

EXHIBIT INDEX

We are incorporating certain exhibits listed below by reference from other Blockbuster filings with the Securities and Exchange Commission, which we have identified in parentheses after each applicable exhibit.

Charter Documents

- 3.1 Second Amended and Restated Certificate of Incorporation of Blockbuster Inc. (*see Current Report on Form 8-K (001-15153), filed on October 8, 2004*).
- 3.2 Certificate of Amendment of Second Amended and Restated Certificate of Incorporation of Blockbuster Inc. (*see current Report on Form 8-K (001-15153), filed on May 10, 2007*).
- 3.3 Amended and Restated Bylaws of Blockbuster Inc. (*see Current Report on Form 8-K (001-15153), filed on October 8, 2004*).
- 3.4 Amendment to Amended and Restated Bylaws of Blockbuster Inc. (*see Current Report on Form 8-K (001-15153), filed on May 10, 2007*).

Instruments Defining Rights of Security Holders

- 4.1 Specimen Class A Common Stock Certificate of Blockbuster Inc. (*see Quarterly Report on Form 10-Q for the period ended September 30, 1999 (001-15153), filed on November 15, 1999*).
- 4.2 Specimen Class B Common Stock Certificate of Blockbuster Inc. (*see Quarterly Report on Form 10-Q for the period ended June 30, 2004 (001-15153), filed on August 9, 2004*).
- 4.3 Indenture, dated August 20, 2004, among Blockbuster Inc., the subsidiary guarantors named on the signature pages thereto and The Bank of New York Trust Company, N.A., as trustee, with respect to the 9% Senior Subordinated Notes due 2012 (*see Amendment No. 2 to Registration Statement on Form S-4 (333-116617), as amended, filed on August 24, 2004*).
- 4.4 First Supplemental Indenture, dated December 22, 2004, among Blockbuster Inc., the subsidiary guarantors named on the signature pages thereto and The Bank of New York Trust Company, N.A., as trustee, with respect to the 9% Senior Subordinated Notes due 2012 (*see Registration Statement on Form S-4 (333-122485), filed on February 2, 2005*).
- 4.5 Certificate of Designations for Blockbuster Inc.'s 7 1/2% Series A Cumulative Convertible Perpetual Preferred Stock (*see Current Report on Form 8-K (001-15153), filed on November 15, 2005*).
- 4.6 Indenture, dated as of October 1, 2009, by and among Blockbuster, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee. (*see Current Report on Form 8-K (001-15153), filed on October 5, 2009*).
- 4.7 Form of 11.75% Senior Secured Note due 2014 (*see Current Report on Form 8-K (001-15153), filed on October 5, 2009*).
- 4.8 Collateral Agreement, dated as of October 1, 2009, by and among Blockbuster, Inc., the subsidiaries of Blockbuster, Inc. named therein and U.S. Bank National Association, as collateral agent (*see Current Report on Form 8-K (001-15153), filed on October 5, 2009*).

