

TRADEMARKS ONLY

04-19-1999

31-99

To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party(ies):

Playboy Enterprises, Inc.

101013519

Name of receiving party(ies)

Playboy Enterprises International, Inc.

Internal Address:

Street Address: 680 North Lake Shore Drive

City: Chicago State: IL ZIP: 60611

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date:

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See attached schedule

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: David S. Berlin

Internal Address: Paul, Weiss, Rifkind, Wharton & Garrison

05/18/1999 TSHABAZZ 00000084 74560159

Street Address: 1285 Avenue of the Americas

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 230

7. Total fee (37 CFR 3.41): \$5,765.00

- Enclosed, Authorized to be charged to deposit account

B. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

DAVID S. BERLIN

Name of Person Signing

David S. Berlin

Signature

3/17/99

Date

Total number of pages including cover sheet, attachments, and document: 13

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

United States Trademarks Owned by Playboy Enterprises, Inc.

| Status | Trademark Name: | Owner | Application No. | Filing Date | Registration No. | Reg. Date | Classes |
|------------|----------------------------|---------------------------|-----------------|-------------|------------------|-------------|---------|
| Registered | A PERFECT 10 IN EVERY PACK | PLAYBOY ENTERPRISES, INC. | 74/1560,159 | 10-Aug-1994 | 2,042,238 | 04-Mar-1997 | 16 |
| Registered | AFTER DARK VIDEO | PLAYBOY ENTERPRISES, INC. | 75/256252 | 12-Mar-1997 | 2177599 | 28-Jun-1998 | 35 |
| Registered | AFTER DARK VIDEO | PLAYBOY ENTERPRISES, INC. | 75/182291 | 16-Oct-1996 | 2,107,075 | 21-Oct-1997 | 9 |
| Registered | AFTER HOURS | PLAYBOY ENTERPRISES, INC. | 73/812,320 | 13-Jun-1989 | 1587146 | 13-Mar-1990 | 41 |
| Registered | BUNNY | PLAYBOY ENTERPRISES, INC. | 233,496 | 29-Nov-1965 | 810,555 | 28-Jun-1966 | 42 |
| Registered | BUNNY COSTUME | PLAYBOY ENTERPRISES, INC. | 171,655 | 24-Jun-1963 | 762,884 | 07-Jan-1964 | 42 |
| Registered | CENTERFOLD COLLECTOR CARDS | PLAYBOY ENTERPRISES, INC. | 75/200931 | 20-Nov-1996 | 2114146 | 18-Nov-1999 | 16 |
| Registered | EROS COLLECTION | PLAYBOY ENTERPRISES, INC. | 75/118354 | 13-Jun-1996 | 2204763 | 24-Nov-1999 | 41 |
| Registered | EROS COLLECTION | PLAYBOY ENTERPRISES, INC. | 75/135074 | 16-Jun-1996 | 2177319 | 28-Jun-1998 | 09 |
| Registered | FAST SERVE | PLAYBOY ENTERPRISES, INC. | 74/488,001 | 08-Feb-1994 | 1,692,459 | 02-May-1999 | 42 |
| Registered | FEMIN (DESIGN) | PLAYBOY ENTERPRISES, INC. | 122,698 | 23-Jun-1961 | 738,387 | 25-Sep-1962 | 42 |
