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10/28/96

Property of Cook County Clerk's Office

MEMORANDUM OF LEASE

96676489

JOSEPH BERKE as Trustee for Trust dated July 16, 1996
and known as Trust No. 96-1163-67 (the "Landlord")
and

HOLLYWOOD ENTERTAINMENT CORPORATION, an Oregon corporation
(the "Tenant")

This Document was prepared by and should be delivered to:

Martin Becker, Esq.
Becker & Gurian
513 Central Avenue
Highland Park, IL 60035



96676489

COOK COUNTY
RECORDER
JESSE WHITE
SKOKIE OFFICE

96676489
10/28/96

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Prepared by and
Return to:
Martin I. Becker
Becker & Gurian
513 Central Avenue
Highland Park, IL 60035

96676489

MEMORANDUM

THIS MEMORANDUM OF LEASE is dated August 16, 1996, and is executed by the Landlord, Joseph Berke, as Trustee under Trust Agreement dated July 16, 1996, and known as Trust No. 96-1163-67 and Tenant, Hollywood Entertainment Corporation, an Oregon corporation.

AGREEMENT

1. This Memorandum merely gives public notice of the existence of a written lease between said Landlord and Tenant and involving a demised premise located within the property having a common street address of 1163-67 North State Street, Chicago, Illinois, the legal description of the property being described on Exhibit A hereto and made a part hereof by reference. The Lease itself shall control over any inconsistent description of its terms described in this Memorandum and it is not the intent of the parties to this Memorandum to limit or restrict the Lease by the descriptions contained herein.

2. The demised Premises' common street address is 1167 North State Street, Chicago, Illinois, and consists of a portion of the first floor space having 4,965 square feet of floor area, referred to in the Lease as "Rentable Square Feet of Floor Area."

3. The term of the Lease is to commence on the date of delivery of exclusive possession of the Premises and shall continue for a period of ten (10) years from the tenth (10th) anniversary of the Minimum Rent Commencement Date (as that term is defined in the Lease). The Lease provides for two (2) five (5) year options.

4. The Lease provides, subject to the terms and conditions of the Lease and subject to Tenant's not being in default, to the exclusive right to sell, rent, and/or distribute pre-recorded audio and/or video products, including, without limitation, video cassette tapes and discs, entertainment software, and video merchandise, including the sale and/or rental of any substitutes for, or items which are a technological evolution of, any of the items which Tenant is permitted to sell and/or rent under its permitted use clause. This provision shall not limit or restrict any tenant, existing or future, from selling blank or unrecorded video cassettes, or selling instructional or promotional video cassettes, nor shall it limit or restrict any sales of other promotional audio and video products by a McDonald's restaurant, notwithstanding anything contained therein, provided that any such sales by a McDonald's restaurant shall be in conjunction with food promotions, and no such products sold by a McDonald's restaurant shall be displayed for sale from racks (or equivalent fixtures) accessible to customers.

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EXHIBIT A

LOT 3 IN THE ASSESSOR'S DIVISION OF LOT 6 IN GOTTFRIED KNAUSS SUBDIVISION OF THE NORTH 1/2 OF BLOCK 1 AND THE WEST 100 FEET OF THE SOUTH 1/2 OF SAID BLOCK 1 IN THE SUBDIVISION BY THE COMMISSIONERS OF THE ILLINOIS AND MICHIGAN CANAL OF THE SOUTH FRACTIONAL 1/4 OF SECTION 3, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

As of May 16, 1996, the above description comprises the land (and improvements) in the following tax parcels:

17-03-200-074

17-03-200-075

17-03-200-076

1167 North State Street, Chicago, Illinois

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5. The Lease further provides that the Tenant shall cause no mechanics lien to be recorded against the property legally described in Exhibit A hereto.

IN WITNESS WHEREOF, the parties have set their hand and signatures on the date stated above to these presents.

LANDLORD:

JOSEPH BERKE, as Trustee for Trust dated July 16, 1996, and known as Trust No. 96-1163-67

By: Joseph Berke as trustee TR #96-1163-67
Its: TRUSTEE and not Individually

TENANT:

HOLLYWOOD ENTERTAINMENT CORPORATION, an Oregon corporation

By: Donald J. Emanuel
Its: Vice President

[ALL SIGNATURES REQUIRED HEREON MUST BE NOTARIZED]

LANDLORD ACKNOWLEDGMENT

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY THAT Joseph Berke as Trustee under Trust Agreement dated July 16, 1996 and known as Trust No. 96-1163-67, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Trustee appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, and authority and direction of the beneficiary of said Trust, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 16th day of August 1996.

Steven R. Dobrofsky
Notary Public



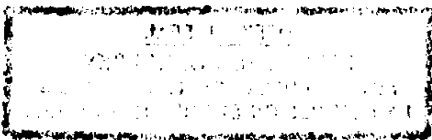
CORPORATE NOTARY

STATE OF Oregon)
) ss.
COUNTY OF Washington)

I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY, that Donald J. Emanuel personally known to me to be the Vice President of Hollywood Entertainment Corporation and Donald J. Emanuel personally known to me to be the Vice President of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President and General Counsel

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_____, they signed and delivered the said instrument pursuant to authority given by the Board of _____
Directors of said corporation, as their free and voluntary act, and as the free and voluntary act and
deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 16th day of August, 1976



Denise Snow Howland
Notary Public

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COOK COUNTY CLERK'S OFFICE
100 N. LAUREL ST. CHICAGO, IL 60602
TEL: 312.603.4000 FAX: 312.603.4001
WWW.COOKCOUNTYCLERK.COM

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