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

In re:)	Case No. 07-_____
)	Jointly Administered
MOVIE GALLERY, INC., et al., ¹)	Chapter 11
)	
Debtors.)	
)	

**MOTION OF THE DEBTORS FOR AN ORDER (A) AUTHORIZING
THE DEBTORS TO CONTINUE USING THEIR EXISTING CASH
MANAGEMENT SYSTEM, BANK ACCOUNTS AND BUSINESS FORMS,
(B) GRANTING POSTPETITION INTERCOMPANY CLAIMS
ADMINISTRATIVE EXPENSE PRIORITY AND (C) AUTHORIZING
CONTINUED INTERCOMPANY ARRANGEMENTS AND HISTORICAL PRACTICES**

The above-captioned debtors (collectively, the “Debtors”) hereby move the Court, pursuant to this motion (the “Motion”), for the entry of an order, substantially in the form of Exhibit A, (a) authorizing the Debtors to continue using their existing cash management system, bank accounts and business forms, (b) granting postpetition intercompany claims administrative expense priority and

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.



(c) authorizing the Debtors to continue intercompany arrangements and historical practices. In support of this Motion, the Debtors respectfully state as follows: ²

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 363, 364 and 507 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”).

Background

4. On the date hereof (the “Commencement Date”), each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committees have been appointed or designated. Concurrently with the filing of this Motion, the Debtors have sought procedural consolidation and joint administration of these chapter 11 cases.

5. The Debtors are the second largest North American home entertainment specialty retailer. They currently operate approximately 4,200 retail stores located throughout all 50 states. They rent and sell DVDs, videocassettes and video games through three distinct brands — Movie Gallery, Hollywood Video and Game Crazy.

² The facts and circumstances supporting this Motion are set forth in the Affidavit of William C. Kosturos, Chief Restructuring Officer of Movie Gallery, Inc., in Support of First Day Motions (the “First Day Affidavit”), filed contemporaneously herewith.

6. In 2006, the aggregate annual revenues of the Debtors and their non-Debtor affiliates, including rental revenue and product sales, exceeded \$2.5 billion. Of this amount, approximately 56% was attributed to DVD rentals, 15% to the sale of previously-rented DVDs, VHS cassettes and video games, 13% to the sale of new and used gaming products, 7% to game rentals, 4% to the sale of concessions and other miscellaneous products, 3% to the sale of movie-related products and merchandise and 2% to VHS cassette rentals. As of September 2, 2007, the Debtors and their non-Debtor affiliates employed approximately 38,800 employees, including approximately 7,500 full-time employees and 31,300 part-time employees.

7. Several factors have led to the filing of these chapter 11 cases. First, the video rental industry is highly competitive. The Debtors face direct competition from competitors such as Blockbuster and Netflix and indirect competition from pay-per-view, cable television and big-box retailers who sell DVDs at increasingly lower prices. Furthermore, recent box office receipts of rental releases have declined over the previous year, contributing to an industry-wide decline in demand for video rentals. Finally, as the Debtors' financial performance has deteriorated, they have experienced contracting trade terms, which have had a negative impact on the Debtors' liquidity, which, in turn, has contributed to the Debtors' inability to comply with certain financial covenants under their credit agreements.

Description of the Debtors' Cash Management System

8. In the ordinary course of business, the Debtors utilize an integrated, centralized cash management system under which funds are collected by the Debtors, transferred to various concentration accounts and disbursed, through other accounts, to pay operating expenses (collectively, the "Cash Management System").

9. In addition to the Cash Management System maintained by the Debtors in the United States, the Debtors' non-Debtor affiliate, Movie Gallery, Inc. ("MG Canada"), maintains a similar cash management system at the Canadian Imperial Bank of Commerce ("CIBC"). MG Canada's cash management system does not overlap with the Cash Management System other than with respect to transfers of cash for intercompany transactions in the ordinary course of business and intercompany loans, debt repayments, dividends and capital contributions that were undertaken before the Commencement Date from time to time.

10. The Debtors' Cash Management System is managed primarily by the Debtors' financial personnel at their support center in Wilsonville, Oregon. The Cash Management System enables the Debtors to (a) forecast and report the Debtors' cash position, (b) monitor collection and disbursement of funds and (c) maintain control over the administration of the various bank accounts, which is required to effect collection, disbursement and movement of cash at the Debtors' approximately 4,200 retail stores operated throughout the 50 states, three distribution centers and two corporate offices.

11. The Cash Management System consists of numerous accounts, each of which is described herein. The Debtors maintain multiple concentration accounts, payroll disbursement accounts, accounts payable controlled disbursement accounts (some of which are for payroll expenses), controlled tax disbursement accounts, stand-alone disbursement accounts, merchant collection accounts and one stand-alone depository account (collectively, the "Corporate

Accounts”).³ The Corporate Accounts are maintained at two separate banks: Bank of America (“BofA”) and Wachovia Bank f/k/a First Union National Bank (“Wachovia”).

A. The Debtors’ Existing Bank Accounts

12. As of the Commencement Date, in the ordinary course of business, the Debtors maintained approximately 500 bank accounts (collectively, the “Bank Accounts”) with certain financial institutions (collectively, the “Banks”). The Debtors’ main operating bank accounts are described herein. To supplement that description, each of the Bank Accounts maintained by the Debtors (with the name and contact information of the corresponding Bank) is listed on Exhibit 1 annexed to Exhibit A attached hereto. Some of the Bank Accounts are located in banks other than those designated as authorized depositories by the Office of the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”) pursuant to the U.S. Trustee Chapter 11 Guidelines for the Eastern District of Virginia (the “U.S. Trustee Guidelines”).⁴ The Bank Accounts located at banks that are not designated as authorized depositories pursuant to the U.S. Trustee Guidelines, however, hold far less than \$100,000.00 at any given time and, therefore, do not represent bank accounts with significant deposits for purposes of the Debtors’ Cash Management System.

B. Flow of Funds in the Debtors’ Cash Management System

13. The transfer of funds through the Debtors’ Cash Management System is described below and is illustrated in the flowchart attached hereto as Exhibit B (the “Flowchart”). As detailed on the Flowchart, the Debtors’ cash receipts and disbursements flow as follows:

³ The Debtors do not utilize any investment accounts. All funds remain within depository and disbursement bank accounts. As such, section 345 of the Bankruptcy Code is not implicated by this Motion.

⁴ The Debtors estimate that approximately 25 of their Bank Accounts contain deposits in excess of \$100,000. Pursuant to the U.S. Trustee Guidelines, the Debtors will identify those Bank Accounts for the U.S. Trustee within 30 days of the date hereof.

- a. **Store Depository Accounts.** Each of the Debtors' stores, which are operated by either Debtor Hollywood Entertainment Corporation ("HEC") or Debtor Movie Gallery US, LLC ("MGUS"), deposits cash and checks on a daily basis into a variety of store depository accounts maintained with a multitude of banks across the United States (each, a "Store Depository Account"). Because the Debtors have thousands of retail stores across the United States, each Store Depository Account services either a single retail location or a cluster of retail locations concentrated in a single geographic area.
- b. **Merchant Collection Accounts.** Both HEC and MGUS transmit Visa, MasterCard, American Express and Discover credit card and debit card transactions through a third party processor (Paymentech for HEC and First Data for MGUS) on a daily basis. The respective third party processor wires credit card and debit card payments to a HEC BofA merchant collection account and a MGUS Wachovia merchant collection account (the "Merchant Collection Accounts"). In addition, credit card and debit card sales for MovieBeam (an on-demand movie service) transactions operated by Debtor M.G. Digital, LLC ("MGD") are transmitted by Visa, MasterCard, American Express and Discover to First Data via wire transfer on a daily basis into an MGD Wachovia merchant collection account (the "MGD Merchant Collection Account").
- c. **Standalone Real Estate Sales Depository Account.** Funds from sales of the Debtors' owned real estate are deposited in M.G.A. Realty, LLC's standalone account at Wachovia (the "MGA Standalone Account").
- d. **Concentration Accounts.** Funds in the MGUS non-Wachovia and the HEC non-BofA Store Depository Accounts are swept via the Automated Clearing House Network (the "ACH") — which is a reliable and efficient nationwide batch-orientated electronic funds transfer — to the MGUS Wachovia concentration account (the "MGUS Concentration Account") and the HEC Wachovia concentration account (the "HEC Wachovia Concentration Account"), respectively, by an anticipatory ACH.⁵ Deposits are reflected in the HEC Wachovia Concentration Account and the MGUS Concentration Account the day after they are made into the Store Depository Accounts.

The HEC BofA Store Depository Accounts and the MGUS Wachovia Store Depository Accounts are also swept into the HEC BofA concentration account (the "HEC Corporate Concentration Account") and the MGUS Concentration Account, respectively, on a daily basis. The HEC BofA Store

⁵ The anticipatory function estimates incoming deposits based on a percentage of prior revenue, rather than waiting for a bank account information file from the bank to confirm account balances. This estimation results in faster movement of deposits into the MGUS Concentration Account. If the ACH is overestimated for any bank balance, that bank's sweep is rejected for the day and a new sweep is initiated the next business day.

Depository Accounts are swept via “Direct Depository Plus” and the MGUS Wachovia Store Depository Accounts are swept via a zero balance account (“ZBA”) relationship.⁶ Subsequently, funds within the HEC Corporate Concentration Account are swept via a ZBA relationship to a HEC BofA master concentration account (the “HEC Master Concentration Account”). Finally, most funds in the HEC Master Concentration Account are subsequently transferred via a daily wire to the MGUS Concentration Account and all funds in the MGA Standalone Account are transferred via wire to the MGUS Concentration Account.

- e. **Deposit of Credit Card Transactions.** With respect to credit card sales, the Merchant Collection Accounts have a ZBA relationship with the HEC Corporate Concentration Account and the MGUS Concentration Account. The MGD Merchant Collection Account also has a ZBA relationship with the MGUS Concentration Account. Funds in the Merchant Collection Accounts are generally transferred to their respective concentration accounts within 72 hours of the sales transaction. Funds in the HEC Corporate Concentration Account are then transferred via a ZBA relationship with the HEC Master Concentration Account.
- f. **Prepetition Deposit of Credit Facility Funds.** Before the Commencement Date, in the ordinary course of business, the Debtors made borrowing requests under the Senior Secured First Priority Revolving Loan Facility (the “Prepetition Credit Facility”) based on availability as determined by a borrowing base calculation. These borrowings were deposited into the MGUS Concentration Account.⁷
- g. **HEC Disbursement Accounts.** In the ordinary course of business, the Debtors disburse funds to pay, among others, their employees, creditors, suppliers and taxing authorities. The HEC Master Concentration Account disburses funds via a ZBA relationship to a HEC BofA disbursement account (the “HEC Disbursement Account”) for payroll purposes only with a deposit into a separate BofA direct deposit payroll account through a manual “book transfer” of funds from the HEC Disbursement Account for employees with direct deposit payroll accounts. Payroll checks are funded daily via the ACH from the HEC Disbursement Account to a BofA check funding account that has a ZBA relationship with a BofA payroll check drawing account. All

⁶ A ZBA account is an account used by companies to eliminate excess balances in separate accounts and maintain greater control over disbursements.

⁷ As noted above, the Debtors’ non-Debtor affiliate, MG Canada, maintains a separate, but linked, cash management system. Funds in Canada flow in much the same way as funds flow in the United States, with Canadian funds channeling to a concentration account at CIBC (the “MG Canada Concentration Account”) and eventually sweeping to the MGUS Concentration Account. Cash in the MG Canada Concentration Account was recently swept to reduce certain intercompany balances.

other disbursements for HEC are made through the HEC Wachovia Concentration Account to a Wachovia accounts payable disbursement account (the “HEC Accounts Payable Disbursement Account”) via a ZBA relationship. As checks clear the HEC Accounts Payable Disbursement Account, these disbursement accounts become negative and are subsequently funded by the HEC Wachovia Concentration Account via a ZBA relationship. The HEC Wachovia Concentration Account is funded daily via a “book transfer” from the MGUS Concentration Account to fund the outflows in the disbursement accounts. The HEC Wachovia Concentration Account has minimal inflows, so daily transfers are needed to account for clearings. There is also a HEC Wachovia property tax payable specialty disbursement account with a ZBA relationship with the HEC Wachovia Concentration Account.

- h. **MGUS Disbursement Accounts.** MGUS disbursements are transferred to Wachovia accounts payable, payroll, property tax and sales tax specialty accounts that have ZBA relationships with the MGUS Concentration Account. As noted above, the MGUS Concentration Account also funds the HEC Wachovia Concentration Account to account for daily clearings from the HEC Disbursement Account. Disbursements from the MGD Standalone Account are funded from the MGUS Concentration Account. In addition, before the Commencement Date, disbursements to the Prepetition Credit Facility borrowings were made from the MGUS Concentration Account.