| Registered | FEMIN (DESIGN) | PLAYBOY ENTERPRISES, INC. | 141,296 | 02-Apr-1962 | 740,075 | 30-Oct-1962 | 21 |
| Registered | FEMIN (WORD) | PLAYBOY ENTERPRISES, INC. | 140,944 | 28-Mar-1962 | 740,074 | 30-Oct-1962 | 21 |
| Registered | GIRLS OF SUMMER | PLAYBOY ENTERPRISES, INC. | 74/149675 | 20-Mar-1991 | 1,678,521 | 10-Mar-1992 | 16 |
| Registered | GIRLS OF THE INTERNET | PLAYBOY ENTERPRISES, INC. | 75/010382 | 25-Oct-1995 | 2,148,516 | 07-Apr-1998 | 41 |
| Registered | HMH (STYLIZED LETTERS) | PLAYBOY ENTERPRISES, INC. | 75/226147 | 15-Jun-1997 | 2175681 | 21-Jun-1998 | 14 |
| Registered | HMH (STYLIZED LETTERS) | PLAYBOY ENTERPRISES, INC. | 75/195961 | 08-Nov-1996 | 2107306 | 21-Oct-1997 | 34 |
| Registered | HTTP://WWW.PLAYBOY.COM | PLAYBOY ENTERPRISES, INC. | 74/701251 | 14-Jun-1995 | 2011646 | 29-Oct-1996 | 42 |
| Registered | HUGH M. HEFNER (Signature) | PLAYBOY ENTERPRISES, INC. | 75/195963 | 08-Nov-1996 | 2,107,308 | 21-Oct-1997 | 34 |
| Registered | INSIDE OUT AND DESIGN | PLAYBOY ENTERPRISES, INC. | 74/246397 | 14-Feb-1992 | 1720057 | 29-Sep-1992 | 9 |
| Registered | KEY W/RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 122,697 | 23-Jun-1961 | 738,386 | 25-Sep-1962 | 42 |
| Registered | MAN TRACK | PLAYBOY ENTERPRISES, INC. | 74/250034 | 26-Feb-1992 | 1751242 | 09-Feb-1993 | 16 |
| Registered | NIGHT CALLS | PLAYBOY ENTERPRISES, INC. | 75/125974 | 26-Jun-1996 | 2,052,853 | 15-Apr-1997 | 41 |
| Registered | OWL (DESIGN) | PLAYBOY ENTERPRISES, INC. | 128,734 | 27-Sep-1961 | 743,813 | 15-Jan-1963 | 16 |
| Registered | PLAY BOY | PLAYBOY ENTERPRISES, INC. | 34,559 | 29-Jun-1957 | 689,431 | 08-Dec-1958 | 28 |
| Registered | PLAY-BOY | PLAYBOY ENTERPRISES, INC. | 73/065847 | 14-Oct-1975 | 610,968 | 23-Aug-1995 | 12 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 341,544 | 14-Dec-1981 | 1040491 | 01-Jun-1976 | 9 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 464,290 | 06-Feb-1984 | 1,328,611 | 02-Apr-1985 | 25 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 16,693 | 21-May-1964 | 1,308,905 | 11-Dec-1988 | 14 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 600018 | 01-Oct-1957 | 791,734 | 29-Jun-1965 | 16 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 264,124 | 21-Apr-1954 | 652,412 | 01-Oct-1957 | 9 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 563,849 | 30-May-1980 | 600018 | 28-Dec-1995 | 16 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 72/292374 | 18-Oct-1985 | 1,320,822 | 19-Feb-1985 | 25 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 72/292374 | 04-Mar-1968 | 1,393,914 | 20-May-1988 | 9 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 72/292374 | 04-Mar-1968 | 874451 | 05-Aug-1968 | 35 |