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- 4.9 Second Supplemental Indenture, dated August 9, 2007, among Blockbuster Inc., the subsidiary guarantors named on the signature pages thereto and The Bank of New York Trust Company, N.A., as trustee, with respect to the 9% Senior Subordinated Notes due 2012 (see *Quarterly Report on Form 10-Q for the period ended October 4, 2009 (001-15153)*, filed on November 13, 2009).
- 4.10 Third Supplemental Indenture, dated August 23, 2009, as amended and restated on October 30, 2009, among Blockbuster Inc., the subsidiary guarantors named on the signature pages thereto and The Bank of New York Trust Company, N.A., as trustee, with respect to the 9% Senior Subordinated Notes due 2012 (see *Quarterly Report on Form 10-Q for the period ended October 4, 2009 (001-15153)*, filed on November 13, 2009).
- 4.11 Plan Support Agreement dated as of September 23, 2010, by and among (i) Blockbuster Inc., on behalf of itself and each of its United States domestic subsidiaries that are guarantors to the Indenture for the 11.75% Senior Secured Notes due 2014 issued by BBI dated as of October 1, 2009 among Blockbuster Inc., as Issuer, the Subsidiary Guarantors party thereto, and U.S. Bank, National Association as trustee; and (ii) certain beneficial owners of the Senior Secured Notes (or advisor, nominee or investment manager for beneficial owner(s)). (see *Current Report on Form 8-K (001-15153)*, filed on September 24, 2010).
- 4.12 Senior Secured, Super-Priority Debtor-in-Possession Revolving Credit Agreement dated as of September 23, 2010 between Blockbuster Inc. with the Company's subsidiaries signatory thereto, the lenders signatory thereto, and Wilmington Trust FSB, as agent. (See *Current Report on Form 8-K (001-15153)*, filed on September 28, 2010).
- 4.13 First Amendment to Senior Secured, Super-Priority Debtor-in-Possession Revolving Credit Agreement dated as of September 23, 2010 between Blockbuster Inc. with the Company's subsidiaries signatory thereto, the lenders signatory thereto, and Wilmington Trust FSB, as agent. (See *Current Report on Form 8-K (001-15153)*, filed on November 30, 2010).
- 4.14 First Amendment to Plan Support Agreement dated as of September 23, 2010, by and among (i) Blockbuster Inc., on behalf of itself and each of its United States domestic subsidiaries that are guarantors to the Indenture for the 11.75% Senior Secured Notes due 2014 issued by BBI dated as of October 1, 2009 among Blockbuster Inc., as Issuer, the Subsidiary Guarantors party thereto, and U.S. Bank, National Association as trustee; and (ii) certain beneficial owners of the Senior Secured Notes (or advisor, nominee or investment manager for beneficial owner(s)). (see *Current Report on Form 8-K (001-15153)*, filed on December 10, 2010).
- 4.15 Second Amendment to Senior Secured, Super-Priority Debtor-in-Possession Revolving Credit Agreement dated as of September 23, 2010 between Blockbuster Inc. with the Company's subsidiaries signatory thereto, the lenders signatory thereto, and Wilmington Trust FSB, as agent. (See *Current Report on Form 8-K (001-15153)*, filed on January 1, 2011).
- 4.16 Asset Purchase and Sale Agreement dated February 21, 2011 between Blockbuster Inc. as Seller and Cobalt Video Holdco LLC as Purchaser. (See *Current Report on Form 8-K (001-15153)*, filed on February 25, 2011).
- 4.17 Notice of Event of Default and Termination Letter for Senior Secured, Super-Priority Debtor-in-Possession Revolving Credit Agreement and Carve-Out Trigger Notice. (See *Current Report on Form 8-K (001-15153)*, filed on March 3, 2011).
- 4.18 Asset Purchase and Sale Agreement dated April 6, 2011 between Blockbuster Inc. as Seller and DISH Network Corporation as Purchaser. (See *Current Report on Form 8-K (001-15153)*, filed on April 12, 2011).

