmond, Virginia 23219, Attn: Robert Van Arsdale;
- c. counsel to the Official Committee of Unsecured Creditors: Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, Suite 1100, Los Angeles, California 90067, Attn: Brad Godshall;
- d. counsel to the agents for the Debtors’ postpetition secured lenders and the Debtors’ first lien lenders: Skadden Arps Slate Meagher & Flom LLP, Four Times Square, New York, New York 10036, Attn: Jay M. Goffman; and
- e. counsel for the agent for the second lien lenders: Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, New York 10005, Attn: Matthew S. Barr.

³ The Order approved, among other things, the form of notice to be used for the rejection of executory contracts and unexpired leases. This Notice includes modifications to such form that are not substantive. Notwithstanding that the amendment to the rule does not apply to this Notice by its terms, the modifications are intended to conform the Notice to amended Rule 6006 of the Federal Rules of Bankruptcy Procedure for the benefit of non-Debtor counterparties to executory contracts and unexpired leases, to the extent applicable.

PLEASE TAKE FURTHER NOTICE THAT if no party files an objection within 10 days of the date the Debtors serve the Rejection Notice, the Debtors shall file a certificate of no objection and a proposed order, substantially in the form of Exhibit 2 attached to the Order, authorizing the rejection of the Designated Contracts and Leases listed on Attachment II, with the effective date of such rejection to be as set forth on Attachment II.

PLEASE TAKE FURTHER NOTICE THAT if an objection to the rejection of any Designated Contract or Lease is timely filed and not withdrawn or resolved, the Debtors shall file a notice for a hearing to consider the objection for the Designated Contract or Lease to which the objection relates; provided that if such objection is filed with respect to the effective date of rejection of a Designated Contract or Lease, the Rejection Procedures shall not prejudice any parties' rights with respect to such effective date of rejection, and each party's burden with respect thereto shall be the same as if the Rejection Procedures did not exist. If such objection is filed by the counterparty to the Designated Contract or Lease and is overruled or withdrawn, such Designated Contract or Lease shall be rejected with the effective date of such rejection as set forth on Attachment II. If such objection is filed by a party other than the counterparty to the Designated Contract or Lease and is overruled, withdrawn or resolved, such Designated Contract or Lease shall be rejected with the effective date of such rejection to be the later of (a) the date set forth on Attachment II and (b) the date the Debtors send notice to the counterparty to the Designated Contract or Lease that such objection has been overruled, withdrawn or resolved. The Debtors shall file a certificate of no objection and a proposed order authorizing the rejection of each Designated Contract or Lease for which no objection has been filed. After any such objections are disposed of, the Debtors will submit an order substantially in the form of Exhibit 2 attached to the Order, which may be conformed to address the disposition of such objections.

PLEASE TAKE FURTHER NOTICE THAT if the Debtors have deposited property with the counterparty of a Designated Contract or Lease as a security deposit or other arrangement, such contract counterparty may not set off or otherwise use such deposit without prior authority of the Court; provided, however, that the Rejection Procedures shall not impair the rights of a counterparty to a Lease or Contract to exercise the right to recoup under applicable law.

PLEASE TAKE FURTHER NOTICE THAT the Debtors will abandon all of the assets of the Debtors remaining in or on the property leased pursuant to each of the leases included in the Designated Contracts and Leases as soon as practicable and is filing and serving a Notice of Abandonment (as defined in the Order Authorizing and Approving Expedited Procedures for the Sale or Abandonment of De Minimis Assets [Docket No. 802]) contemporaneously herewith.