United States Trademarks Owned by Playboy Enterprises, Inc.
(continued)

| Status | Trademark Name: | Owner | Application No. | Filing Date: | Registration No. | Reg. Date: | Classes: |
|------------|--|---------------------------|-----------------|--------------|------------------|-------------|----------|
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 173,452 | 22-Jul-1963 | 769,702 | 12-May-196 | 41 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 308,405 | 01-May-1981 | 1,223,679 | 18-Jan-1983 | 5 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 75/194996 | 08-Nov-1996 | 2,107,294 | 21-Oct-1997 | 34 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 166,996 | 18-Apr-1963 | 764,820 | 11-Feb-1964 | 3 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 286,817 | 03-Dec-1967 | 871,552 | 24-Jun-1969 | 18 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 16,694 | 01-Oct-1956 | 645,386 | 14-May-195 | 14 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 51788 | 16-May-1958 | 676726 | 07-Apr-1959 | 16 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 74/702656 | 13-Jul-1995 | 2,020,389 | 03-Dec-199 | 42 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 160,485 | 10-Jan-1963 | 755,301 | 27-Aug-196 | 34 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 74/407144 | 10-Jun-1993 | 1,886,578 | 28-Mar-1995 | 9 |
| Registered | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 75/226140 | 25-Jan-1997 | 2181438 | 11-Aug-199 | 14 |
| Registered | PLAYBOY AND RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 2,043,936 | 28-Sep-1992 | 2043936 | 11-Mar-1997 | 10 |
| Registered | PLAYBOY AND RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 140,943 | 28-Mar-1962 | 747,259 | 26-Mar-1963 | 14 |
| Registered | PLAYBOY AUDIO AND DESIGN | PLAYBOY ENTERPRISES, INC. | 238,954 | 16-Feb-1966 | 984548 | 21-May-197 | 25 |
| Registered | PLAYBOY CLUB, THE | PLAYBOY ENTERPRISES, INC. | 75/188096 | 23-Oct-1996 | 2107167 | 21-Oct-1997 | 9 |
| Registered | PLAYBOY JAZZ FESTIVAL | PLAYBOY ENTERPRISES, INC. | 122,528 | 21-Jun-1961 | 746,367 | 05-Mar-1963 | 42 |
| Registered | PLAYBOY RUNNING TEAM | PLAYBOY ENTERPRISES, INC. | 73/415751 | 04-Mar-1983 | 1,279,832 | 29-May-198 | 16,25,41 |
| Registered | PLAYBOY SELECT | PLAYBOY ENTERPRISES, INC. | 75/102156 | 10-May-1996 | 2,043,761 | 11-Mar-1997 | 41 |
| Registered | PLAYBOY SPECIAL EDITION | PLAYBOY ENTERPRISES, INC. | 75/394490 | 21-Nov-1997 | 2193907 | 06-Oct-1998 | 36 |
| Registered | PLAYBOY SPORT | PLAYBOY ENTERPRISES, INC. | 74/050612 | 19-Apr-1990 | 1,662,536 | 28-Oct-1991 | 25 |
| Registered | PLAYBOY TV | PLAYBOY ENTERPRISES, INC. | 391,489 | 26-Sep-1982 | 1,328,616 | 02-Apr-1985 | 25 |
| Registered | PLAYBOY TV AND DESIGN | PLAYBOY ENTERPRISES, INC. | 75/344894 | 21-Aug-1997 | 2190905 | 22-Sep-1998 | 41 |
| Registered | PLAYBOY W/ RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 75/117215 | 11-Jun-1996 | 2077341 | 08-Jul-1997 | 41 |
| Registered | PLAYBOY W/ RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 74/522307 | 06-May-1994 | 1,908,471 | 01-Aug-199 | 18 |
| Registered | PLAYBOYS | PLAYBOY ENTERPRISES, INC. | 424,324 | 03-May-1983 | 1,318,244 | 05-Feb-1985 | 25 |
| Registered | PLAYBOY'S BATHING BEAUTIES | PLAYBOY ENTERPRISES, INC. | 74/132604 | 23-Jan-1991 | 1733661 | 17-Nov-199 | 41 |
| Registered | PLAYBOY'S BLONDES, BRUNETTES, REDHEADS | PLAYBOY ENTERPRISES, INC. | 74/146497 | 05-Mar-1991 | 1,697,592 | 30-Jun-1992 | 16 |
| Registered | PLAYBOY'S BOOK OF LINGERIE | PLAYBOY ENTERPRISES, INC. | 74/146495 | 05-Mar-1991 | 1,753,861 | 23-Feb-1993 | 16 |
| Registered | PLAYBOY'S COLLEGE GIRLS | PLAYBOY ENTERPRISES, INC. | 74/116048 | 16-Nov-1990 | 1,666,709 | 03-Dec-199 | 16 |
| Registered | PLAYBOY'S GIRLS OF WINTER | PLAYBOY ENTERPRISES, INC. | 74/146492 | 05-Mar-1991 | 1,706,665 | 11-Aug-199 | 16 |
| Registered | PLAYBOY'S HOT ROCKS | PLAYBOY ENTERPRISES, INC. | 74/146494 | 05-Mar-1991 | 1744466 | 05-Jan-1993 | 16 |
| Registered | PLAYBOY'S NUDES | PLAYBOY ENTERPRISES, INC. | 74/153860 | 03-Apr-1991 | 1702195 | 21-Jun-1992 | 41 |
| Registered | PLAYBOY'S PLAYMATE OF THE MONTH | PLAYBOY ENTERPRISES, INC. | 74/153753 | 02-Apr-1991 | 1,694,327 | 16-Jun-1992 | 16 |
| Registered | PLAYBOY'S PLAYMATE REVIEW | PLAYBOY ENTERPRISES, INC. | 72/02267 | 03-Dec-1956 | 661391 | 06-May-195 | 16 |
| Registered | PLAYBOY'S PLAYMATE REVIEW | PLAYBOY ENTERPRISES, INC. | 74/146496 | 05-Mar-1991 | 1,691,469 | 09-Jun-1992 | 16 |

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United States Trademarks Owned by Playboy Enterprises, Inc.
(continued)