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Viacom Agreements

- 10.1(a) Amended and Restated Initial Public Offering and Split-Off Agreement among Blockbuster Inc., Viacom International Inc. and Viacom Inc. dated June 18, 2004 (see *Registration Statement on Form S-4 (333-116617)*, filed on June 18, 2004).
- 10.1(b) Amended and Restated Release and Indemnification Agreement between Blockbuster Inc. and Viacom Inc. dated June 18, 2004 (see *Registration Statement on Form S-4 (333-116617)*, filed on June 18, 2004).
- 10.1(c) Letter Agreement, dated as of August 26, 2004, to the Amended and Restated Release and Indemnification Agreement (see *Amendment No. 3 to the Registration Statement on Form S-4 (333-116617)*, filed on September 8, 2004).
- 10.1(d) Amended and Restated Transition Services Agreement between Blockbuster Inc. and Viacom Inc. dated June 18, 2004 (see *Registration Statement on Form S-4 (333-116617)*, filed on June 18, 2004).
- 10.1(e) Amended and Restated Registration Rights Agreement between Blockbuster Inc. and Viacom Inc. dated June 18, 2004 (see *Registration Statement on Form S-4 (333-116617)*, filed on June 18, 2004).
- 10.1(f) Agreement between and among Viacom Inc., Paramount Home Entertainment, Inc., Sumner Redstone and Blockbuster Inc. dated June 18, 2004 (see *Quarterly Report on Form 10-Q for the period ended September 30, 2005 (001-15153)*, filed on November 8, 2005).
- 10.1(g) Amended and Restated Tax Matters Agreement between Blockbuster Inc. and Viacom Inc. dated June 18, 2004 (see *Registration Statement on Form S-4 (333-116617)*, filed on June 18, 2004).
- 10.1(h) Letter Agreement, dated as of October 24, 2008, to the Amended and Restated Initial Public Offering and Split-Off Agreement; the Amended and Restated Release and Indemnification Agreement; the Amended and Restated Registration Rights Agreement; the Amended and Restated Transition Services Agreement; the Amended and Restated Tax Matters Agreement; the Insurance Agreement; and the Agreement between and among Viacom Inc., Paramount Home Entertainment, Inc., Sumner Redstone and Blockbuster Inc. (see *Current Report on Form 8-K (001-15153)*, filed on October 10, 2008).
- 10.1(i) Amendment No. 1 to the Amended and Restated Initial Public Offering and Split-Off Agreement between Blockbuster Inc. and Viacom Inc. dated October 24, 2008 (see *Current Report on Form 8-K (001-15153)*, filed on October 10, 2008).
- 10.1(j) Amendment No. 2 to the Amended and Restated Initial Public Offering and Split-off Agreement (see *Current Report on Form 8-K (001-15153)*, filed on September 2, 2009).
- 10.1(k) Notice to Citigroup of cancellation of Letter of Credit pursuant to the Amended and Restated Initial Public Offering and Split-Off Agreement between Blockbuster Inc. and Viacom Inc., dated as of January 5, 2010 (see *Current Report on Form 8-K (001-15153)*, filed on January 14, 2010).
- 10.1(l) Notice to Wachovia of cancellation of Letter of Credit pursuant to the Amended and Restated Initial Public Offering and Split-Off Agreement between Blockbuster Inc. and Viacom Inc., dated as of January 5, 2010 (see *Current Report on Form 8-K (001-15153)*, filed on January 14, 2010).

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- 10.1(m) Notice to JP Morgan Chase Bank, N.A. of cancellation of Letter of Credit pursuant to the Amended and Restated Initial Public Offering and Split-Off Agreement between Blockbuster Inc. and Viacom Inc., dated as of January 5, 2010 (see *Current Report on Form 8-K (001-15153)*, filed on January 14, 2010).

Executive Officer Employment and Separation Agreements

- 10.2(a) Employment Agreement between Blockbuster Inc. and James W. Keyes, effective July 2, 2007 (see *Current Report on Form 8-K (001-15153)*, filed on July 2, 2007) .
- 10.2(b) Employment Agreement between Blockbuster Inc. and Thomas Casey, effective September 12, 2007 (see *Current Report on Form 8-K (001-15153)*, filed on September 12, 2007) .
- 10.2(c) Employment Agreement between Blockbuster Inc. and Eric Peterson, effective October 15, 2007 (see *Annual Report on Form 10-K for the fiscal year ended January 6, 2008 (001-15153)*, filed on March 6, 2008) .
- 10.2(d) Employment Agreement between Blockbuster Inc. and Kevin Lewis, effective January 5, 2009. (see *Annual Report on Form 10-K for the fiscal year ended January 3, 2010 (001-15153)*, filed on March 16, 2010) .
- 10.2(e) Employment Agreement between Blockbuster Inc. and Thomas Kurrikoff, effective September 14, 2004. (see *Annual Report on Form 10-K for the fiscal year ended January 3, 2010 (001-15153)*, filed on March 16, 2010) .
- 10.2(f) Employment Agreement between Blockbuster Inc. and Douglas McHose, effective November 30, 2009. (see *Annual Report on Form 10-K for the fiscal year ended January 3, 2010 (001-15153)*, filed on March 16, 2010) .
- 10.2(g) Employment Agreement between Blockbuster Inc. and Bill Lee, effective May 26, 2009. (see *Annual Report on Form 10-K for the fiscal year ended January 3, 2010 (001-15153)*, filed on March 16, 2010) .
- 10.2(h) Employment Agreement between Blockbuster Inc. and Phillip K. Morrow, effective September 4, 2007. (see *Annual Report on Form 10-K for the fiscal year ended January 3, 2010 (001-15153)*, filed on March 16, 2010) .
- 10.2(i) Amended and Restated Employment Agreement between Blockbuster Inc. and James W. Keyes, effective July 1, 2010 (see *Current Report on Form 8-K (001-15153)*, filed on July 7, 2010).
- 10.2(j) Amended and Restated Employment Agreement between Blockbuster Inc. and Thomas Casey, effective May 17, 2010 (see *Quarterly Report on Form 10-K (001-15153)*, filed on August 13, 2010).
- 10.2(k) Separation Agreement between Blockbuster Inc. and Thomas Casey, effective September 11, 2010 (see *Current Report on Form 8-K (001-15153)*, filed on September 13, 2010).