Chicago, Illinois
Dated: January 31, 2008

/s/ Marc J. Carmel

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Counsel to the Debtors

ATTACHMENT I

Richard M. Cieri (NY 4207122)
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Co-Counsel to the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	)	Case No. 07-33849
	)	Jointly Administered
MOVIE GALLERY, INC., et al., ¹	)	Chapter 11
Debtors.	)	Hon. Douglas O. Tice, Jr.
)	

**ORDER APPROVING EXPEDITED PROCEDURES FOR REJECTING EXECUTORY
CONTRACTS AND UNEXPIRED LEASES**

Upon the motion (the “Motion”)² of the above-captioned debtors (collectively, the “Debtors”) for the entry of an order (the “Order”) approving expedited procedures (the “Rejection Procedures”) for rejecting executory contracts and unexpired leases (each, a “Designated Contract or Lease” and collectively, the “Contracts and Leases”); it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties

¹ The Debtors in the cases include: Movie Gallery, Inc.; Hollywood Entertainment Corporation; M.G. Digital, LLC; M.G.A. Realty I, LLC; MG Automation LLC; and Movie Gallery US, LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; proper notice of the Motion having been provided to all necessary and appropriate parties, including pursuant to the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket No. 88] entered by the Court on October 17, 2007, and no further notice being necessary; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED, ADJUDGED and DECREED** that

1. The Motion is granted in its entirety.
2. The Rejection Procedures as set forth on Exhibit 1 attached hereto are approved in connection with the rejection of any Designated Contract or Lease; provided, however, that (a) use of the Rejection Procedures shall be subject to the terms of the Secured Superpriority Debtor in Possession Credit and Guaranty Agreement dated as of October 16, 2007 (as the same may be amended in accordance with its terms, the “DIP Credit Agreement”), and (b) the agents and/or lenders under the DIP Credit Agreement shall not be required to object to any proposed rejection to preserve their rights and remedies under the DIP Credit Agreement, it being specifically understood and hereby ordered that the approval of any such proposed rejection does not modify the DIP Credit Agreement in any respect.
3. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Nov 13 2007

/s/ Douglas O. Tice Jr.

United States Bankruptcy Judge

Entered on Docket: Nov 13 2007

We ask for this:

/s/ Michael A. Condyles

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Co-Counsel to the Debtors

Seen and agreed:

/s/ William A. Gray

William A. Gray (VA 46911)
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Telephone: (804) 648-1636
Facsimile: (804) 783-7291
Co-Counsel for Applewood, LLC, Swansea Realty
Investments, LLC and Yorkshire Village Properties, LLC

CERTIFICATE OF ENDORSEMENT

Pursuant to Local Bankruptcy Rule 9022-1(C)(1), I certify that all necessary parties have endorsed this Consent Order.

/s/ Michael A. Condyles

Counsel

EXHIBIT 1

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Co-Counsel to the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	)	Case No. 07-33849
	)	Jointly Administered
MOVIE GALLERY, INC., et al., ¹	)	Chapter 11
Debtors.	)	Hon. Douglas O. Tice, Jr.
)	

**EXPEDITED PROCEDURES FOR REJECTING EXECUTORY CONTRACTS AND
UNEXPIRED LEASES**

On October 16, 2007, the above-captioned debtors (collectively, the “Debtors”) filed petitions commencing cases under the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”).²

On November 13, 2007, the Bankruptcy Court entered the Order Approving Expedited Procedures for Rejection of Executory Contracts and Unexpired Leases [Docket No. 842] (the “Order”). Pursuant to the Order, the following “Rejection Procedures” were approved for the rejection of any of the Debtors’ executory contract or unexpired lease (each, a “Contract or

¹ The Debtors in the cases include: Movie Gallery, Inc.; Hollywood Entertainment Corporation; M.G. Digital, LLC; M.G.A. Realty I, LLC; MG Automation LLC; and Movie Gallery US, LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion of the Debtors for an Order Approving Expedited Procedures for Rejecting Executory Contracts and Unexpired Leases [Docket No. 301].

Lease” and collectively, the “Contracts and Leases”) during the pendency of these chapter 11 cases.