C. Benefits of the Existing Cash Management System

14. The Debtors’ Cash Management System is similar to those commonly employed by corporate enterprises comparable to the Debtors in economic scope and geographic reach. Indeed, large, multiple-entity businesses use such systems because of the numerous benefits provided, including the ability to (a) quickly create status reports on the location and amount of funds, allowing management to track and control corporate funds, (b) ensure cash availability and (c) reduce administrative expenses by facilitating the movement of funds. These controls are particularly important because approximately \$40 million to 80 million flows through the Debtors’ integrated Cash Management System on a weekly basis to service the Debtors’ retail stores, distribution centers and corporate offices.

D. The Debtors' Existing Business Forms and Checks

15. In the ordinary course of business, the Debtors use a multitude of checks and other business forms. To minimize expenses to their estates, the Debtors believe it is appropriate for them to continue to use all correspondence and business forms (including, but not limited to, letterhead, purchase orders and invoices) as such forms were in existence immediately before the Commencement Date — without reference to the Debtors' status as debtors in possession — rather than requiring the Debtors to incur the expense and delay of ordering entirely new business forms. The Debtors also believe it will minimize expense to their estates if they are permitted to use their existing check stock.

16. By virtue of the nature and scope of the Debtors' business operations and the customers and vendors with whom the Debtors deal on a regular basis, it is important that the Debtors be permitted to continue to use their existing checks and other business forms without alteration or change, except as requested herein.

E. The Debtors' Intercompany Claims

17. In the ordinary course of business, the Debtors and MG Canada maintain business relationships with each other, resulting in intercompany receivables and payables in the ordinary course of business (the "Intercompany Claims"). Indeed, in connection with the daily operation of the Cash Management System, funds are disbursed throughout the Cash Management System and at any given time there may be Intercompany Claims owing by one Debtor to another, or between a Debtor and MG Canada. The transactions that give rise to Intercompany Claims are made between and among the Debtors and, to a certain extent MG Canada, in the ordinary course of the Debtors'

business (the “Intercompany Transactions”).⁸ The Debtors maintain records of all fund transfers and can ascertain, trace and account for Intercompany Transactions. At the same time, though, if the Intercompany Transactions were to be discontinued, the Cash Management System and related administrative controls would be disrupted to the Debtors’ detriment.

18. In the ordinary course of business, HEC purchases game product on behalf of MG Canada from vendors in the United States and ships the product to MG Canada stores. In addition, MGUS and HEC transfer excess movie product inventory to MG Canada stores in the ordinary course of business. Lastly, there are cash transfers between MG Canada, MGUS and HEC accounts for funding of general corporate items due to excess liquidity in each of the respective accounts. All of the foregoing transactions will be accounted for in the respective intercompany accounts of the respective entities. The foregoing are examples of the business relationships between and among the Debtors and MG Canada (together with the Intercompany Transactions, the “Intercompany Arrangements”). The Debtors will continue to maintain records related to the Intercompany Arrangements, so that transactions can be ascertained, traced and accounted for properly on applicable intercompany accounts.

19. The Debtors believe that continued performance under the Intercompany Arrangements is not only important to the Debtors’ successful restructuring, but is necessary to ensure the Debtors’ ability to operate their businesses as debtors in possession. Were the Debtors required to obtain the services they currently receive under the Intercompany Arrangements by non-affiliated third parties, the significant burdens of identifying appropriate providers and negotiating

⁸ Because the Debtors engage in Intercompany Transactions on a regular basis and such transactions are common among enterprises similar to the Debtors’, the Debtors believe the Intercompany Transactions are ordinary course transactions within the meaning of section 363(c)(1) of the Bankruptcy Code and, thus, do not require the Court’s approval. Nonetheless, out of an abundance of caution, the Debtors are seeking express authority to engage in such transactions on a postpetition basis. The continued performance of the ordinary course Intercompany Transactions is integral to ensure the Debtors’ ability to operate their business as debtors in possession.

agreements for these services would divert the Debtors' attention and efforts from ensuring a smooth transition into the chapter 11 process and, ultimately, working towards a successful restructuring.

20. Finally, to ensure each individual Debtor will not, at the expense of its creditors, fund the operations of an affiliated entity, the Debtors respectfully request that, pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all Intercompany Claims against a Debtor by another Debtor or a non-Debtor affiliate, arising after the Commencement Date as a result of ordinary course Intercompany Claims, be accorded administrative expense priority. If Intercompany Claims are accorded administrative expense priority, each entity utilizing funds flowing through the Cash Management System should continue to bear ultimate repayment responsibility for such ordinary course transactions.

Relief Requested

21. By this Motion, the Debtors respectfully request authority to (a) continue to use, with the same account numbers, all of the Bank Accounts, (b) use, in their present form, all correspondence and business forms (including, but not limited to, letterhead, purchase orders and invoices), as well as checks and other documents related to the Bank Accounts existing immediately before the Commencement Date, without reference to their status as debtors in possession, and (c) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession. The Debtors further request that all Intercompany Claims arising after the Commencement Date be accorded administrative expense priority. Finally, the Debtors request to continue performing under and honoring their respective obligations, commitments and transactions under the Intercompany Arrangements.

Basis for Relief

A. The Continued Use of the Debtors' Cash Management System and Existing Bank Accounts Is Essential to the Debtors' Ongoing Operations and Restructuring Efforts

22. As noted above, the U.S. Trustee Guidelines generally require a debtor in possession to close all prepetition bank accounts and open new debtor in possession bank accounts. This requirement is designed to provide a clear line of demarcation between prepetition and postpetition claims and payments and to help protect against the Debtors' inadvertent payment of prepetition claims. In addition, the U.S. Trustee may require a debtor in possession to maintain separate accounts for general expenses, payroll and tax escrows.

23. In complex chapter 11 cases such as these, however, courts in this district and other districts often waive requirements of this type, recognizing they are often impractical and potentially detrimental to a debtor's postpetition business operations and restructuring efforts in a manner that is out of proportion to the benefit, if any, the requirements provide to the debtor's estate or parties in interest. See, e.g., In re The Rowe Cos., Case No. 06-11142 (SSM) (Bankr. E.D. Va. Sept. 20, 2006); In re US Airways, Inc., Case No. 04-13819 (SSM) (Bankr. E.D. Va. Sept. 14, 2004); In re NTELOS, Inc., Case No. 03-32094 (DOT) (Bankr. E.D. Va. Mar. 4, 2003); In re AMF Bowling Worldwide, Inc., Case No. 01-61119 (DHA) (Bankr. E.D. Va. July 3, 2001); In re Fas Mart Convenience Stores, Inc., Case No. 01-60386 (DOT) (Bankr. E.D. Va. Mar. 9, 2001); In re Heilig-Meyers Co., Case No. 00-34533 (DOT) (Bankr. E.D. Va. Sept. 27, 2000); see also In re Dura Auto. Sys., Inc., Case No. 06-11202 (Bankr. D. Del. Nov. 20, 2006); In re Calpine Corp., Case No. 05-60200 (Bankr. S.D.N.Y. Jan. 25, 2006); In re The Boyds Collection, Ltd., Case No. 05-43793 (Bankr. D. Md. Oct. 18, 2005); In re Tower Auto., Inc., Case No. 05-10578 (Bankr. S.D.N.Y. Feb. 3, 2005).

24. An integrated cash management system “allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” In re Columbia Gas Sys., Inc., 136 B.R. 930, 934 (Bankr. D. Del. 1992), aff’d in part and rev’d in part, 997 F.2d 1039 (3d Cir. 1993), cert. denied sub nom. Official Comm. of Unsecured Creditors v. Columbia Gas Transmission Corp., 510 U.S. 1110 (1994); see also In re US Airways, Inc., Case No. 04-13819 (SSM) (Bankr. E.D. Va. Sept. 14, 2004); In re NTELOS, Inc., Case No. 03-32094 (DOT) (Bankr. E.D. Va. Mar. 4, 2003). The requirement to maintain all accounts separately “would be a huge administrative burden and economically inefficient.” Columbia Gas, 997 F.2d at 1061; see also In re Southmark Corp., 49 F.3d 1111, 1114 (5th Cir. 1995) (cash management system allows debtor “to administer more efficiently and effectively its financial operations and assets”).

25. Consistent with the foregoing authority, the Debtors seek authority to continue to use their integrated Cash Management System, including the continued use of their existing Bank Accounts, with the same names and account numbers as existed immediately prior to the chapter 11 cases.⁹ The Debtors also seek authority to deposit funds in and withdraw funds from the Bank Accounts by all usual means, including, but not limited to, checks, wire transfers, electronic funds transfers and other debits and to otherwise treat the prepetition Bank Accounts (and any accounts opened postpetition) for all purposes as debtor in possession accounts. The Debtors also request that the Court waive any requirement to establish separate accounts for general expenses, payroll and tax escrows.

⁹ The Debtors, however, reserve their rights to close their prepetition Bank Accounts and open new accounts as may be necessary in the Debtors’ business discretion and in the ordinary course and consistent with any postpetition debtor in possession financing arrangement approved by the Court.

B. Opening New Accounts Will Cause Substantial Disruption to the Debtors' Business

26. The requested relief is appropriate because, given the substantial economical scale and geographic reach of the Debtors' business operations, a successful reorganization of the Debtors' businesses, as well as the preservation and enhancement of the Debtors' respective values as a going concern entity, simply cannot be achieved if the Debtors' cash management procedures are substantially disrupted and the Bank Accounts closed.

27. If the Debtors were required to open separate accounts as debtors in possession and rearrange their Cash Management System, it would necessitate opening numerous new accounts for collections, cash concentration and disbursements. In fact, the Debtors would need to open hundreds of new bank accounts. The Debtors' treasury, accounting and bookkeeping employees would be forced to focus exclusively on opening new accounts immediately, instead of on their daily responsibilities during this critical juncture. The opening of new accounts would certainly increase operating costs, thereby negatively impacting the Debtors' cash flow. Most importantly, delays that would result from opening new accounts, revising cash management procedures and instructing customers to redirect payments would negatively impact the Debtors' ability to operate their businesses while pursuing these arrangements.

28. Additionally, the Debtors would be subject to significant administrative burdens and expenses because they would need to execute new signatory cards and depository agreements and create an entirely new manual system for issuing checks and paying postpetition obligations, all as generally would be required by the U.S. Trustee Guidelines. See U.S. Trustee Guidelines, at pp. 4-5 ("Bank Accounts and Deposits").

C. Maintaining the Existing Cash Management System Facilitates a Smooth Transition into Chapter 11 and Does Not Harm Parties in Interest

29. By contrast, maintaining the Bank Accounts would greatly facilitate the Debtors' transition in connection with operating under chapter 11 by, among other things, avoiding administrative inefficiencies and expenses and minimizing delays in paying debts incurred postpetition. Thus, the Debtors believe it would be extremely beneficial to continue to maintain the existing Bank Accounts and, if necessary, to open new accounts and close existing accounts in the ordinary course of business operations.

30. Importantly, parties in interest would not be harmed by the Debtors' maintenance of the existing Cash Management System, including their Bank Accounts, because the Debtors have implemented appropriate mechanisms to ensure that payments will not be made on any debts incurred by them before the Commencement Date, other than those authorized by the Court, and to eliminate the risk of other errors or misunderstandings. Specifically, the Debtors have centralized their accounts payable systems and implemented software restrictions that prohibit payments to be issued without prior approval of the Debtors' treasury department. In turn, the Debtors' senior treasury personnel (led by Alvarez & Marsal, whom the Debtors have sought to continue to employ as business consultants pursuant to a motion filed contemporaneously herewith) are aware of, and will comply with, the Bankruptcy Code and the U.S. Trustee Guidelines except as modified by order of the Court. Further, the Debtors' personnel will consult with the Debtors' advisors and bankruptcy counsel as appropriate in connection with payment approvals. Finally, while some of the Banks listed on Exhibit 1 annexed to Exhibit A attached hereto are not listed in the U.S. Trustee Guidelines, the vast majority of the Debtors' cash flows through those banks approved under the U.S. Trustee Guidelines.

31. Under these circumstances, the Debtors believe that maintaining their Cash Management System is in the best interest of their respective estates and creditors. Indeed, the Debtors believe preserving the “business as usual” atmosphere and avoiding the unnecessary distractions that would inevitably be associated with any substantial disruption in the Cash Management System will facilitate the Debtors’ overall reorganization efforts.

32. The Debtors further request that the Court authorize and direct all Banks with which the Debtors maintain the Bank Accounts to continue to maintain, service and administer such accounts, except that such Banks shall not be authorized to honor any check issued or dated prior to the Commencement Date absent an order of the Court.¹⁰ To ensure that prepetition checks are not honored except as provided herein or pursuant to further order of the Court, the Debtors have or will serve a copy of this Motion with exhibits and any order entered approving the relief requested herein on the two Banks that make disbursements under the Debtors’ cash management system as soon as practicable.¹¹ The Debtors also have or will serve upon such Banks a copy of any pleadings filed by the Debtors on the Commencement Date seeking to honor prepetition obligations.

