



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the
General Counsel

RECEIVED
MAR 09 2005
NANCY MAYER-WHITTINGTON, CLERK
U.S. DISTRICT COURT

March 9, 2005

BY HAND DELIVERY

The Honorable Judge Ellen Segal Huvelle
United States District Court for the District of Columbia
33 Constitution Avenue N.W.
Washington D.C. 20001

RE: Federal Trade Commission v. Blockbuster Inc., Civil Number 1:05CV00463

Dear Judge Huvelle:

The Federal Trade Commission and Blockbuster Inc. have conferred in an effort to resolve this matter to avoid litigation and further imposition on the Court. We are pleased to report that we have resolved our differences and have agreed to extend the waiting period as reflected in the enclosed proposed form of order. Of course, neither the FTC nor Blockbuster concedes any of its positions on these issues in submitting this order.

We appreciate your consideration to this matter.

Very truly yours,

Handwritten signature of David C. Shonka in black ink.

David C. Shonka
Assistant General Counsel
Federal Trade Commission

(202) 326-2436

Handwritten signature of Wayne Dale Collins in black ink, with "WSD" written at the end.

Wayne Dale Collins
Shearman & Sterling LLP
Counsel to Blockbuster Inc.

(212) 848-8010

UNITED STATES DISTRICT COURT
DISTRICT OF COLUMBIA

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

BLOCKBUSTER, INC.,

Defendant.

Civil Action No.: 1:05 CV 00463 (ESH)

**AGREED ORDER REGARDING EXTENSION OF HART-SCOTT-RODINO
WAITING PERIOD**

On consideration of the filings in this matter, including the parties' joint letter submission of March 9, 2005, regarding an extension of the Hart-Scott-Rodino Act waiting period, the Court **ORDERS** as follows:

That defendant Blockbuster, its officers, agents, servants, and employees will not acquire by any means, on behalf of defendant or any subsidiary thereof, any assets, voting securities or other interests in the Hollywood Entertainment Corporation or any subsidiary, predecessor, or successor thereof before 11:59 p.m. EST on March 21, 2005.

Entered this ____ day of March, 2005

Judge Ellen Segal Huvelle
United States District Judge

Copies to:

David Shonka
Wayne Dale Collins