1. The Debtors shall file a written notice (each, a “Rejection Notice”) to reject any Contract or Lease and will serve such Rejection Notice together with the Order by overnight delivery service or email upon:
 - a. each counterparty to each Contract and Lease sought to be rejected by the Rejection Notice (each, a “Designated Contract or Lease” and collectively, the “Designated Contracts and Leases”);
 - b. other interested parties to each Designated Contract or Lease; and
 - c. the Core Group and the 2002 List (each as defined in the Notice, Case Management and Administrative Procedures established by the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket No. 88] entered on October 17, 2007).
2. The Rejection Notice shall set forth the following information to the best of the Debtors’ knowledge, as applicable:
 - a. a description of the deadlines and procedures for filing objections to the Rejection Notice;
 - b. the names and address of each counterparty and/or other party in interest to each Designated Contract or Lease;
 - c. the effective date of the rejection of each Designated Contract or Lease;
 - d. a description of each Designated Contract or Lease, including the street address, mall name and/or center name of any real property that is the subject of such Designated Contract or Lease; and
 - e. if the Debtors intend to abandon any property remaining in any leased premises that such property is abandoned if not removed by the effective date of the rejection of the applicable lease, including such property in which a third party has an interest.
3. If a party wishes to object to the rejection of any Designated Contract or Lease, such objections must be filed with the Court and received by the Core Group, who will be listed (with their addresses) in the Rejection Notice, no later than 10 days after the date of service of the Rejection Notice.

4. If no party files an objection within 10 days after the date the Debtors file and serve a Rejection Notice, the Debtors shall file a certificate of no objection and a proposed order, substantially in the form of Exhibit 2 attached to the Order except to the extent the Debtors and a non-Debtor party to a Designated Lease or Contract agree to provisions affecting such parties, authorizing the rejection of all Designated Contracts and Leases listed on the Rejection Notice, with the effective date of such rejection to be as set forth on the Rejection Notice, which shall be no earlier than the date the Rejection Notice is filed and served, or such other date to which the Debtors and the counterparty to a Designated Contract or Lease have agreed.
5. If an objection to the rejection of any Designated Contract or Lease is timely filed and not withdrawn or resolved, the Debtors shall file a notice for a hearing to consider the objection for the Designated Contract or Lease to which the objection relates; provided that if such objection is filed with respect to the effective date of rejection of a Designated Contract or Lease, these Rejection Procedures shall not prejudice any parties' rights with respect to such effective date of rejection, and each party's burden with respect thereto shall be the same as if these Rejection Procedures did not exist. If such objection is filed by the counterparty to the Designated Contract or Lease and is overruled or withdrawn, such Designated Contract or Lease shall be rejected with the effective date of such rejection to be as set forth on the Rejection Notice, which shall be no earlier than the date the Rejection Notice is filed and served, or such other date to which the Debtors and the counterparty to a Designated Contract or Lease have agreed. If such objection is filed by a party other than the counterparty to the Designated Contract or Lease and is overruled, withdrawn or resolved, such Designated Contract or Lease shall be rejected with the effective date of such rejection to be the latest of (a) the date set forth on the Rejection Notice, (b) the date the Debtors send notice to the counterparty to the Designated Contract or Lease that such objection has been overruled, withdrawn or resolved and (c) such other date to which the Debtors and the counterparty to the Designated Contract or Lease have agreed. The Debtors shall file a certificate of no objection and a proposed order authorizing the rejection of each Designated Contract or Lease for which no objection has been filed. After any such objections are disposed of, the Debtors will submit an order substantially in the form of Exhibit 2 attached to the Order, which may be conformed to address the disposition of such objections.
6. If the Debtors have deposited property with the counterparty of a Designated Contract or Lease as a security deposit or other arrangement, such counterparty may not set off or otherwise use such deposit without

prior authority of the Court; provided, however, that these Rejection Procedures shall not impair the rights of a counterparty to a Lease or Contract to exercise the right to recoup under applicable law.

7. Notwithstanding anything to the contrary herein, the effective date of the rejection of the Contracts and Leases set forth on Exhibit 3 to the Order (each, an “Exhibit 3 Lease”) shall be no less than 5 days after the date that the Rejection Notice is filed and served listing an Exhibit 3 Lease as a Designated Lease or Contract; provided that if the effective date of rejection listed in such Rejection Notice is less than 5 days after the date such Rejection Notice is filed and served, each such Exhibit 3 Lease shall be rejected with the effective date of such rejection to be 5 days after the date such Rejection Notice is filed and served, such other date to which the Debtors and the counterparty to each such Exhibit 3 Lease have agreed in writing or as ordered by the Court; provided, further, that the rejection of an Exhibit 3 Lease shall become irrevocable immediately after the effective date set forth in the applicable Rejection Notice as extended, if at all, by the proviso above.