D. The Debtors Should Be Granted Authority to Use Existing Checks and Business Forms

33. As described herein, in the ordinary course of their business, the Debtors use a multitude of checks and other business forms. To minimize expenses to the estates, the Debtors request authority to continue to use all correspondence and business forms (including, but not limited to, letterhead, purchase orders and invoices) as such forms were in existence immediately prior to the Commencement Date. The Debtors also request authorization to use their existing check stock

¹⁰ Contemporaneously herewith, the Debtors are filing motions requesting authority to pay, in the ordinary course of business, certain prepetition obligations to their employees and to honor certain other prepetition obligations.

¹¹ The Debtors maintain multiple disbursement accounts at these two banks.

without the “debtor in possession” label. Because the Debtors have over 4,200 retail outlets across the United States, along with sophisticated purchasing and distribution networks, use of new business forms will greatly increase the Debtors’ costs. Furthermore, the economical scale and geographic reach of the Debtors’ business will require a vast amount of resources to implement new business forms for all operations, from correspondences to purchasing orders.

34. Lastly, because parties doing business with the Debtors undoubtedly will be aware of the Debtors’ status as a debtor in possession (as a result of the large and highly-publicized nature of these chapter 11 cases), changing business forms is unnecessary and unduly burdensome. In addition, all known creditor parties will be sent notices of the commencement of these cases and there will be publication notice in large media outlets.

35. In large chapter 11 cases in this jurisdiction and others, courts have granted similar relief to debtors. See, e.g., In re The Rowe Cos., Case No. 06-11142 (SSM) (Bankr. E.D. Va. Sept. 20, 2006); In re US Airways, Inc., Case No. 04-13819 (SSM) (Bankr. E.D. Va. Sept. 14, 2004); In re NTELOS, Inc., Case No. 03-32094 (DOT) (Bankr. E.D. Va. Mar. 4, 2003); In re AMF Bowling Worldwide, Inc., Case No. 01-61119 (DHA) (Bankr. E.D. Va. July 3, 2001); In re Fas Mart Convenience Stores, Inc., Case No. 01-60386 (DOT) (Bankr. E.D. Va. Mar. 9, 2001); see also In re Dura Auto. Sys., Inc., No. 06-11202 (Bankr. D. Del. Nov. 20, 2006); In re J.L. French Auto. Castings, Inc., Case No. 06 10119 (Bankr. D. Del. Mar. 3, 2006).

E. The Debtors Should Be Allowed to Continue Certain Intercompany Arrangements and Intercompany Claims Should Be Afforded Administrative Expense Priority

36. As described herein, under the Cash Management System, funds generated by the business operations of each Debtor generally flow into various centrally-maintained bank accounts. Each of these transfers is made between and among the Debtors as part of their consolidated Cash

Management System. If the Intercompany Arrangements were discontinued, a number of services currently provided by the Debtors would be disrupted. Accordingly, the Debtors respectfully submit that the continuation of the Intercompany Arrangements is in the best interest of the Debtors' estates and their creditors and, therefore, the Debtors should be permitted to continue such Intercompany Arrangements.

37. At any given time, there may be balances due and owing between and among the Debtors and MG Canada. These balances represent extensions of intercompany credit made in the ordinary course of business that are an essential component of the Cash Management System. The Debtors maintain records of these transfers of cash and can ascertain, trace and account for these intercompany transactions. The Debtors, moreover, will continue to maintain such records, including records of all current intercompany accounts receivable and payable.

38. Finally, to ensure that each individual Debtor will not, at the expense of its creditors, fund the operations of another entity, the Debtors respectfully request that, pursuant to sections 503(b)(1) and 364(b) of the Bankruptcy Code, all Intercompany Claims be accorded administrative expense priority. If Intercompany Claims are accorded administrative expense priority, each entity utilizing funds flowing through the Cash Management System should continue to bear ultimate repayment responsibility for such ordinary course transactions.

39. Administrative expense priority for intercompany transactions, as requested here, has been granted in other comparable chapter 11 cases. See, e.g., In re Dura Auto. Sys., Inc., No. 06-11202 (Bankr. D. Del. Nov. 20, 2006); In re J.L. French Auto. Castings, Inc., Case No. 06 10119 (Bankr. D. Del. Mar. 9, 2006).

Waiver of Memorandum of Points and Authorities

40. The Debtors respectfully request that this Court treat this Motion as a written memorandum of points and authorities or waive any requirement that this Motion be accompanied by a written memorandum of points and authorities as described in Rule 9013-1(G) of the Local Bankruptcy Rules for the Eastern District of Virginia.

Notice

41. The Debtors have provided notice of this Motion to: (a) the Office of the United States Trustee for the Eastern District of Virginia; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) counsel to the agent for the Debtors' proposed postpetition secured lenders; (d) counsel to the agent for the Debtors' prepetition first lien facilities; (e) counsel to the agent for the Debtors' prepetition second lien facility; (f) the trustee for the Debtors' 11% senior unsecured notes; (g) counsel to Sopris Capital Advisors LLC; (h) the trustee for the Debtors' 9.625% senior subordinated unsecured notes; (i) counsel for certain movie studios; (j) the Internal Revenue Service; (k) the Securities and Exchange Commission; and (l) the banks that process disbursements in the Debtors' cash management system (Bank of America, Canadian Imperial Bank of Commerce and Wachovia Bank). No later than two business days after entry of the order granting the relief requested in this Motion, the Debtors shall serve a copy of this Motion and such order on the Banks. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE, for the reasons set forth herein and in the First Day Affidavit, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit A, (a) authorizing the Debtors to continue using their Cash Management System, bank accounts and business forms, (b) granting postpetition Intercompany Claims administrative expense priority, (c) authorizing the Debtors to continue to perform under Intercompany Arrangements and historical practices and (d) granting such other and further relief as is just and proper.

Richmond, Virginia

Dated: October 16, 2007

/s/ Michael A. Condyles

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EXHIBIT A

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Proposed Co-Counsel to the Debtors

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

In re:)	Case No. 07-_____
)	Jointly Administered
MOVIE GALLERY, INC., et al., ¹)	Chapter 11
)	
Debtors.)	
)	

**ORDER (A) AUTHORIZING THE DEBTORS TO CONTINUE USING THEIR CASH
MANAGEMENT SYSTEM, BANK ACCOUNTS AND BUSINESS FORMS, (B)
GRANTING POSTPETITION INTERCOMPANY CLAIMS ADMINISTRATIVE
EXPENSE PRIORITY AND (C) AUTHORIZING CONTINUED PERFORMANCE
UNDER INTERCOMPANY ARRANGEMENTS AND HISTORICAL PRACTICES**

Upon the motion (the “Motion”)² of the above-captioned debtors (collectively, the “Debtors”) for the entry of an order (the “Order”) (a) authorizing the Debtors to continue using their existing cash management system, bank accounts and business forms, (b) granting postpetition intercompany claims administrative expense priority and (c) authorizing the Debtors to continue

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.

intercompany arrangements and historical practices and the First Day Affidavit; it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties 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 this court pursuant to 28 U.S.C. §§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED

1. The Motion is granted in its entirety.
2. The Debtors are authorized to continue using their integrated cash management system as described in the Motion (the "Cash Management System").
3. The Debtors are authorized to: (a) continue to use, with the same account numbers, all of the bank accounts in existence as of October 16, 2007 (the "Commencement Date"), including, without limitation, those accounts identified on Exhibit 1 to the Motion (the "Bank Accounts"); (b) use, in their present form, all correspondence and business forms (including, but not limited to, letterhead, purchase orders and invoices), as well as checks and other documents related to the Bank Accounts existing immediately before the Commencement Date, without reference to their status as debtors in possession; and (c) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession.
4. Except as otherwise expressly provided in this Order, all banks at which the Bank Accounts are maintained (collectively, the "Banks") are authorized and directed to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor and pay any and all

checks, drafts, wires and automated clearing house transfers issued and drawn on the Bank Accounts after the Commencement Date by the holders or makers thereof, as the case may be.

5. The Debtors are authorized to open any new bank accounts or close any existing bank accounts as they may deem necessary and appropriate in their sole discretion.

6. All Intercompany Claims against a Debtor by another Debtor or a non-Debtor affiliate, arising after the Commencement Date as a result of Intercompany Claims shall be accorded administrative expense priority in accordance with sections 503(b) and 507(a)(2) of the Bankruptcy Code.

7. The Debtors are authorized, but not required, to continue performing under and honoring their respective obligations, commitments and transactions resulting in intercompany claims that reflect intercompany receivables and payments made in the ordinary course of the businesses of the Debtors and MG Canada.

8. The Debtors are authorized to direct the Banks and the Banks are authorized and directed to pay obligations in accordance with this or any separate order of this Court.

9. Except as otherwise provided in this Order or in a separate order of this Court, all Banks provided with notice of this Order maintaining any of the Bank Accounts shall not honor or pay any bank payments drawn on the listed Bank Accounts or otherwise issued prior to the Commencement Date.

10. That (a) those certain existing deposit agreements between the Debtors and the Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Banks, and that all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect, (b) the Debtors and the Banks

may, without further Order of this Court, agree to and implement changes to the cash management systems and procedures in the ordinary course of business, including, without limitation, the opening and closing of bank accounts and (c) in the course of providing cash management services to the Debtors, each of the Banks is authorized, without further Order of this Court, to deduct from the appropriate accounts of the Debtors its customary fees and expenses associated with the nature of the deposit and cash management services rendered to the Debtors, whether arising prepetition or postpetition, and further, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including, without limitation, returned items that result from automated clearing house transactions, wire transfers or other electronic transfers of any kind, regardless of whether such items were deposited prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers.

11. The Debtors shall at all times maintain sufficient balances in accounts at each of the Banks so as to secure their obligations to the Banks for cash management and related services to the Debtors.

12. Should any of the Banks honor a prepetition check, automated clearing house debit, wire transfer or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtor to honor such prepetition check or item, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored or (c) as the result of an innocent mistake made despite implementation of customary item handling procedures, it shall not be deemed to be nor shall be liable to the Debtor or its estate or otherwise in violation of this Order.

13. Nothing contained herein shall prevent any of the Banks from terminating any cash management services not less than sixty (60) days prior written notice to the Debtors and upon terms reasonably satisfactory to the Banks.

14. As soon as practicable after the entry of this Order, the Debtors shall serve a copy of this Order on those Banks that make disbursements pursuant to the Debtors' Cash Management System.

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

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

Richmond, Virginia

Date: October ____, 2007

United States Bankruptcy Judge

EXHIBIT 1

[List of Bank Accounts]

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	1st Arkansas	24000841	Store Depository Account	401 North Arkansas Russellville, AR 72801
Movie Gallery US, LLC	1st Bank and Trust	746969	Store Depository Account	710 South Park Drive Broken Bow, OK 74728
Movie Gallery US, LLC	1st Citizens Bank	821535	Store Depository Account	P.O. Box 1728 Columbia Falls, MT 59912
Movie Gallery US, LLC	1st Community Bank	74138	Store Depository Account	1875 Kowaliga Road Eclectic, AL 36024
Movie Gallery US, LLC	1st Louisiana National Bank	703982	Store Depository Account	211 N. Adams Avenue Rayne, LA 70578
Movie Gallery US, LLC	1st National Bank	405299	Store Depository Account	305 W. Trudgeon Henryetta, OK 74437-0610
Hollywood Entertainment Corp.	1st National Bank of Texas	1101331	Store Depository Account	804 E. Hwy. 190 Copperas Cove, TX 76522
Movie Gallery US, LLC	Advantage Bank	3511016124	Store Depository Account	226 Third Street Marietta, OH 45750
Movie Gallery US, LLC	Aliant Bank	55057519	Store Depository Account	391 North Broadnax Street Dadeville, AL 36853
Movie Gallery US, LLC	Alma Exchange Bank & Trust	24761	Store Depository Account	P.O. Drawer 1988 Alma, GA 31510
Movie Gallery US, LLC	Amcore Bank	9800456186	Store Depository Account	801 Washington Street Mendota, IL 61342
Movie Gallery US, LLC	American Bank	7048890	Store Depository Account	234 5th Ave. SW LeMars, IA 51031-0310
Movie Gallery US, LLC	American Bank	101699	Store Depository Account	418 N. Hwy 281 Marble Falls, TX 78654
Movie Gallery US, LLC	American Bank	1302344483	Store Depository Account	120 W. Sam Rayburn Bonham, TX 75418-9911
Hollywood Entertainment Corp.	American Comm. Bank	103029776	Store Depository Account	P.O. Box 5035 Indian Trail, NC 28079
Movie Gallery US, LLC	American Heritage Bank	2200121788	Store Depository Account	2 South Main Street Sapulpa, OK 74067
Movie Gallery US, LLC	American State Bank	10061840	Store Depository Account	P.O. Box 1401 Lubbock, TX 79408-1401
Movie Gallery US, LLC	AmSouth	34462228	Store Depository Account	201 Monroe Street Montgomery, AL 36101-0431
Hollywood Entertainment Corp.	AmSouth Bank	5001137537	Store Depository Account	250 Riverchase Parkway East 3rd Fl, Birmingham, AL 35244
Movie Gallery US, LLC	Anchor Bank	218878	Store Depository Account	324 Oak Street Farmington, MN 55024
Movie Gallery US, LLC	Anchor Bank	4118002515	Store Depository Account	P.O. Box 7933 Madison, WI 53707
Movie Gallery US, LLC	Androscoegin Bank	59005738	Store Depository Account	580 Lisbon Road Libson, ME 04252