Management Compensatory Plans and Forms of Award Agreements

- 10.3(a) Blockbuster Inc. Amended and Restated 1999 Long-Term Management Incentive Plan, as amended through October 6, 2004 (see *Quarterly Report on Form 10-Q for the period ended September 30, 2004 (001-15153)*, filed on November 8, 2004) .
- 10.3(b) Blockbuster Inc. 2004 Long-Term Management Incentive Plan, as amended through October 6, 2004 (see *Quarterly Report on Form 10-Q for the period ended September 30, 2004 (001-15153)*, filed on November 8, 2004) .

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- 10.3(c) Form of Performance-Based Restricted Share Award Agreement (September 2005 and February 2006 contingent awards) (see *Current Report on Form 8-K (001-15153)*, filed on September 23, 2005).
- 10.3(d) Form of Performance-Based Restricted Share Unit Award Agreement (September 2005 contingent awards) (see *Current Report on Form 8-K (001-15153)*, filed on September 23, 2005) .
- 10.3(e) Form of Restricted Share Award Agreement (December 20, 2004 award) (see *Current Report on Form 8-K (001-15153)*, filed on December 20, 2004) .
- 10.3(f) Form of Restricted Share Award Agreement (Blockbuster tender offer to exchange outstanding options for restricted shares) (see *Appendix B to Schedule TO (005-56849)*, filed on November 9, 2004) .
- 10.3(g) Form of Restricted Share Unit Award Agreement for Residents of the United Kingdom Not Subject to U.S. Federal Income Taxation (Blockbuster tender offer to exchange outstanding options for restricted shares) (see *Appendix C to Schedule TO (005-56849)*, filed on November 9, 2004) .
- 10.3(h) Form of Non-Qualified Stock Option Agreement pursuant to the Blockbuster Inc. Amended and Restated 1999 Long-Term Management Incentive Plan, as amended through October 6, 2004 (see *Current Report on Form 8-K (001-15153)*, filed May 24, 2007) .
- 10.3(i) Blockbuster Inc. Amended and Restated Senior Executive Short-Term Incentive Plan, as amended and restated through July 20, 2004 (see *Quarterly Report on Form 10-Q for the period ended September 30, 2004 (001-15153)*, filed on November 8, 2004) .
- 10.3(j) Amendment No. 1 to the Blockbuster Inc. Amended and Restated Senior Executive Short-Term Incentive Plan, effective as of March 8, 2005 (see *Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (001-15153)*, filed on March 29, 2005) .
- 10.3(k) Blockbuster Inc. Excess Investment Plan, as amended effective December 10, 2003 (see *Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (001-15153)*, filed on March 15, 2004) .
- 10.3(l) Amendment to the Blockbuster Inc. Excess Investment Plan, dated as of July 20, 2004 (see *Quarterly Report on Form 10-Q for the period ended September 30, 2004 (001-15153)*, filed on November 8, 2004) .
- 10.3(m) Blockbuster Inc. Excess Investment Plan, as amended and restated effective January 1, 2005 (see *Current Report on Form 8-K (001-15153)*, filed on December 16, 2005) .
- 10.3(n) First Amendment to the Blockbuster Inc. Amended and Restated 1999 Long-Term Management Incentive Plan dated August 5, 2008 (see *Quarterly Report on Form 10-Q for the period ended October 5, 2008 (001-15153)*, filed on November 13, 2008) .
- 10.3(o) First Amendment to the Blockbuster Inc. 2004 Long-Term Management Incentive Plan dated August 5, 2008 (see *Quarterly Report on Form 10-Q for the period ended October 5, 2008 (001-15153)*, filed on November 13, 2008) .
- 10.3(p) Second Amendment to the Blockbuster Inc. Amended and Restated Senior Executive Short-Term Incentive Plan dated August 5, 2008 (see *Quarterly Report on Form 10-Q for the period ended October 5, 2008 (001-15153)*, filed on November 13, 2008) .