| Status | Trademark Name: | Owner | Application No. | Filing Date: | Registration No. | Reg. Date: | Classes: |
|------------|-------------------------------|---------------------------|-----------------|--------------|------------------|-------------|----------|
| Registered | PLAYBOY'S POCKET PLAYMATES | PLAYBOY ENTERPRISES, INC. | 74/731456 | 13-Sep-1995 | 1,997,034 | 27-Aug-1999 | 16 |
| Registered | PLAYBOY'S SEXIEST HOME VIDEOS | PLAYBOY ENTERPRISES, INC. | 74/340116 | 14-Dec-1992 | 1,828,099 | 29-Mar-1994 | 09 |
| Registered | PLAYBOY/PLAYMATE | PLAYBOY ENTERPRISES, INC. | | | 1984 | 15-Jun-1993 | 25 |
| Registered | PLAYBOY/PLAYMATE | PLAYBOY ENTERPRISES, INC. | | | 1957 | 19-Jun-1993 | 3 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 990,061 | 05-Mar-1973 | 990,061 | 06-Aug-1973 | 28 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | | | 15320 | 26-Apr-1993 | 03 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | | | 905563 | 23-Apr-1993 | 25 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | | | | 05-Jun-1992 | 23 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 40,119 | 05-Nov-1957 | 721,987 | 26-Sep-1981 | 16 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 558,616 | 16-Sep-1985 | 1,399,564 | 01-Jul-1986 | 25 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 464,145 | 06-Feb-1984 | 1,308,903 | 11-Dec-1984 | 14 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 563,856 | 18-Oct-1985 | 1,393,915 | 20-May-1989 | 9 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 619,074 | 10-Sep-1986 | 1,454,257 | 25-Aug-1988 | 18 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 140,447 | 22-Mar-1962 | 905562 | 23-Apr-1993 | 03 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 75/368959 | 06-Oct-1997 | 749,223 | 07-May-1996 | 3 |
| Registered | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 187,491 | 26-Feb-1964 | 219,1054 | 22-Sep-1998 | 42 |
| Registered | PLAYMATE OF THE YEAR | PLAYBOY ENTERPRISES, INC. | 619,058 | 10-Sep-1981 | 777,867 | 29-Sep-1984 | 14 |
| Registered | PLAYMATE OF THE YEAR | PLAYBOY ENTERPRISES, INC. | 73/619062 | 10-Sep-1986 | 1,462,762 | 27-Oct-1987 | 16 |
| Registered | PLAYMATE PROFILE | PLAYBOY ENTERPRISES, INC. | 75/343935 | 26-Sep-1997 | 1,462,569 | 27-Oct-1987 | 9 |
| Registered | PLAYMATE W/RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 558,617 | 16-Sep-1985 | 219,1045 | 22-Sep-1998 | 9 |
| Registered | PLAYMATE WAKE-UP SERVICE | PLAYBOY ENTERPRISES, INC. | 74/136399 | 04-Feb-1991 | 1,404,136 | 05-Aug-1988 | 25 |
| Registered | PLAYMATES (STYLIZED) | PLAYBOY ENTERPRISES, INC. | 108,470 | 03-Dec-1976 | 1,664,570 | 12-Dec-1999 | 42 |
| Registered | PLAYWARE | PLAYBOY ENTERPRISES, INC. | 425,224 | 04-Nov-1939 | 1,084,057 | 31-Jan-1978 | 25 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 75/019824 | 14-Nov-1995 | 376,609 | 02-Apr-1940 | 25 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 74/132668 | 23-Jan-1991 | 2,047,290 | 25-Mar-1997 | 42 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 328,607 | 18-Sep-1981 | 1,689,356 | 26-May-1999 | 41 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 75/226139 | 15-Jan-1997 | 1,242,927 | 21-Jun-1983 | 25 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 75/188860 | 10-Oct-1996 | 2,177,521 | 28-Jul-1998 | 14 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 286,818 | 13-Dec-1967 | 2,109,005 | 28-Oct-1997 | 10 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 302,074 | 05-Jun-1968 | 671,553 | 24-Jun-1969 | 18 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 74/702657 | 29-Oct-1993 | 673,370 | 22-Jul-1969 | 28 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 74/456176 | 29-Oct-1993 | 1,971,523 | 30-Apr-1996 | 42 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 391,484 | 28-Sep-1982 | 1,918,754 | 12-Sep-1995 | 9 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | | | 1,276,276 | 01-May-1988 | 25 |

United States Trademarks Owned by Playboy Enterprises, Inc.
(continued)