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	Anna State Bank	394823	Store Depository Account	P.O. Box 647 Anna, IL 62906
Movie Gallery US, LLC	Armed Forces Bank	4774825	Store Depository Account	131 Gold Vault Road Fl. Knox, KY 40121-0907
Movie Gallery US, LLC	Arvest Bank	570596569	Store Depository Account	502 South Main Mall Tulsa, OK 74103
Movie Gallery US, LLC	Associated Bank, N.A.	2183040282	Store Depository Account	955 W Fulton Street Waupaca, WI 54981
Movie Gallery US, LLC	Austin Bank Texas	2300007719	Store Depository Account	P.O. Box 160 Gilmer, TX 75644
Hollywood Entertainment Corp.	BankFirst	0011072148	Store Depository Account	1939 N. Harrison Shawnee, OK 74804
Movie Gallery US, LLC	BankFirst	11311435	Store Depository Account	P.O. Box 1608 Shawnee, OK 74802-1608
Movie Gallery US, LLC	BankcorpSouth	640045271	Store Depository Account	4680 Hwy 280 East Birmingham, AL 35242
Movie Gallery US, LLC	Bangor Savings Bank	2010032282	Store Depository Account	160 E Main Street Dover-Foxcroft, ME 4426
Movie Gallery US, LLC	Bank Iowa	642504	Store Depository Account	617 Sheridan Shenandoah, IA 51601
Movie Gallery US, LLC	Bank Midwest	2930032792	Store Depository Account	734 Commercial Atchison, KS 66002
Hollywood Entertainment Corp.	Bank North	89761003	Store Depository Account	660 Merrill Rd. Pittsfield, MA 01201-5783
Hollywood Entertainment Corp.	Bank of America	2801700610	Credit Card Settlement	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	2382902533	Concentration/Str Dep	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	760178003806	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	270062672	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	1861072297	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	89453937	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	7313001311	Payroll - HEC - Checks	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	2382005531	Payroll - HEC - DD	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	1498000904	Payroll - HEC - Funding	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	80473428	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Hollywood Entertainment Corp.	Bank of America	3250356401	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Movie Gallery US, LLC	Bank of America	9429279164	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Movie Gallery US, LLC	Bank of America	3446414707	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	412740375	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	1498000503	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	485000805202	Concentration Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	485000805215	Disbursement Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	67622118	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of America	2801900812	Store Depository Account	121 S.W. Morrison, 7th Floor Portland, OR 97204
Hollywood Entertainment Corp.	Bank of Castile	915103559	Store Depository Account	2367 N. Main Street Warsaw, NY 14569
Movie Gallery US, LLC	Bank of Chickamauga	14126	Store Depository Account	201 Gordon Street Chickamauga, GA 30707-0154
Movie Gallery US, LLC	Bank of Geneva	8553417	Store Depository Account	215 E. Line Street Geneva, IN 46740
Movie Gallery US, LLC	Bank of Hanover	157929	Store Depository Account	10 Lincoln Street New Oxford, PA 17350
Movie Gallery US, LLC	Bank of Magnolia	2007088	Store Depository Account	P.O. Box 188 Hodgenville, KY 42748
Movie Gallery Canada, Inc.	Bank of Montreal	1025179	Store Depository Account	Box 240, 407 Main Ave. Sundre, Alberta T0M 1X0
Movie Gallery US, LLC	Bank of Morton	6013841	Store Depository Account	Post Office Box 229 Morton, MS 39117-0229
Movie Gallery US, LLC	Bank of Northumberland	400047039	Store Depository Account	P.O. Box 1009 Bowling Green, VA 22427
Movie Gallery Canada, Inc.	Bank of Nova Scotia	14200809012	Store Depository Account	Box 11502 650 West Georgia St Vancouver, BC V6B 4P6
Movie Gallery US, LLC	Bank of Odessa	47775	Store Depository Account	301 West Hwy 40 Odessa, MO 64076
Movie Gallery US, LLC	Bank of Ohio County	9709	Store Depository Account	1500 Bill Monroe Memorial Blvd. Beaver Dam, KY 42320
Movie Gallery US, LLC	Bank of Pocatontas	6037232	Store Depository Account	1 Bank Plaza Pocatontas, AR 72455-0467

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	Bank of the Ozarks	240018242	Store Depository Account	P.O. Box 196 Ozark, AR 72949
Movie Gallery US, LLC	Bank of the West	110006210	Store Depository Account	Parlier Office 510 J Street Parlier, CA 93648
Movie Gallery US, LLC	Bank of Whitman	1550003	Store Depository Account	8727 W State Route 2 Spokane, WA 99224
Movie Gallery US, LLC	Banterra Bank	6189121	Store Depository Account	101 W. Eighth Street Metropolis, IL 62960
Movie Gallery US, LLC	BB&T	5196593251	Store Depository Account	200 West 2nd Street, 16th Floor Winston-Salem, NC 27101
Movie Gallery US, LLC	BC National Bank	422448	Store Depository Account	Hwy 52W Butler, MO 64730
Movie Gallery US, LLC	Bemiss Citizens Bank	129474	Store Depository Account	301 S. Davis Street Nashville, GA 31639
Movie Gallery US, LLC	Blue Bail National Bank	7335989	Store Depository Account	P.O. Box 580 Blue Ball, PA 17506-9989
Movie Gallery US, LLC	Bremer Bank	3624839	Store Depository Account	201 N. Broadway Crookston, MN 56716
Movie Gallery US, LLC	Camden National Bank	90704000453	Store Depository Account	P.O. Box 310 Camden, ME 4843
Movie Gallery US, LLC	Canandaigua National Bank	1101350422	Store Depository Account	72 South Main Street Canandaigua, NY 14424
Movie Gallery US, LLC	Capital City Bank	6802346401	Store Depository Account	P.O. Box 900 Tallahassee, FL 32302-0900
Movie Gallery Canada, Inc.	Capital City Savings	2884351	Store Depository Account	2315 Rabbit Hill Road Edmonton, Alberta T6R 3K8
Hollywood Entertainment Corp.	Capital One, N.A.	2080744326	Store Depository Account	313 Carondelet Street New Orleans, LA 70130
Movie Gallery US, LLC	Capital One	2080473365	Store Depository Account	313 Carondelet Street New Orleans, LA 70130
Movie Gallery US, LLC	Carolina First	7100221535	Store Depository Account	402 South Main Street Mullins, SC 29574
Movie Gallery US, LLC	Carhage Bank/Heritage Banking Group	6627061	Store Depository Account	P.O. Box 437 Carthage, MS 39051
Movie Gallery US, LLC	Central Bank	113824	Store Depository Account	600 Lake Avenue, Drawer 578 Storm Lake, IA 50588
Movie Gallery US, LLC	Central Bank	534560	Store Depository Account	P.O. Box 779 Jefferson City, MO 65102
Movie Gallery US, LLC	Central National Bank/(UMB)	601286827	Store Depository Account	130 E. 7th Street Concordia, KS 66901
Movie Gallery US, LLC	Century Bank	848556	Store Depository Account	4282 Main Street Lucedale, MS 39452

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Hollywood Entertainment Corp.	Century National Bank	1471022798	Store Depository Account	898 East State Street Athens, OH 45701-2115
Movie Gallery US, LLC	Chemical Bank	2390040869	Store Depository Account	505 N 5th Street Roscommon, MI 48653
Movie Gallery Canada, Inc.	CIBC	1154117	A/P - CN - CAD	400 Burrard Street, 7th Floor Vancouver, British Columbia V6C 3A6
Movie Gallery Canada, Inc.	CIBC	8678812	Sales Tax & Bus Licenses M/GC	400 Burrard Street, 7th Floor Vancouver, British Columbia V6C 3A6
Movie Gallery Canada, Inc.	CIBC	408719	A/P - CN - USD	400 Burrard Street, 7th Floor Vancouver, British Columbia V6C 3A6
Movie Gallery Canada, Inc.	CIBC	9704914	Store Depository Account	400 Burrard Street, 7th Floor Vancouver, British Columbia V6C 3A6
Movie Gallery Canada, Inc.	CIBC	8628211	Concentration Account	400 Burrard Street, 7th Floor Vancouver, British Columbia V6C 3A6
Movie Gallery Canada, Inc.	CIBC	5254310	Credit Card Settlement - CN	400 Burrard Street, 7th Floor Vancouver, British Columbia V6C 3A6
Movie Gallery US, LLC	Citibank	328108367	Store Depository Account	211 S Key Ave Lampasas, TX 76550
Movie Gallery US, LLC	Citizens & Farmers Bank	7800450001	Store Depository Account	2651 New Market Road Richmond, VA 23231
Movie Gallery US, LLC	Citizens & Savings Bank	19212424	Store Depository Account	200 Jackson Ave. South Russellville, AL 35653
Movie Gallery US, LLC	Citizens Bank	6101648374	Store Depository Account	P.O. Box 42001 Providence, RI 02940-2001
Movie Gallery US, LLC	Citizens Bank	14266	Store Depository Account	303 NE Dykes Street Cochran, GA 31014
Movie Gallery US, LLC	Citizens Bank	166553	Store Depository Account	201 East Main Street Campbellsville, KY 42719-0250
Movie Gallery US, LLC	Citizens Bank	561843	Store Depository Account	140 Austin Street Center, TX 75633-0866
Movie Gallery US, LLC	Citizens Bank & Trust	33189	Store Depository Account	P.O. Box 50 Chillicothe, MO 64601
Movie Gallery US, LLC	Citizens Bank & Trust	116178	Store Depository Account	12255 South Main St. Trenton, GA 30752
Hollywood Entertainment Corp.	Citizens Bank of RI	11124504	Store Depository Account	1 Citizens Plaza Providence, RI 02903-9978
Hollywood Entertainment Corp.	Citizens Bank, Michigan	4513545758	Store Depository Account	One Jackson Square 100 E. Michigan Ave. Suite A Jackson, MI 49201-9964
Movie Gallery US, LLC	Citizens Bank/Charter One	3310404074	Store Depository Account	875 Elm Street NE 6-03 Manchester, NH 03101
Movie Gallery US, LLC	Citizens Bank-Geneva	13226	Store Depository Account	P.O. Box 190 Geneva, AL 36340-0190

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	Citizens National Bank	1121396	Store Depository Account	102 South Main Street Bluffton, OH 45817-0088
Movie Gallery US, LLC	Citizens National Bank	2048494	Store Depository Account	P.O. Drawer 111 Cameron, TX 76520-0111
Movie Gallery US, LLC	Citizens National Bank	101384824	Store Depository Account	200 S. Archusa Avenue Quitman, MS 39355-2324
Movie Gallery US, LLC	Citizens State Bank	292326	Store Depository Account	117 West First Street Monticello, IA 52310
Movie Gallery US, LLC	Citizens State Bank	2714327	Store Depository Account	1330 West Commerce Buffalo, TX 75831
Movie Gallery US, LLC	Citizens State Bank	2714327	Store Depository Account	1330 West Commerce Buffalo, TX 75831
Movie Gallery US, LLC	Citizens Tri-County Bank	2209411	Store Depository Account	P.O. Box 697 Dulap, TN 37327
Movie Gallery US, LLC	City National Bank	8002059213	Store Depository Account	1218 Main Street Rainelle, WV 25962
Movie Gallery US, LLC	Claxton Bank	133236	Store Depository Account	121 West Main Street Claxton, GA 30417-0247
Movie Gallery US, LLC	Clinton National Bank	207020	Store Depository Account	235 6th Avenue South Clinton, IA 52733-1510
Movie Gallery US, LLC	Colonial Bank	8041936793	Store Depository Account	671 South Perry Street Suite 5000, Montgomery, AL 36104
Movie Gallery US, LLC	Colony Bank	50055110	Store Depository Account	P.O. Box 727 Eastman, GA 31023
Movie Gallery US, LLC	Colorado Valley Bank	111100	Store Depository Account	P.O. Box 796 LaGrange, TX 78945
Hollywood Entertainment Corp.	Comerica Bank	1850350362	Store Depository Account	245 Michigan Ave. W. Jackson, MI 49201-9975
Movie Gallery US, LLC	Comerica Bank	1850734847	Store Depository Account	345 Main St Coopersville, MI 49404
Hollywood Entertainment Corp.	Commerce Bank	290068462	Store Depository Account	211 N. Broadway St. Louis, MO 63102-2743
Movie Gallery US, LLC	Commerce Bank	93011437	Store Depository Account	1345 E. Battlefield Box 2817 Springfield, MO 65801-2817
Movie Gallery US, LLC	Commercial Savings Bank	323089	Store Depository Account	627 N. Adams Street Carroll, IA 51401-0277
Movie Gallery US, LLC	Commercial State Bank	163981101	Store Depository Account	P.O. Box 217 Donaldsville, GA 39845
Movie Gallery US, LLC	Community Bank	33103	Store Depository Account	P.O. Box 757 Lapel, IN 46057
Movie Gallery US, LLC	Community Bank of Johnson City	34003673	Store Depository Account	201 W Elm Street Wrightsville, GA 31096
Movie Gallery US, LLC	Community Bank of Pelham	23874	Store Depository Account	127 West Railroad Street Pelham, GA 31779

