

PREPARED BY: Patricia K. Thorne  
WHEN RECORDED MAIL TO:

HOLLYWOOD ENTERTAINMENT  
CORPORATION  
Attn: Lease Administration  
25600 SW Parkway Center Dr.  
Wilsonville, OR 97070



SPACE ABOVE THIS LINE FOR RECORDER'S USE

MEMORANDUM OF LEASE

This is a Memorandum of Lease by and between JBGIV LIMITED PARTNERSHIP, an Illinois limited partnership ("Landlord"), and HOLLYWOOD ENTERTAINMENT CORPORATION, an Oregon corporation ("Tenant") upon the following terms:

1. Date of Lease: October 4, 1996
2. Description of Premises: 9310 S.W. 159th, Orland Park, Illinois, within the Shopping Center commonly known as Second Century Plaza, more particularly described on Exhibit A.
3. Lease Commencement Date: October 4, 1996
4. Term: Fifteen (15) Years
5. Renewal Option(s): Three (3) Five (5) Year Option Periods
6. Exclusive: The Lease contains the following provision: Landlord covenants and agrees that during the term of the Lease, including any Option Periods, Tenant, so long as Tenant is not in default under any significant term or condition of this Lease and so long as Tenant is open and operating in the Premises, shall have the exclusive right in Landlord's Parcel and Landlord's Other Parcel to sell, rent and/or distribute pre-recorded video cassettes, video tapes, and video disks, and video merchandise, including the sale and/or rental of any substitutes for, or items which are a technological evolution of, any of the foregoing items. Nothing contained herein shall limit or restrict any tenant, existing or future, from selling blank or unrecorded video cassettes or selling instructional and promotional video cassettes. Notwithstanding the foregoing, tenants located in Landlord's Other Parcel shall be allowed the incidental sale or rental of the restricted items in an area not to exceed ten percent (10%) of such tenant's floor area.

The purpose of this Memorandum of Lease is to give record notice of the lease and of the rights created thereby, all of which are hereby confirmed.

IN WITNESS WHEREOF the parties have executed this Memorandum of Lease as of the dates set forth in their respective acknowledgments.

013846/Orland Park

SY  
P3  
N-  
MY

LANDLORD:  
JBGIV Limited Partnership,  
an Illinois limited partnership

TENANT:  
Hollywood Entertainment Corporation,  
an Oregon corporation

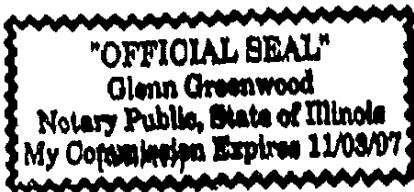
By: [Signature]  
Name: Scott M. Wendell  
Title: President General Partner Corp.

By: [Signature]  
Name: Donald J. Ekman  
Title: Sr. Vice President and General Counsel

STATE OF ILLINOIS)  
COUNTY OF Cook)

)SS

On July 24, 1997, before me, Glenn Greenwood, a Notary Public in and for said State, personally appeared Scott M. Wendell, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/pre subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/hor/their signature(s) on the instrument the person(s); or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

[Signature]

STATE OF OREGON )  
COUNTY OF WASHINGTON )

)SS

On Sept 30, 1997, before me, Heather M. Hartley, a Notary Public in and for said County and State, personally appeared Donald J. Ekman, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal.

[Signature]

[SEAL]

UNOFFICIAL COPY

Property of Cook County Clerk's Office

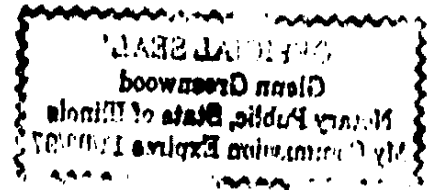


EXHIBIT A

LEGAL DESCRIPTION OF LANDLORD'S PARCEL

LOT 1, EXCEPT THAT PART THEREOF DEDICATED FOR PUBLIC STREET PER DOC. NO. 95071097 IN KNOCHE-REDFEARN SUBDIVISION, BEING A SUBDIVISION OF PART OF THE EAST 1/2 OF THE SOUTHWEST 1/4 OF SECTION 15, TOWNSHIP 36 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 30, 1982 AS DOCUMENT NUMBER 26367123, IN COOK COUNTY, ILLINOIS.

27-15-301-003-0000  
S BA BAK PCL UNIT

Property of Cook County Clerk's Office

THIS PROPERTY INDEX NUMBER IS SUBJECT TO THE COOK COUNTY CLERK'S DE-  
CLERK'S OFFICE. THE PROPERTY INDEX NUMBER IS SUBJECT TO THE COOK COUNTY CLERK'S OFFICE.  
OR REVISIONS TO THE PROPERTY INDEX NUMBER. THE PROPERTY INDEX NUMBER IS SUBJECT TO THE COOK COUNTY CLERK'S OFFICE.  
CUSTOMER ASSUMES ALL RESPONSIBILITY FOR THE CORRECTNESS OF THIS  
PROPERTY INDEX NUMBER.