EXHIBIT 2

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Co-Counsel to the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

_____	)	Case No. 07-33849
In re:	)	Jointly Administered
MOVIE GALLERY, INC., et al., ¹	)	Chapter 11
	)	Hon. Douglas O. Tice, Jr.
Debtors.)	
_____)	

**ORDER AUTHORIZING THE REJECTION OF EXECUTORY CONTRACTS AND
UNEXPIRED LEASES ON NOTICE FILED _____, _____**

Upon (a) the entry of an order of the above-captioned debtors (collectively, the “Debtors”) approving expedited procedures for rejecting executory contracts and unexpired leases (the “Order”) and (b) the notice of rejection of certain executory contracts and unexpired leases filed _____, _____ (the “Rejection Notice”);² it appearing that the relief requested

¹ The Debtors in the cases include: Movie Gallery, Inc.; Hollywood Entertainment Corporation; M.G. Digital, LLC; M.G.A. Realty I, LLC; MG Automation LLC; and Movie Gallery US, LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Notice.

in the Rejection Notice is in the best interests of the Debtors' estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Rejection Notice and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Rejection Notice and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; proper notice of the Rejection Notice having been provided to all necessary and appropriate parties, including pursuant to the Order, and no further notice being necessary; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED, ADJUDGED and DECREED** that

1. The Designated Contracts and Leases listed on Attachment II to the Rejection Notice are rejected effective as of the date set forth on Attachment II to the Rejection Notice or as of such other date to which the Debtors and the counterparty to a Designated Contract or Lease have agreed.

2. The Debtors do not waive any claims that they have or may have, including against each counterparty to the Designated Contracts and Leases, whether or not such claims are related to the rejection of such Designated Contracts and Leases.

3. Non-Debtor parties to the Designated Contracts and Leases reserve their rights to assert any claim on account of the rejection of such Designated Contracts and Leases or otherwise, including under section 503 of the Bankruptcy Code.

4. Claims from the rejection of each Designated Contract or Lease must be filed by the latest of (the "Rejection Claim Bar Date"): (a) January 25, 2008; (b) 30 days after the date of the entry of this Order; and (c) 30 days after the effective date of the rejection of such Designated Contract or Lease.

5. The Debtors are deemed to have abandoned any furniture, fixtures, equipment, inventory and other personal property located at any of the real property whose leases are a Designated Contract or Lease (collectively, the “Abandoned Property”) as of the effective date of the rejection of such Designated Contract or Lease without any administrative expense liability to any of their landlords for rental charges or occupancy of the leased premises after the effective date of the rejection of such Designated Contracts and Leases, and such landlords may, in their sole discretion and without further notice, dispose of such Abandoned Property without liability to the Debtors or any non-Debtor third party claiming any interest in such Abandoned Property and, to the extent applicable, the automatic stay is modified to allow such disposition; provided, however, that the Debtors shall provide notice of any such abandonment to such landlords and/or their counsel and to any party with a known interest in the Abandoned Property before or contemporaneously with the Rejection Notice, which shall notify such third party that it must retrieve the property prior to the effective date of rejection or such property shall be deemed abandoned without further order of the Court and such landlords or their designee shall be free to dispose of same without liability or recourse to such landlords. The right of any party in interest to assert a claim against the Debtors’ estate for costs associated with the removal or disposition of the Abandoned Property is fully preserved; provided that any such claim must be filed on or before the Rejection Claim Bar Date; provided, further, that the rights of all parties, including the Debtors, to contest any such claim is fully preserved.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

United States Bankruptcy Judge

We ask for this:

/s/

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Co-Counsel to the Debtors

EXHIBIT 3

[The Exhibit 3 Leases are available upon request of the Debtors' counsel or by accessing the Order Approving Expedited Procedures For Rejecting Executory Contracts And Unexpired Leases [Docket No. 842] at www.vaeb.uscourts.gov or www.kccllc.net/moviegallery.]