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	Community National Bank	18090	Store Depository Account	1502 Ave M Hondo, TX 78861
Movie Gallery US, LLC	Community National Bank	128686	Store Depository Account	1729 College Blvd. Alva, OK 73717
Movie Gallery US, LLC	Community National Bank	1010001868	Store Depository Account	330 N. 16th Parsons, KS 67357
Movie Gallery Canada, Inc.	Community Savings Bank	18287369	Store Depository Account	601 4901 48th St Red Deer, AB T4N 6M4
Movie Gallery US, LLC	Community Spirit Bank	80047495	Store Depository Account	200 Fourth Avenue SW Red Bay, AL 35582
Movie Gallery US, LLC	Community Trust Bank	4000947869	Store Depository Account	112 High & Maysville Mt. Sterling, KY 40353
Movie Gallery US, LLC	Compass Bank	14592180	Store Depository Account	PO Box 2006 Dothan, AL 36302
Movie Gallery US, LLC	Corner Bank	3511340	Store Depository Account	900 Main Street Winfield, KS 67156-0545
Movie Gallery US, LLC	Cornerstone National Bank	364711	Store Depository Account	529 Lincoln Avenue York, NE 68467-0069
Movie Gallery US, LLC	County Bank	1350590339	Store Depository Account	640 Main Street Livingston, CA 95334
Movie Gallery US, LLC	Covenant Bank	12492	Store Depository Account	Post Office Box 2525 Tunica, MS 38676
Movie Gallery US, LLC	Croghan Colonial Bank	1002902	Store Depository Account	323 Croghan Street Fremont, OH 43420-9985
Movie Gallery US, LLC	Cumberland Valley National Bank	4006321	Store Depository Account	P.O. Box 709 London, KY 40743-0709
Movie Gallery US, LLC	Cypress Bank, FSB	80049200	Store Depository Account	1301 Live Oak Commerce, TX 75428
Movie Gallery US, LLC	Dalton Whitfield Bank	1356187	Store Depository Account	401 S. Thornton Avenue Dalton, GA 30722-1929
Movie Gallery US, LLC	Darby Bank & Trust	1105880	Store Depository Account	P.O. Box 870 Vidalia, GA 30474
Movie Gallery US, LLC	DeMotte State Bank	4014932	Store Depository Account	10119 W. 133rd Ave. Cedar Lake, IN 46303
Movie Gallery US, LLC	DeWitt Bank & Trust	1503283	Store Depository Account	815 6th Avenue DeWitt, IA 52742-0260
Movie Gallery US, LLC	Eagle Bank	766824	Store Depository Account	10596 Highway 21 Hillsboro, MO 63050
Movie Gallery US, LLC	Exchange Bank	171022528	Store Depository Account	Branch 117 / P.O. Box 96 Cloverdale, CA 95425-0096
Movie Gallery US, LLC	F & M Bank/Citizens Bank	4518653979	Store Depository Account	106 S Main Street Jefferson, WI 53549
Movie Gallery US, LLC	Fairfield National Bank	5035570	Store Depository Account	200 East Main Street Fairfield, IL 62837-0429

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	Farmers & Merchants	313548	Store Depository Account	P.O. Box 307 Rockwell, NC 28138
Movie Gallery US, LLC	Farmers & Merchants Bank	7746101	Store Depository Account	322 Main Street Clarksville, TN 37040
Movie Gallery US, LLC	Farmers & Merchants Bank	900009879	Store Depository Account	P.O. Box 68 8624 Old State Rd Holly Hill, SC 29059-0068
Movie Gallery US, LLC	Farmers and Merchants Bank	405044901	Store Depository Account	1110 Carter Street Lakeland, GA 31635
Movie Gallery US, LLC	Farmers Bank	47813	Store Depository Account	120 Village Drive Portland, TN 37148
Movie Gallery US, LLC	Farmers Bank	137883601	Store Depository Account	P. O. Box 285 Windsor, VA 23487
Movie Gallery US, LLC	Farmers Bank and Trust	155268	Store Depository Account	111 West Washington Street Princeton, KY 42445
Hollywood Entertainment Corp.	Fifth Third Bank	99942558	Store Depository Account	38 Fountain Square Plaza Cincinnati, OH 45202
Movie Gallery US, LLC	Fifth Third Bank	99961425	Store Depository Account	P.O. Box 630900 Cincinnati, OH 45263-0900
Movie Gallery US, LLC	First - Knox National Bank	1116123301	Store Depository Account	504 West High Street Mt Gilead, OH 43338
Movie Gallery US, LLC	First American Bank	10511141	Store Depository Account	324 W. Main Purcell, OK 73080-1560
Movie Gallery US, LLC	First American Bank	11174737	Store Depository Account	635 First Street Webster City, IA 50595
Movie Gallery US, LLC	First Bank	44210	Store Depository Account	P.O. Box 1099 Dimmitt, TX 79027
Movie Gallery US, LLC	First Bank	571001734	Store Depository Account	210 West Third Street Pembroke, NC 28372
Movie Gallery US, LLC	First Bank	3007739	Store Depository Account	1325 Hwy 278 BYP Camden, AR 71701
Movie Gallery US, LLC	First Bank & Trust	1029568	Store Depository Account	401 Seventh Street Perry, OK 73077
Movie Gallery US, LLC	First Bank & Trust	1056697	Store Depository Account	104 N. Temple Diboll, TX 75941
Movie Gallery US, LLC	First Bank At Farmersville	36536	Store Depository Account	233 McKinney Street Farmersville, TX 75442
Movie Gallery US, LLC	First Bank Clewiston	3001010106	Store Depository Account	P.O. Box 1237 Clewiston, FL 33440
Movie Gallery US, LLC	First Charter Bank	170245914	Store Depository Account	300 W. Main St. Forest City, NC 28043
Movie Gallery US, LLC	First Citizens Bank	2982394816	Store Depository Account	P.O. Box 27131 Raleigh, NC 27611-7131
Movie Gallery US, LLC	First Citizens Bank & Trust	710001217301	Store Depository Account	129 N. Parler Avenue St. George, SC 29477

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	First Citizens National Bank	606091902	Store Depository Account	99 Main Street Wellsboro, PA 16901
Movie Gallery US, LLC	First City Bank	96490	Store Depository Account	135 Perry Avenue SE Ft. Walton Beach, FL 32548
Movie Gallery US, LLC	First Community Bank	3506	Store Depository Account	504 W Benton Windsor, MO 65360
Movie Gallery US, LLC	First Community Bank	173851	Store Depository Account	1103 N. Douglas Malden, MO 63863
Movie Gallery US, LLC	First Convenience Bank	462541962	Store Depository Account	P.O. Box 937 Killeen, TX 76540-0937
Movie Gallery US, LLC	First Federal Bank	263316137	Store Depository Account	737 Highway 100 Centerville, TN 37033
Movie Gallery US, LLC	First Federal Savings	391320654	Store Depository Account	411 N. Patterson Street Valdosta, GA 31603-0888
Movie Gallery US, LLC	First Federal Savings Bank	701474540	Store Depository Account	2323 Ring Road Elizabethtown, KY 42702-5006
Movie Gallery US, LLC	First Fidelity	2000529380	Store Depository Account	Noble Office P. O. Box 32282 Oklahoma City, OK 73123-9985
Hollywood Entertainment Corp.	First Financial Bank	243728	Store Depository Account	P.O. Box 925 Hamilton, OH 45012-9986
Movie Gallery US, LLC	First Financial Bank	5310154835	Store Depository Account	6050 South State RT 48 Maineville, OH 45039
Movie Gallery US, LLC	First Financial Bank	768310302	Store Depository Account	119 Birmingham Road Centreville, AL 35042
Movie Gallery US, LLC	First Hawaiian Bank	41040823	Store Depository Account	67 Makawao Avenue Pukalani, HI 96768
Movie Gallery US, LLC	First Interstate Bank	2309793798	Store Depository Account	2 Main Street Kalspell, MT 59904-0130
Movie Gallery US, LLC	First Kansas Bank & Trust	24155	Store Depository Account	900 East Main Gardner, KS 66603
Movie Gallery US, LLC	First Liberty Bank	88013	Store Depository Account	1900 Sam Houston Avenue Liberty, TX 77575-7609
Movie Gallery US, LLC	First Lockhart National Bank	22497	Store Depository Account	P.O. Box 600 Lockhart, TX 78644
Movie Gallery US, LLC	First National Bank	400319723	Store Depository Account	425 E. Plaza West Helena, AR 72390
Movie Gallery US, LLC	First National Bank	66710	Store Depository Account	302 S. Main Street Cloverdale, IN 46120
Movie Gallery US, LLC	First National Bank	1023128	Store Depository Account	P.O. Drawer 640 Jackson, KY 41339
Movie Gallery US, LLC	First National Bank	67040523	Store Depository Account	110 Fremont Street Kiel, WI 53042

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	First National Bank	100001562	Store Depository Account	P.O. Box 278 Fabens, TX 79838
Movie Gallery US, LLC	First National Bank	34869	Store Depository Account	#1 Financial Center Mena, AR 71953
Movie Gallery US, LLC	First National Bank	144347	Store Depository Account	218 Main Street Crossett, AR 71635-2926
Movie Gallery US, LLC	First National Bank	262471	Store Depository Account	307 S. Main Street Monahans, TX 79756
Movie Gallery US, LLC	First National Bank	200001055	Store Depository Account	607 Hwy 19N Zebulon, GA 30295
Movie Gallery US, LLC	First National Bank	116048	Store Depository Account	P.O. Box 809 Blytheville, AR 72316
Movie Gallery US, LLC	First National Bank	5018955	Store Depository Account	101 Lincoln Way McConnellsburg, PA 17233
Movie Gallery US, LLC	First National Bank	133051	Store Depository Account	306 S. Locust St. Pana, IL 62557
Movie Gallery US, LLC	First National Bank	2014330	Store Depository Account	P.O. Box 792 Trinity, TX 75862
Movie Gallery US, LLC	First National Bank	4820749201	Store Depository Account	228 South Main Waterloo, IN 62298
Movie Gallery US, LLC	First National Bank	1845257112	Store Depository Account	216 Market Street Spencer, WV 25276
Movie Gallery US, LLC	First National Bank & Trust	158275	Store Depository Account	501 Frisco Clinton, OK 73601
Movie Gallery US, LLC	First National Bank & Trust	10043290	Store Depository Account	P.O. Box 1130 Chickasha, OK 73023
Movie Gallery US, LLC	First National Bank of Atoka	7652090	Store Depository Account	P.O. Box 960 Atoka, OK 74525
Movie Gallery US, LLC	First National Bank of Blanchester	50288	Store Depository Account	121 E. Main St Blanchester, OH 45107
Movie Gallery US, LLC	First National Bank of Eastern Arkansas	191450	Store Depository Account	101 N. Washington Street Forrest City, AR 72336-9984
Movie Gallery US, LLC	First National Bank of Hamilton	1310457	Store Depository Account	200 South Bell Ave. Hamilton, TX 76531
Movie Gallery US, LLC	First National Bank of Jasper	233468	Store Depository Account	Post Office Box 31 Jasper, AL 35502
Movie Gallery US, LLC	First National Bank of Lake Jackson	200103784	Store Depository Account	100 E. Highway 332 Brazoria, TX 77422
Movie Gallery US, LLC	First National Bank of Litchfield	126667	Store Depository Account	324 North State Street Litchfield, IL 62056
Movie Gallery US, LLC	First National Bank of Nevada	2302993	Store Depository Account	3100 Needles Highway, Suite 100 Laughlin, NV 89029
Movie Gallery US, LLC	First National Bank of Stigler	129639	Store Depository Account	P.O. Box 669 Stigler, OK 74462

