

PARAMOUNT ORDERING ADDENDUM

THIS AMENDMENT is made by and between Rentrak Corporation (“Rentrak”) and _____ (“Retailer”).

(Print Name of Business/Corporation)

A. Retailer currently participates in Rentrak’s proprietary pay-per-transaction (“PPT®”) system (the “PPT® System”) pursuant to, and is legally bound by, all terms and conditions of that certain Rentrak Agreement, Rentrak National Account Agreement or Rentrak Chain or Multiple Store Account Agreement signed by Retailer, as the case may be, as modified and supplemented by any amendments and/or addenda thereto (collectively, the “Current PPT® Agreement”); and

B. Retailer has the option to order titles from Rentrak that are made available from Paramount on a Revenue Sharing basis. Retailer is not required to order Paramount titles from Rentrak and Rentrak is not required to make such titles available to Retailer or accept Retailers order of the same. If Retailer decides to order a Paramount title and Rentrak accepts that order then Retailer agrees to the following:

Guarantee. For each Paramount title Retailer shall guarantee a combination of Revenue Sharing Transaction Fee payments and Sell-Through Fee payments equal to an average of \$9.00 per Cassette on titles with a box office of \$5,000,000 or more (referred herein as the “Guarantee”). Order Processing Fees, Buy-Out Fees or other payments do not apply towards the Guarantee. If Retailer fails to meet the Guarantee, such shortfall will be billed once the title has reached the end of its Lease Term.

This Addendum shall become effective and legally binding for all Paramount titles with a Street Date on or after September 20, 2005 (the “Effective Date”). Except as expressly amended by this Addendum, all terms and conditions of the Current PPT® Agreement shall remain in and be given full force and effect with respect to all Cassettes that Retailer leases from Rentrak and Retailer hereby ratifies and confirms all such terms.

IN WITNESS WHEREOF, Retailer and Rentrak have caused this Addendum to be executed as of the day and year first written above.

RENTRAK:

RETAILER:

RENTRAK CORPORATION

(Print Name of Business/Corporation)

By: _____

By/Signature: _____

Title: _____

Print Name: _____

Print Title: _____

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Rentrak Account No.(s): _____