ATTACHMENT II

Unexpired Lease Rejection Schedule						
Lessor/Sublessor	Lessee/Sublessee	Store Address	City	State	ZIP Code	Proposed Effective Date of Rejection
Buffalo Westgate Associates, LLC c/o Developers Diversified Realty Corp	Hollywood Entertainment Corporation	2110 Chili Avenue	Gates	NY	14624-3452	2/05/2008
Columbia Regency Retail Partners, LLC c/o Regency Centers Corporation	Hollywood Entertainment Corporation	411 East Geneva Road	Carol Stream	IL	60188-2442	2/05/2008
HEB Grocery Company, LP c/o Shopping Center Development Landing Venture Associates, LLC c/o Block Asset Management	Hollywood Entertainment Corporation	3125 West Avenue "N"	San Angelo	TX	76901-3572	1/31/2008
Slingerlands Associates, LLC	Hollywood Entertainment Corporation	6301 Troost Avenue	Kansas City	MO	64131-1278	1/31/2008
Smithtown Venture, LLC c/o Kimco Realty Corp.	Hollywood Entertainment Corporation	1365 New Scotland Road	Slingerlands	NY	12159-7200	1/31/2008
Southwest Pinnacle Properties, Inc. TREC/O/Elwood Limited Partnership	Hollywood Entertainment Corporation	60 Veterans Memorial Highway 1401 East Highway 83	Commack Mcallen	NY TX	11725-3435 78501-8818	1/31/2008 1/31/2008
Village Square, LLC c/o The Beltrone Group	Hollywood Entertainment Corporation	1968 Jericho Turnpike	East Northport	NY	11731-6207	1/31/2008
WRD County Line LP c/o Willher Realty & Development Co	Hollywood Entertainment Corporation	1770 Central Avenue	Colonie	NY	12205	1/31/2008
Bridgeport Properties	Movie Gallery US, LLC	15501 Bustleton Avenue	Philadelphia	PA	19116-1187	1/31/2008
CBL & Associates Properties, Inc.	Hollywood Entertainment Corporation	50466 Highway 277	Bridgeport	AL	35740	1/31/2008
CBL & Associates Properties, Inc.	Hollywood Entertainment Corporation	95 North Moorland Road Unit T-27	Brookfield	WI	53005	1/31/2008
CBL & Associates Properties, Inc.	Hollywood Entertainment Corporation	1800 Galleria Blvd Space # T-71	Franklin	TN	37067	1/31/2008
Denny Wilson & Cathy Wilson E & A Acquisition, Limited Partnership	Hollywood Entertainment Corporation	1000 Rivergate Parkway Space # T-23	Goodlettsville	TN	37072	1/31/2008
Finklea, DB	Movie Gallery US, LLC	15580 North Jackson	Durant	MS	39063	1/31/2008
General Growth Properties, Inc.	Movie Gallery US, LLC	5119 Waterway Drive	Dumfries	VA	22026	1/31/2008
General Growth Properties, Inc.	Movie Gallery US, LLC	1906 East Highway 76	Marion	SC	29571	1/31/2008
General Growth Properties, Inc.	Hollywood Entertainment Corporation	12000 SE 82nd Avenue Suite 5553	Portland	OR	97266	2/05/2008
General Growth Properties, Inc.	Hollywood Entertainment Corporation	401 Center Street NE Suite 5515	Salem	OR	97301	1/31/2008
General Growth Properties, Inc.	Hollywood Entertainment Corporation	1000 North Point Circle 6401 Bluebonnet Boulevard Space 5560	Alpharetta	GA	30022	1/31/2008
General Growth Properties, Inc.	Hollywood Entertainment Corporation	7400 San Pedro Space 5512 A	Baton Rouge	LA	70836	1/31/2008
General Growth Properties, Inc.	Hollywood Entertainment Corporation	11025 Carolina Place Pkwy #5516 2500 North Mayfair Road Space # 5550	San Antonio Pineville	TX NC	78216 28134	1/31/2008 1/31/2008
General Growth Properties, Inc.	Hollywood Entertainment Corporation	2601 Preston Road Space # 5539	Wauwatosa	WI	53226	1/31/2008
General Growth Properties, Inc.	Hollywood Entertainment Corporation		Frisco	TX	75034	2/05/2008