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Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	First National Bank of Wayne	20281	Store Depository Account	301 Main St Wayne, NE 68787
Movie Gallery US, LLC	First National Bank of Wellston	524085	Store Depository Account	101 East A Street Wellston, OH 45692
Movie Gallery US, LLC	First National Bank-Sallisaw	502057	Store Depository Account	100 East Rayfine Blvd. Roland, OK 74954
Hollywood Entertainment Corp.	First National of Athens	1001159	Store Depository Account	125 N. Prairieville Athens, TX 75751-0751
Movie Gallery US, LLC	First Savings Bank	30055512	Store Depository Account	915 N. Date Street Truth or Consequences, NM 87901
Movie Gallery US, LLC	First Savings Bank	176831020206	Store Depository Account	100 Copperfield Drive Georgetown, IN 47122
Movie Gallery US, LLC	First Security Bank	1015676	Store Depository Account	958 Highway 377 Aubrey, TX 76227
Movie Gallery US, LLC	First Security Bank	31031982	Store Depository Account	P.O. Box 910 Bozeman, MT 59771-9970
Movie Gallery US, LLC	First Southwest Bank	450000556	Store Depository Account	555 Cedar Street Del Norte, CO 81132
Movie Gallery US, LLC	First State Bank	1040260	Store Depository Account	406 West Grand Ave. Yoakum, TX 77995
Movie Gallery US, LLC	First State Bank	3088001	Store Depository Account	420 Walnut Columbus, TX 78934-0009
Movie Gallery US, LLC	First State Bank & Trust	1122304	Store Depository Account	100 West Third Street Caruthersville, MO 63830
Movie Gallery US, LLC	First State Bank of Livingston	137141	Store Depository Account	112 W. Polk St Livingston, TX 77351
Movie Gallery US, LLC	First State Community Bank	1059947	Store Depository Account	713 W. Main Street Fredericktown, MO 63645
Movie Gallery US, LLC	First Trust & Savings	28025598	Store Depository Account	P.O. Box 4909 Oneida, TN 37841
Movie Gallery US, LLC	First United Bank	3007085	Store Depository Account	430 4th Street Faribault, MN 55021-0217
Movie Gallery US, LLC	First United Bank	90190793	Store Depository Account	P.O. Box 1030 Seminole, TX 79360
Movie Gallery US, LLC	First United Bank & Trust	1744580	Store Depository Account	P.O. Box 130 Durant, OK 74702-0130
Movie Gallery US, LLC	First United Security Bank	6306896	Store Depository Account	Post Office Box 249 Thomasville, AL 36784
Movie Gallery US, LLC	Firstbank	7850058137	Store Depository Account	506 S. Lincoln Avenue Lakeview, MI 48850
Movie Gallery US, LLC	FirstMerit Bank	5381010125	Store Depository Account	135 E. Liberty Street Wooster, OH 44691
Movie Gallery US, LLC	Five Star Bank	164211918	Store Depository Account	220 Liberty St. Warsaw, NY 14569-9976

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Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	Five Star Bank	164211918	Store Depository Account	220 Liberty St. Warsaw, NY 14569-9976
Movie Gallery US, LLC	Five Star Bank	274811626	Store Depository Account	2 Seneca Street Geneva, NY 14456
Movie Gallery US, LLC	Fowler State Bank	2100924	Store Depository Account	300 E. 5th Street Fowler, IN 47944-0511
Movie Gallery US, LLC	Francis Slocum Bank & Trust	5055628	Store Depository Account	901 State Road 114 West North Manchester, IN 46962
Movie Gallery US, LLC	Franklin Bank	1200755	Store Depository Account	125 N. Prairieville Athens, TX 75751
Movie Gallery US, LLC	Franklin State Bank	1029428	Store Depository Account	802 Prairie Street Winnsboro, LA 71295
Movie Gallery US, LLC	Frontier National Bank	86017926	Store Depository Account	120 8th Avenue S.W. Childersburg, AL 35044
Movie Gallery US, LLC	Georgia Bank of Dawson/Bank of Early	824540	Store Depository Account	P.O. Box 527 Blakely, GA 39823
Movie Gallery US, LLC	Garrett State Bank	1054482	Store Depository Account	120 W King Street Garrett, IN 46738
Movie Gallery US, LLC	Georgia Bank & Trust	35006	Store Depository Account	P.O. Box 12050 Calhoun, GA 30703-7012
Movie Gallery US, LLC	Glennville Bank & Trust	651208	Store Depository Account	P.O. Box 278 Glennville, GA 30427-0278
Movie Gallery US, LLC	Glens Falls National Bank	10274127	Store Depository Account	250 Glen Street Glens Falls, NY 12801-9989
Movie Gallery US, LLC	Glens Falls National Bank	11764801	Store Depository Account	P.O. Box 451809 Grove, OK 74345
Movie Gallery US, LLC	Great Plains National Bank	445202	Store Depository Account	1300 S. Main St. Elk City, OK 73648-0488
Movie Gallery US, LLC	Great Southern Bank	2008233673	Store Depository Account	118 South Street Stockton, MO 65785
Movie Gallery US, LLC	Great Western Bank	1181008200	Store Depository Account	103 West Taylor Creston, IA 50801
Movie Gallery US, LLC	Grundy County National Bank	73067	Store Depository Account	201 Liberty Street Morris, IL 60450-2272
Movie Gallery US, LLC	Guaranty Federal Bank	3804926107	Store Depository Account	4010 Bellmead Dr. Waco, TX 76705
Movie Gallery US, LLC	Hancock Bank - MS	70149725	Store Depository Account	One Hancock Plaza Gulfport, MS 39502-9903
Hollywood Entertainment Corp.	Harris Bank, Illinois	2900686	Store Depository Account	111 West Monroe St., 9th Floor Center Chicago, IL 60690
Movie Gallery US, LLC	Hastings City Bank	1038409	Store Depository Account	150 West Court Hastings, MI 49058
Movie Gallery US, LLC	Heartland Community Bank	53762151	Store Depository Account	2214 South 11th St. Nebraska City, NE 68410-0578

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Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	Heritage Bank	3012903	Store Depository Account	P. O. Box 1009 Hinesville, GA 31310-8009
Movie Gallery Canada, Inc.	Heritage Credit Union	73867100	Store Depository Account	1212 Huxley Street Madison, WI 53704
Movie Gallery US, LLC	Honor State Bank	153885	Store Depository Account	2254 Henry Street Honor, MI 49640-0067
Movie Gallery US, LLC	Horizon Federal Savings	317730355	Store Depository Account	509 A Avenue West Oskaloosa, IA 52577
Hollywood Entertainment Corp.	HSBC	321278593	Store Depository Account	411 South Main St. Elmira, NY 14904
Movie Gallery US, LLC	HSBC	403800331	Store Depository Account	411 South Main St. Elmira, NY 14904
Hollywood Entertainment Corp.	Huntington Bank, Ohio	1088127797	Store Depository Account	917 Euclid Ave. Cleveland, OH 44115
Movie Gallery US, LLC	Huntington National Bank	1701628104	Store Depository Account	917 Euclid Ave. Cleveland, OH 44115
Movie Gallery US, LLC	Huntington State Bank	101052357	Store Depository Account	P.O. Box 1090 Huntington, TX 75949
Movie Gallery US, LLC	IBC Bank	6002568468	Store Depository Account	200 S Pecan Ave Luling, TX 78648
Hollywood Entertainment Corp.	IBOC	709155901	Store Depository Account	P.O. Box 1359 Laredo, TX 78042-1359
Movie Gallery US, LLC	Idabel National Bank	622054	Store Depository Account	1201 S.E. Washington Idabel, OK 74745-3443
Movie Gallery US, LLC	Independent Bank	1044379	Store Depository Account	230 West Main Street Ionia, MI 48846-9970
Movie Gallery US, LLC	Integra Bank	10038982	Store Depository Account	2215 Westerfield Drive Providence, KY 42450
Movie Gallery US, LLC	Iowa Sate Bank	6833119	Store Depository Account	627 2nd Avenue Sheldon, IA 51201-0329
Movie Gallery US, LLC	Jonesboro State Bank	11395601	Store Depository Account	P.O. Box 580 Jonesboro, LA 71251
Hollywood Entertainment Corp.	JP MorganChase	475037170	Employee Benefit Claims, UHC	717 Travis TX2-S084 Houston, TX 77002
Hollywood Entertainment Corp.	JP MorganChase	475037723	Employee Flex Spending, UHC	717 Travis TX2-S084 Houston, TX 77002
Movie Gallery US, LLC	Kalamazoo County State Bank	2341045	Store Depository Account	55320 N. Main Mattawan, MI 49071
Movie Gallery US, LLC	Kau Federal Credit Union	69920031	Store Depository Account	P.O. Box 347 Naalehu, HI 96772-0347
Movie Gallery US, LLC	Kearney Trust	28126	Store Depository Account	310 W. State Highway 92 Kearney, MO 64060-0137
Hollywood Entertainment Corp.	Kentucky Bank	34746	Store Depository Account	24 W. Lexington Avenue Winchester, KY 40391

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Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Hollywood Entertainment Corp.	Key Bank	359681000055	Store Depository Account	601 108th Ave. N.E. Bellevue, WA 98004
Movie Gallery US, LLC	Key Bank	149531000565	Store Depository Account	One Canal Plaza Portland, ME 4101
Movie Gallery US, LLC	Lake City Bank	1010713213	Store Depository Account	P.O. Box 1387 Warsaw, IN 46581-1387
Movie Gallery US, LLC	Lake Sunapee Bank	8254021700	Store Depository Account	9 Main Street Newport, NH 03773-0029
Movie Gallery US, LLC	Lamesa National Bank	4566238	Store Depository Account	P.O. Drawer 301 Lamesa, TX 79331
Movie Gallery US, LLC	LaSalle Bank	5404501859	Store Depository Account	503 S Saginaw Street Flint, MI 48502
Hollywood Entertainment Corp.	LaSalle Bank Midwest	6856264251	Store Depository Account	2600 W. Big Beaver Rd. Troy, MI 48084
Hollywood Entertainment Corp.	LaSalle Bank, Illinois	5200625431	Store Depository Account	4200 West 95th St. Oak Lawn, IL 60453
Movie Gallery US, LLC	Lyons National Bank	10084085	Store Depository Account	35 William Street Lyons, NY 14489-0380
Movie Gallery US, LLC	M & I Madison	25779215	Store Depository Account	7447 University Avenue Middleton, WI 53562-3111
Hollywood Entertainment Corp.	M&I Bank, Wisconsin	4336442	Store Depository Account	500 Third Street Wausau, WI 54402
Hollywood Entertainment Corp.	M&T Bank	9842983364	Store Depository Account	13 West Main Street Waynesboro, PA 17268
Movie Gallery US, LLC	M&T Bank	8892678510	Store Depository Account	PO Box 278 Shamokin, PA 17872-0278
Movie Gallery US, LLC	Main Source	765814890	Store Depository Account	213 East Main Street Madison, IN 47250
Movie Gallery US, LLC	Medina Valley State Bank	14737	Store Depository Account	P.O. Box M Devine, TX 78016
MGA Inc - dissolved	Mercantile Bank / Citrus Bank	7600018558	Store Depository Account	1120 Hwy 20 Interlachen, FL 32148
Movie Gallery US, LLC	Merchants & Farmers Bank	109339	Store Depository Account	650 Hwy 7 South Holly Springs, MS 38635
Movie Gallery US, LLC	Merchants & Farmers Bank	406008379	Store Depository Account	381 West West Depot Durant, MS 39063-0391
Movie Gallery US, LLC	Merchants and Farmers Bank	618934	Store Depository Account	4000 Rangeline Columbia, MO 65202
Movie Gallery US, LLC	Merchants and Farmers Bank	472573	Store Depository Account	P.O. Box 187 Dumas, AR 71639-0187
Movie Gallery US, LLC	Mid Penn Bank	521328	Store Depository Account	349 Union Street Millersburg, PA 17061
Hollywood Entertainment Corp.	Middlesex Bank	800203998	Store Depository Account	24 Milliston Rd. Millis, MA 02054

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Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	MidFirst Bank	1401015958	Store Depository Account	501 NW Grand Oklahoma City, OK 73126-0648
Hollywood Entertainment Corp.	MidSouth Bank	1148257	Store Depository Account	930 S Union Street Opelousas, LA 70570
Movie Gallery US, LLC	Midsouth Bank	1107658	Store Depository Account	P.O. Box 3745 Lafayette, LA 70502
Movie Gallery US, LLC	MinnWest Bank Central	1020000715	Store Depository Account	107 North First Street Montevideo, MN 56265-0428
Movie Gallery US, LLC	Monroe Bank	4288254	Store Depository Account	4616 W Richland Plaza Bloomington, IN 47404
Movie Gallery US, LLC	Morgantown Bank & Trust	202598101	Store Depository Account	P.O. Box 68 Morgantown, KY 42261-0068
Movie Gallery US, LLC	Muleshoe State Bank	482250	Store Depository Account	P.O. Box 1010 Muleshoe, TX 79347-1010
Hollywood Entertainment Corp.	Mutual Federal Savings Bank	0628021046	Store Depository Account	110 E Charles Street Muncie, IN 47305
Movie Gallery US, LLC	National Bank of Andrews	213055	Store Depository Account	1501 North Main Andrews, TX 79714
Movie Gallery US, LLC	National Bank of Arizona	650000395	Store Depository Account	718 N Main Street Taylor, AZ 85939
Movie Gallery Canada, Inc.	National Bank of Canada	268729	Store Depository Account	P.O. Box 336 90 Lafleche Blvd Casselman, ON K0A 1M0
Movie Gallery US, LLC	National Bank of Commerce	20012290	Store Depository Account	501 Commerce Street Childress, TX 79201
Movie Gallery US, LLC	National Bank of Geneva	8553417	Store Depository Account	215 E. Line Street Geneva, IN 46740
Movie Gallery US, LLC	National Bank of SC	20214117301	Store Depository Account	111 West Boyce Street Manning, SC 29102
Movie Gallery US, LLC	National Bank of Vernon	12019488	Store Depository Account	5238 W. Seneca Street Vernon, NY 13476-0890
Movie Gallery US, LLC	National Banks of Central Texas	13520531	Store Depository Account	905 Main Street Gatesville, TX 76528
Movie Gallery US, LLC	National City Bank	758139113	Store Depository Account	155 Eash Broad Street Columbus, OH 43251
Movie Gallery US, LLC	National City Bank	764051182	Store Depository Account	155 Eash Broad Street Columbus, OH 43251
Movie Gallery US, LLC	National City Bank	584907878	Store Depository Account	155 East Broad Street Columbus, OH 43251
Movie Gallery US, LLC	National City Bank	359414322	Store Depository Account	155 East Broad Street Columbus, OH 43251
Movie Gallery US, LLC	National City Bank	754326613	Store Depository Account	155 East Broad Street Columbus, OH 43251

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Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	National City Bank MI	884156448	Store Depository Account	155 Eash Broad Street Columbus, OH 43251
Hollywood Entertainment Corp.	National City Bank of Indiana	584907878	Store Depository Account	155 East Broad Street Columbus, OH 43251
Movie Gallery US, LLC	National City Bank OH	394005073	Store Depository Account	155 Eash Broad Street Columbus, OH 43251
Movie Gallery US, LLC	National City Bank PA	649672135	Store Depository Account	155 Eash Broad Street Columbus, OH 43251
Hollywood Entertainment Corp.	National City Bank, Ohio	359414322	Store Depository Account	155 East Broad Street Columbus, OH 43251
Hollywood Entertainment Corp.	NCB, Michigan/Illinois	7134011225	Store Depository Account	155 East Broad Street Columbus, OH 43251
Hollywood Entertainment Corp.	Nevada State Bank	532005659	Store Depository Account	2200 Hwy 50 East Dayton, NV 89403
Hollywood Entertainment Corp.	North Fork Bank	4514005562	Store Depository Account	840 Franklin Ave. Franklin Lakes, NJ 07417
Movie Gallery US, LLC	North Valley Bank	10624703	Store Depository Account	Weaverville Office 311 Main Street Weaverville, CA 96093
Movie Gallery US, LLC	Northern Neck State Bank	32069	Store Depository Account	5839 Richmond Road Warsaw, VA 22572-0068
Movie Gallery US, LLC	Northern Savings and Loan	69710320	Store Depository Account	200 Middle Avenue Elyria, OH 44035
Movie Gallery US, LLC	Northwest Savings Bank	354203002	Store Depository Account	22 Franklin Village Kittanning, PA 16201
Hollywood Entertainment Corp.	Oak Brook Bank	107951400	Store Depository Account	1400 Sixteenth St. Oak Brook, IL 60523-9464
Movie Gallery US, LLC	Oakland Deposit Bank	121753401	Store Depository Account	6280 Hwy 64 Oakland, TN 38060
Movie Gallery US, LLC	Ocean City National Bank	1502001144	Store Depository Account	62 Peterborough Road Jaffrey, NH 3452
Movie Gallery US, LLC	Old National Bank	108827503	Store Depository Account	131 E. Main Cross Street Greenville, KY 42345
Movie Gallery US, LLC	Omega Bank	10892516	Store Depository Account	P.O.Box 298 State College, PA 16804-0298
Movie Gallery US, LLC	Owen County State Bank	131261	Store Depository Account	201 W. Morgan Street Spencer, IN 47460-0151
Movie Gallery US, LLC	Pacesetter Bank	2006749601	Store Depository Account	1515 N. Walnut Street Hartford City, IN 47348-0659
Hollywood Entertainment Corp.	Pacific Western	43507850	Store Depository Account	73700 Gorgonio Dr. Twentynine, CA 92277
Movie Gallery US, LLC	Pecos City State Bank	230893	Store Depository Account	500 N. Main Ft. Stockton, TX 79735

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Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	PennStar	7001464471	Store Depository Account	Financial Center - Oppenheim Building 409 Lackawanna Avenue, Suite 201 Scranton, PA 18503-9884
Movie Gallery US, LLC	Peoples Bancorp	2109001956	Store Depository Account	Steelton Office 638 N. State Route 2 New Martinsville, WV 26155
Movie Gallery US, LLC	Peoples Bank	14234	Store Depository Account	222 S. Main Street Pratt, KS 67124
Movie Gallery US, LLC	Peoples Bank	1046179	Store Depository Account	100 N. Main Street Brownstown, IN 47220-0310
Movie Gallery US, LLC	Peoples Bank	1581461	Store Depository Account	P.O. Drawer 529 Biloxi MS 39533-0529 Wiggins, MS 39577
Movie Gallery US, LLC	Peoples Bank	1247000324	Store Depository Account	60 Providence Pike Putnam, CT 06260-2410
Movie Gallery US, LLC	Peoples National Bank	127094	Store Depository Account	434 S. Main Ottawa, KS 66067
Movie Gallery US, LLC	Peoples State Bank of Commerce	47127295	Store Depository Account	315 South Cedar Ave South Pittsburg, TN 37380
Movie Gallery US, LLC	Perryton National Bank	108197	Store Depository Account	825 S. Main Perryton, TX 79070
Movie Gallery US, LLC	Pine Bluffs National Bank	481771	Store Depository Account	912 Poplar Pine Bluff, AR 71611
Movie Gallery US, LLC	Pinnacle Bank	59600	Store Depository Account	884 Elbert St. Elberton, GA 30635
Movie Gallery US, LLC	Pinnacle Bank	2100614559	Store Depository Account	P.O. Box 737 Lexington, NE 68850
Movie Gallery US, LLC	Planters & Citizens Bank	40649	Store Depository Account	21 North Harney Street Camilla, GA 31730
Movie Gallery US, LLC	Planters First	50002897	Store Depository Account	P.O. Box 65, Ocilla GA 31774-0065
Movie Gallery US, LLC	Plattsmouth State Bank	3765616870	Store Depository Account	P.O. Box 340 Plattsmouth, NE 68048
Movie Gallery US, LLC	PNC Bank	5512045993	Store Depository Account	500 W. Jefferson Street Louisville, KY 40202
Movie Gallery US, LLC	PNC Bank	5502168164	Store Depository Account	500 W. Jefferson Street Louisville, KY 40202
Movie Gallery US, LLC	PNC Bank	3007638588	Store Depository Account	Post Office Box 609 Pittsburgh, PA 15230-9738
Hollywood Entertainment Corp.	PNC Bank	1988903	Store Depository Account	500 Lincoln Hwy North Versailles, PA 15137
Movie Gallery US, LLC	Prairie State Bank	3105059	Store Depository Account	PO Box 318 Goddard, KS 67052-0318

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Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	Priority One Bank	236109	Store Depository Account	3069 Simpson Highway 13 Mendenhall, MS 39114
Movie Gallery US, LLC	Progress Bank	2012014	Store Depository Account	# 20 Wildcat Drive Wright City, MO 63390
Movie Gallery US, LLC	Progressive Bank	1514264	Store Depository Account	P.O. Box 1000 Buckhannon, WV 26201
Movie Gallery Canada, Inc.	Prospera Credit Union	2255859	Store Depository Account	P.O. Box 431 Agassiz, BC V0M 1A0
Movie Gallery US, LLC	Prosperity Bank	3544651	Store Depository Account	600 Henderson Palacios, TX 77465-3836
Hollywood Entertainment Corp.	Provident Bank / National City	564858	NSF	155 East Broad Street Columbus, OH 43251
Hollywood Entertainment Corp.	Provident Bank / National City	300000438	NSF	155 East Broad Street Columbus, OH 43251
Movie Gallery US, LLC	Provident Bank / National City	471558	NSF	155 East Broad Street Columbus, OH 43251
Movie Gallery US, LLC	Pueblo Bank & Trust	100111831	Store Depository Account	301 West 5th Street Pueblo, CO 81003
Movie Gallery US, LLC	Putnam Savings Bank	754710057	Store Depository Account	40 Main Street Putnam, CT 6260
Movie Gallery US, LLC	Randolph National Bank	926495	Store Depository Account	P.O. Box 368 Randolph, VT 5060
Movie Gallery US, LLC	Rayne State Bank	1221730	Store Depository Account	741 1/2 S. Main Street Church Point, LA 70578
Movie Gallery US, LLC	RBC Centura	36102877	Store Depository Account	109 South Barnes Street Nashville, NC 27856
Movie Gallery US, LLC	RCB Bank	1000650093	Store Depository Account	P.O. Box 189 Clarence, OK 74018-0189
Hollywood Entertainment Corp.	Regions Bank	4000021727	Store Depository Account	417 20th Street, 8th Floor Birmingham, AL 35203
Movie Gallery US, LLC	Regions Bank	305636477	Store Depository Account	417 20th Street, 8th Floor Birmingham, AL 35203
Movie Gallery US, LLC	Renasant Bank	800141453	Store Depository Account	Post Office Box 270 Pontotoc, MS 38863
Hollywood Entertainment Corp.	Richmond County Savings	562051167	Store Depository Account	1460 Richmond Ave. Staten Island, NY 10314
Movie Gallery US, LLC	River Bank	159476	Store Depository Account	900 Maple Avenue Sparta, WI 54656
Hollywood Entertainment Corp.	Rockland Trust	2922001876	Store Depository Account	470 Liberty Street Hanson, MA 2341
Movie Gallery US, LLC	Rosemount National Bank	1007378	Store Depository Account	15055 Chippendale Ave. South Rosemount, MN 55068
Movie Gallery Canada, Inc.	Royal Bank of Canada	1233378	Store Depository Account	Unit 100, 5760 Teredo St Sechelt, BC V0N 3A0

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	S & C Bank	110714840	Store Depository Account	355 South Knowles Avenue New Richmond, WI 54017
Movie Gallery US, LLC	S&T Bank	3001060304	Store Depository Account	800 Philadelphia Street Indiana, PA 15701
Movie Gallery US, LLC	Sabine State Bank & Trust Co	511001280	Store Depository Account	1527 N Pine Street Deridder, LA 70634
Movie Gallery US, LLC	Salim Bank & Trust	10015959	Store Depository Account	7116 E. Main St Gas City, IN 46933
Movie Gallery US, LLC	Sanford Institution for Savings	8050007901	Store Depository Account	900 Main Street Sanford, ME 4073
Movie Gallery Canada, Inc.	Saskatoon Credit Union	7325301	Store Depository Account	P.O. Box 370 Warman, Saskatchewan S0K 4S0
Movie Gallery US, LLC	Seacoast National Bank	232157	Store Depository Account	P.O. Box 220 Labelle, FL 33975
Movie Gallery US, LLC	Security Bank	122150	Store Depository Account	P.O. Box 1269 Gray, GA 31032
Movie Gallery US, LLC	Security Bank of Amory/Community Bank	127787	Store Depository Account	129 North Main Street Amory, MS 38821
Movie Gallery US, LLC	Security State Bank	324046	Store Depository Account	231 First Street East Independence, IA 50644
Movie Gallery US, LLC	Security State Bank	369128	Store Depository Account	115 West 3rd Pecos, TX 79772
Hollywood Entertainment Corp.	Sky Bank	4600732278	Store Depository Account	P.O. Box 40 East Liverpool, OH 43920-9986
Movie Gallery US, LLC	Sky Bank	4603293089	Store Depository Account	310 S Main Street Byan, OH 43506
Hollywood Entertainment Corp.	Skylands Comm Bank	206000154	Store Depository Account	90-80 Rte 206 Stanhope, NJ 07874
Movie Gallery US, LLC	Southeastern Bank	606103731	Store Depository Account	P.O. Box 99 Kingsland, GA 31548
Hollywood Entertainment Corp.	Sovereign Bank	3391726733	Store Depository Account	75 State Street Boston, MA 02109
Hollywood Entertainment Corp.	Sovereign Bank	71100001172	Store Depository Account	2 Morrissey Blvd. Dorchester, MA 02125
Movie Gallery US, LLC	Sovereign Bank	7391023329	Store Depository Account	33 West Third Street Williamsport, PA 17701
Movie Gallery US, LLC	Sovereign Bank	73600001991	Store Depository Account	18 Main Street Townsend, MA 01469
Movie Gallery US, LLC	Spirit Bank	1051317	Store Depository Account	601 North Main Bristow, OK 74010
Movie Gallery US, LLC	Stueben Trust Company	1342765	Store Depository Account	475 N. Highland Avenue Wellsville, NY 14895-0664
Movie Gallery US, LLC	SunMark Community Bank	111997	Store Depository Account	347 Commerce Street Hawkinsville, GA 31036