Unexpired Lease Rejection Schedule						
Lessor/Sublessor	Lessee/Sublessee	Store Address	City	State	ZIP Code	Proposed Effective Date of Rejection
General Growth Properties, Inc.	Hollywood Entertainment Corporation	3811 South Cooper Street Space #5531	Arlington	TX	76015	1/31/2008
General Growth Properties, Inc.	Hollywood Entertainment Corporation	4800 South Hulen Street Space # 5533	Fort Worth	TX	76132	1/31/2008
General Growth Properties, Inc.	Hollywood Entertainment Corporation	888 SW Fifth Avenue Space 4526 5870 East Broadway Boulevard Space # 5604	Portland	OR	97204	1/31/2008
General Growth Properties, Inc.	Hollywood Entertainment Corporation	4500 North Oracle Road Space # 5525	Tucson	AZ	85711	2/05/2008
General Growth Properties, Inc.	Hollywood Entertainment Corporation	1113 Murrefreesboro Road	Tucson	AZ	85705	2/05/2008
H. G. HILL REALTY CO	Movie Gallery US, LLC	1130 University Boulevard	Nashville	TN	37217-2212	1/31/2008
Inland US Management LLC	Movie Gallery US, LLC	10077 University Boulevard	Tuscaloosa	AL	35401	1/31/2008
Joe Flanagan	Movie Gallery US, LLC	909 North Loop 4	Orlando	FL	32817	1/31/2008
Kenneth B. Ferguson Investments	Movie Gallery US, LLC	49 Jackson Street	Buda	TX	78610	1/31/2008
Main 527 Corporation	Movie Gallery US, LLC	22741 #13 Three Notch Road	Methuen	MA	01844	1/31/2008
Mayjack, Inc.	Movie Gallery US, LLC	6170 West Grand Avenue Space # 12-1	California	MD	20619	1/31/2008
Mills Properties, Inc.	Hollywood Entertainment Corporation	447 Great Mall Drive Space M1205	Gurnee	IL	60031	1/31/2008
Mills Properties, Inc.	Hollywood Entertainment Corporation	1455 Franklin Mills Circle Space #402	Milpitas	CA	95035	1/31/2008
Mills Properties, Inc.	Hollywood Entertainment Corporation	447 Great Mall Drive Space M 1077	Philadelphia	PA	19154	1/31/2008
Mills Properties, Inc.	Hollywood Entertainment Corporation	1455 Franklin Mills Circle Space # 810108	Milpitas	CA	95035	1/31/2008
Mills Properties, Inc.	Hollywood Entertainment Corporation	12801 West Sunrise Boulevard #2008 #789205	Philadelphia	PA	19154	1/31/2008
Mills Properties, Inc.	Hollywood Entertainment Corporation	433 Opry Mills Drive P018	Sunrise	FL	33323	1/31/2008
Mills Properties, Inc.	Hollywood Entertainment Corporation	433 Opry Mills Drive P017	Sunrise	FL	33323	1/31/2008
Mills Properties, Inc.	Hollywood Entertainment Corporation	2700 Potomac Circle Space #800011 Location # 4-12	Nashville	TN	37214	1/31/2008
Mills Properties, Inc.	Hollywood Entertainment Corporation	630 East End Boulevard South	Nashville	TN	37214	1/31/2008
Phillip Schofield Trust	Movie Gallery US, LLC	4325 Glenwood Avenue Ste 24	Prince William	VA	22192	1/31/2008
Plaza Assoc., Inc.	Hollywood Entertainment Corporation	25241 Perdido Beach Boulevard	Tempe	AZ	85282	1/31/2008
Romar (SC) Company	Movie Gallery US, LLC	1664 Taylor Road	Marshall	TX	75670	1/31/2008
Root Real Estate One, L.P.	Movie Gallery US, LLC	7255 Dixie Highway	Raleigh	NC	27612	1/31/2008
Route Four Associated, LLC	Movie Gallery US, LLC	6011 Sawmill Road	Orange Beach	AL	36561	1/31/2008
Sawmill Ridge Plaza, LP % Don	Hollywood Entertainment Corporation		Port Orange	FL	32128	1/31/2008
			Fairfield	OH	45014	1/31/2008
			Dublin	OH	43017-1625	2/05/2008

Unexpired Lease Rejection Schedule						
Lessor/Sublessor	Lessee/Sublessee	Store Address	City	State	ZIP Code	Proposed Effective Date of Rejection
M. Casto Organization						
Simon Property Group, Inc.	Hollywood Entertainment Corporation	4400 Sharon Road Unit #3	Charlotte	NC	28211	1/31/2008
Simon Property Group, Inc.	Hollywood Entertainment Corporation	3880 Irving Mall Space C-20	Irving	TX	75062	1/31/2008
Star bright Investments, LLC	Movie Gallery US, LLC	101 Sleepy Drive	Spring Lake	NC	28390	1/31/2008
Taubman Centers, Inc.	Hollywood Entertainment Corporation	2223 North West Shore Blvd Space #3	Tampa	FL	33607	1/31/2008
The Macerich Company	Hollywood Entertainment Corporation	9585 SW Washington Square Road Ste 11	Tigard	OR	97223	2/05/2008
The Macerich Company	Hollywood Entertainment Corporation	1961 Chain Bridge Road Space U-10	McLean	VA	22102	1/31/2008
The Macerich Company	Hollywood Entertainment Corporation	91-15 Queens Boulevard Space # 32	Elmhurst	NY	11373	2/05/2008
The Macerich Company	Hollywood Entertainment Corporation	3401 Dale Road Space Crt-08	Modesto	CA	95356	1/31/2008
The Macerich Company	Hollywood Entertainment Corporation	7 Backus Avenue Space Y115	Danbury	CT	6810	1/31/2008
The Macerich Company	Hollywood Entertainment Corporation	13331 Preston Road	Dallas	TX	75240	1/31/2008
The Macerich Company	Hollywood Entertainment Corporation	3111 W. Chandler Boulevard Space 252 Crt-08	Chandler	AZ	85226	2/05/2008
The Macerich Company	Hollywood Entertainment Corporation	1445 W Southern Avenue Space 104 Crt02	Mesa	AZ	85202	1/31/2008
The Westfield Group	Hollywood Entertainment Corporation	601 Fox Valley Center Space Ca-19	Aurora	IL	60504	1/31/2008
The Westfield Group	Hollywood Entertainment Corporation	24201 West Valencia Boulevard # L4	Valencia	CA	91355	1/31/2008
The Westfield Group	Hollywood Entertainment Corporation	400 South Baldwin Avenue #805	Arcadia	CA	91007	1/31/2008
The Westfield Group	Hollywood Entertainment Corporation	925 Blossom Hill Road Space B-2	San Jose	CA	95123	1/31/2008
The Westfield Group	Hollywood Entertainment Corporation	10250 Santa Monica Boulevard C-6	Los Angeles	CA	90067	1/31/2008
The Westfield Group	Hollywood Entertainment Corporation	459 Brandon Town Center Mall	Brandon	FL	33511	1/31/2008
The Westfield Group	Hollywood Entertainment Corporation	72-840 Highway 11 Space Lk-3	Palm Desert	CA	92260	1/31/2008
The Westfield Group	Hollywood Entertainment Corporation	1 Sunrise Mall Space R010	Massapequa	NY	11758	1/31/2008
The Westfield Group	Hollywood Entertainment Corporation	1701 Sunrise Highway	Baysshore	NY	11708	1/31/2008
Wallburg Town Centre, LLC	Movie Gallery US, LLC	10479 North Carolina Highway 109	Winston-Salem	NC	27107	1/31/2008
Wal-Mart Stores, Inc.	Movie Gallery US, LLC	1330 North Eisenhower Drive	Beckley	WV	25801	1/31/2008

Executory Contract Rejection Schedule			
Contract Counterparty	Counterparty Address	Contract Description	Proposed Effective Date of Rejection
Pacific Fire & Security, Inc.	828 Poplar Place South Seattle, Washington 98144	Agreement to provide security system, dated January 4, 2006	01/31/08