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	SunTrust Bank	1000011066825	Store Depository Account	1104 U.S. Hwy 331 South P.O. Box 1450 DeFuniak Springs, FL 32435
Hollywood Entertainment Corp.	SunTrust Bank	706090934	Store Depository Account	2122 General Hwy. Annapolis, MD 21401
Movie Gallery US, LLC	Tatnell Bank	24653	Store Depository Account	104 N. Main Street Reidsville, GA 30453-0188
Movie Gallery US, LLC	Taylor Banking Co.	835379401	Store Depository Account	24 North Main Berlin, MD 21811-0005
Movie Gallery US, LLC	TCF Bank	9869324168	Store Depository Account	800 Burr Ridge Parkway Burr Ridge, IL 60527
Hollywood Entertainment Corp.	TCF National Bank, Illinois	1862514480	Store Depository Account	800 Burr Ridge Pkwy. Burr Ridge, IL 60527
Movie Gallery Canada, Inc.	TD Bank (Canada Trust)	9900982882	Store Depository Account	700 West Georgia Street 2nd Floor, Vancouver, BC V7Y 1A2
Movie Gallery US, LLC	TD BankNorth	5240890683	Store Depository Account	13 York Street Swanton, VT 5488
Movie Gallery US, LLC	Texas Gulf Bank	1000711564	Store Depository Account	Angleton Banking Center 1717 North Velasco St. Angleton, TX 77515
Movie Gallery US, LLC	Texas State Bank	51168340	Store Depository Account	P. O. Box 4797 McCallen, TX 78502-4797
Movie Gallery US, LLC	The National Bank	1109156	Store Depository Account	229 Main Street Savanna, IL 61074
Movie Gallery US, LLC	The State Bank NEW	209122	Store Depository Account	401 Clinton Street Defiance, OH 43512
Movie Gallery US, LLC	The State Bank/Peoples Bank	700413836	Store Depository Account	P.O. Box 728 Nixa, MO 65714
Movie Gallery US, LLC	Timberwood Bank	1000000114	Store Depository Account	102 E. Veterans Street Tomah, WI 54660
Movie Gallery US, LLC	Tompkins County Trust	1101205511	Store Depository Account	P.O. Box 460 Ithaca, NY 14857
Movie Gallery US, LLC	Traders & Farmers Bank	102052326	Store Depository Account	Haleyville Office Haleyville, AL 35565-0550
Movie Gallery US, LLC	Trust Bank	17758071	Store Depository Account	600 E. Main Street Olney, IL 62450
Movie Gallery US, LLC	TrustMark National Bank	3000009282	Store Depository Account	10497 Town & Country Way Suite 380 Houston, TX 77024-1181
Movie Gallery US, LLC	UMB Bank	9871698300	Store Depository Account	400 North Broadway Abilene, KS 67410
Hollywood Entertainment Corp.	UMB Bank, Colorado	6970642620	Store Depository Account	P.O. Box 22314 Denver, CO 80222
Movie Gallery US, LLC	Union Bank	3000000495271	Store Depository Account	202 Indian Springs Dr. Sandwich, IL 60548

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	Union Bank	164366	Store Depository Account	1001 Manvel Ave. Chandler, OK 74834
Movie Gallery US, LLC	Union Bank & Trust	29793	Store Depository Account	Main Office Monticello, AR 71657-0270
Movie Gallery US, LLC	Union Bank and Trust	191234801	Store Depository Account	P.O. Box 446 Bowling Green, VA 22427
Movie Gallery US, LLC	Union Colony Bank	815005152	Store Depository Account	1701 23rd Ave, Greeley CO 80634
Movie Gallery US, LLC	United Bank	705214	Store Depository Account	235 Griffin Street Zebulon, GA 30295
Movie Gallery US, LLC	United Bank	232197401	Store Depository Account	705 Sidney Manning Blvd. Flomaton, AL 36441-630
Movie Gallery US, LLC	United Bank and Trust	8026335	Store Depository Account	P. O. Box 248 Tecumseh, MI 49286
Movie Gallery US, LLC	United Bank of Michigan	10463453	Store Depository Account	1131 W. Superior Street Wayland, MI 49348
Movie Gallery US, LLC	United Community Bank	2020132573	Store Depository Account	P.O. Box 405 Adairsville, GA 30103
Movie Gallery US, LLC	UNITED COMMUNITY BANK	2020132573	Store Depository Account	P.O. Box 405 Adairsville, GA 30103
Hollywood Entertainment Corp.	US Bank	153910004693	Store Depository Account	555 S.W. Oak Suite 400, Portland, OR 97204
Hollywood Entertainment Corp.	US Bank	173100524557	Store Depository Account	P.O. Box 4412 Portland, OR 97208-4412
Movie Gallery US, LLC	US Bank	153910003604	Store Depository Account	Post Office Box 1800 St. Paul, MN 55101-0800
Movie Gallery US, LLC	Valley State Bank	1103092001	Store Depository Account	P.O. Box 1108 Lamar, CO 81052-1108
Movie Gallery US, LLC	Village Bank	1010382	Store Depository Account	3350 Bridge Street NW, St. Francis, MN 55070
Hollywood Entertainment Corp.	Wachovia Bank	2090002205280	Store Depository Account	401 S Tyron St 10th Floor, Charlotte, NC 28288
Hollywood Entertainment Corp.	Wachovia Bank	2079900546570	A/P - HEC	401 S Tyron St 10th Floor, Charlotte, NC 28288
Hollywood Entertainment Corp.	Wachovia Bank	2000032624083	Property Tax	401 S Tyron St 10th Floor, Charlotte, NC 28288
Hollywood Entertainment Corp.	Wachovia Bank	2000032599383	Concentration Account	401 S Tyron St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2079900525135	A/P - MG	401 S Tyron St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2000721377638	Admin. Acct	401 S Tyron St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2000682391326	Concentration Account	401 S Tyron St 10th Floor, Charlotte, NC 28288

Exhibit 1

Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	Wachovia Bank	2000681467439	Credit Card Settlement	401 S Tyrone St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2004000983400	Credit Card Settlement	401 S Tyrone St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2000721378844	Money Market	401 S Tyrone St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2000019348942	Payroll, MG	401 S Tyrone St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2000032601653	Property Tax	401 S Tyrone St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2000688068970	Sales Tax & Bus Licenses - MG	401 S Tyrone St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2000709717964	Store Depository Account	401 S Tyrone St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2000463048296	Store Depository Account	401 S Tyrone St 10th Floor, Charlotte, NC 28288
M.G.A. Realty I, LLC	Wachovia Bank	2000688068200	MGA Realty I, LLC	401 S Tyrone St 10th Floor, Charlotte, NC 28288
M.G. Digital, LLC	Wachovia Bank	2000035308487	MG Digital / Bank Card	401 S Tyrone St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2000036932823	Dothan DC Holding	401 S Tyrone St 10 Floor, Charlotte, NC 28288
Hollywood Entertainment Corp.	Wachovia Bank	2000040995445	Holding Account	401 S Tyrone St 10 Floor, Charlotte, NC 28288
M.G. Digital, LLC	Wachovia Bank	2000036883846	MG Digital / AP	401 S Tyrone St 10th Floor, Charlotte, NC 28288
Movie Gallery US, LLC	Wachovia Bank	2000032624193	Video Library Rack	401 S Tyrone St, 10th Floor Charlotte, NC 28288
M.G.A. Realty I, LLC	Wachovia Bank	200688068200	M.G.A. Realty I Account	401 S Tyrone St, 10th Floor Charlotte, NC 28288
Movie Gallery US, LLC	Wakulla Bank	310798401131	Store Depository Account	P.O. Box 610 Crawfordville, FL 32326
Hollywood Entertainment Corp.	Wells Fargo Bank	9440101371	Store Depository Account	1300 S.W. 5th Ave. Portland, OR 97201
Hollywood Entertainment Corp.	Wells Fargo Bank	600017594	Store Depository Account	1300 S.W. 5th Ave. Portland, OR 97201
Hollywood Entertainment Corp.	Wells Fargo Bank	4375674967	Store Depository Account	1300 S.W. 5th Ave. Portland, OR 97201
Movie Gallery US, LLC	Wells Fargo Bank	5577190183	Store Depository Account	Totem Lake Portland OR 97228-6995
Movie Gallery US, LLC	West Bend Savings	1610090811	Store Depository Account	110 S. Western Avenue Juneau, WI 53039
Movie Gallery US, LLC	Western Security Bank	7171022757	Store Depository Account	2845 Old Hardin Road Billings, MT 59101

Exhibit 1

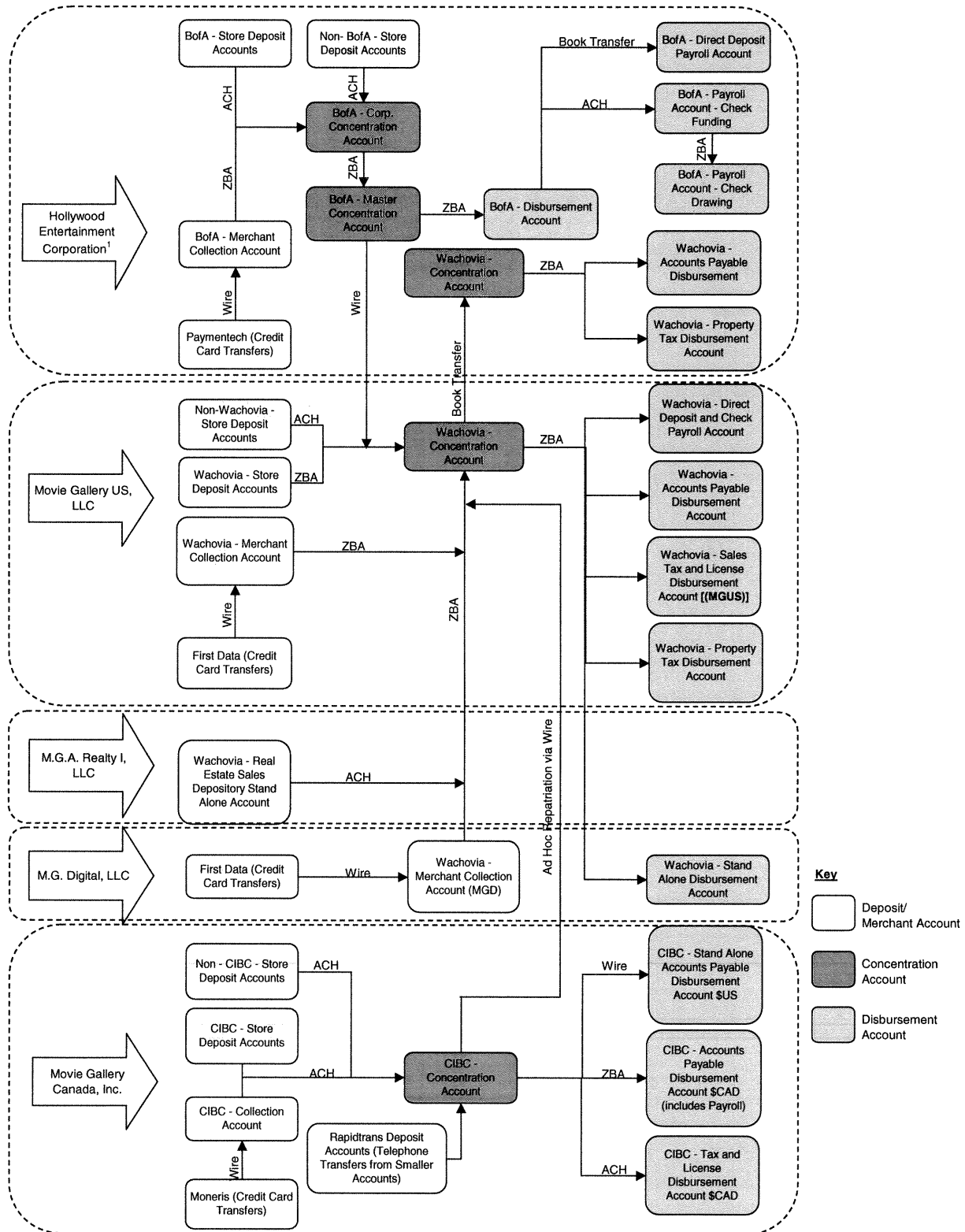
Legal Entity Name	BANK NAME	BANK ACCT	TYPE	ADDRESS
Movie Gallery US, LLC	Williamsburg First National Bank	620019588	Store Depository Account	P. O. Box 1066 Kingstree, SC 29556
Movie Gallery US, LLC	Wilmington Trust	28899297	Store Depository Account	P. O. Box 8894 Wilmington, DE 19899-8894
Movie Gallery US, LLC	Wood County National	13094	Store Depository Account	417 S. Main Street Quitman, TX 75783-2553
Movie Gallery US, LLC	Woodsville Guaranty Bank	26301892	Store Depository Account	63 Central Street Woodsville, NH 03785
Movie Gallery US, LLC	Yellowstone Bank	4062884	Store Depository Account	Post Office Box 7 Laurel, MT 59044
Hollywood Entertainment Corp.	Zions Bank	2233153	Store Depository Account	One South Main St. Salt Lake City, UT 84111-9963
Movie Gallery US, LLC	Zions Bank	129001665	Store Depository Account	P.O. Box 30709 Salt Lake City, UT 84130-0709

EXHIBIT B

[Flowchart]

Cash Receipts Flow Chart

Cash Disbursements Flow Chart



¹ MG Automation LLC, a Subsidiary of Hollywood Entertainment Corporation, does not maintain any standalone bank accounts.