| Status | Trademark Name: | Owner | Application No. | Filing Date: | Registration No. | Reg. Date: | Classes: |
|------------|-----------------------------------|---------------------------|-----------------|--------------|------------------|-------------|----------|
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 162,258 | 07-Feb-1963 | 759,207 | 29-Oct-1963 | 14 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 52,117 | 22-May-1958 | 675,006 | 03-Mar-1959 | 9 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 162,259 | 07-Feb-1963 | 761,793 | 24-Dec-196 | 34 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 52,490 | 28-May-1958 | 679,997 | 09-Jun-1959 | 21 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 75/195962 | 08-Nov-1996 | 2,107,307 | 21-Oct-1997 | 34 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 563,648 | 18-Oct-1985 | 1,393,913 | 06-May-198 | 9 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 166,995 | 18-Apr-1963 | 764,819 | 11-Feb-1964 | 3 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 666,448 | 28-Apr-1955 | 643,926 | 09-Apr-1957 | 16 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 67,124 | 28-Oct-1975 | 1,058,294 | 08-Feb-1977 | 9 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 464,146 | 06-Feb-1984 | 1,308,904 | 11-Dec-198 | 14 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 126,699 | 16-May-1977 | 1,085,391 | 14-Feb-1978 | 9 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 385,805 | 08-Mar-1971 | 934,609 | 23-May-197 | 42 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 117,864 | 14-Apr-1961 | 728,889 | 20-Mar-1962 | 25 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 308,403 | 01-May-1981 | 1,223,878 | 10-Mar-1983 | 5 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 122,696 | 23-Jun-1961 | 743,134 | 01-Jun-1963 | 42 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 193,953 | 21-May-1964 | 791,333 | 22-Jun-1965 | 16 |
| Registered | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 192,592 | 04-May-1964 | 784,504 | 02-Feb-1965 | 24 |
| Registered | ROMANTICS BY PLAYBOY | PLAYBOY ENTERPRISES, INC. | 264,329 | 02-Jun-1980 | 1,192,561 | 23-Mar-1982 | 25 |
| Registered | SPRING BREAK | PLAYBOY ENTERPRISES, INC. | 75/065493 | 26-Feb-1996 | 2,021,099 | 03-Dec-199 | 25 |
| Registered | THE CENTERFOLD COLLECTION | PLAYBOY ENTERPRISES, INC. | 531,813 | 12-Apr-1985 | 1,366,636 | 22-Oct-1985 | 16 |
| Registered | THE GOOD TIMES CARD | PLAYBOY ENTERPRISES, INC. | 74/686036 | 08-Jun-1995 | 2049781 | 01-Apr-1997 | 25 |
| Registered | THE HOPPING | PLAYBOY ENTERPRISES, INC. | 74/050,571 | 19-Apr-1990 | 1,660,410 | 08-Oct-1991 | 36 |
| Registered | THE PLAYBOY CHANNEL | PLAYBOY ENTERPRISES, INC. | 74/628160 | 01-Feb-1995 | 1,941,264 | 12-Dec-199 | 41 |
| Registered | THE PLAYBOY FOUNDATION AND DESIGN | PLAYBOY ENTERPRISES, INC. | 391,490 | 28-Sep-1982 | 1,266,598 | 07-Feb-1984 | 38 |
| Registered | VIDEO CENTERFOLD | PLAYBOY ENTERPRISES, INC. | 74/246398 | 14-Feb-1992 | 1,743,106 | 29-Dec-199 | 16,42 |
| Registered | VIP W/RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 73/504269 | 24-Feb-1986 | 1,442,822 | 16-Jun-1987 | 9 |
| Registered | WET & WILD | PLAYBOY ENTERPRISES, INC. | 182,481 | 06-Dec-1963 | 792,715 | 13-Jul-1965 | 42 |
| Registered | WET & WILD | PLAYBOY ENTERPRISES, INC. | 74/334423 | 25-Nov-1992 | 1,858,914 | 18-Oct-1994 | 41 |
| Registered | WET & WILD | PLAYBOY ENTERPRISES, INC. | 74/334405 | 25-Nov-1992 | 1,826,170 | 15-Mar-1994 | 9 |

United States Trademarks Owned by Playboy Enterprises, Inc.

| Status | Trademark Name | Owner | Application No. | Filing Date | Class |
|---------|-----------------------------------|---------------------------|-----------------|-------------|----------|
| Pending | ALTA LOMA | PLAYBOY ENTERPRISES, INC. | 75/466370 | 10-Apr-1998 | 9 |
| Pending | ALTA LOMA | PLAYBOY ENTERPRISES, INC. | 75/467164 | 13-Apr-1998 | 41 |
| Pending | BUNNY COSTUME | PLAYBOY ENTERPRISES, INC. | 75/584262 | 06-Nov-1998 | 19 |
| Pending | BUYING IN | PLAYBOY ENTERPRISES, INC. | 75/444457 | 04-Mar-1998 | 36 |
| Pending | CELEBRITY CENTERFOLD | PLAYBOY ENTERPRISES, INC. | 75/536194 | 13-Aug-1998 | 9 |
| Pending | CENTERFOLD | PLAYBOY ENTERPRISES, INC. | 75/408590 | 19-Dec-1997 | 41 |
| Pending | CENTERFOLD | PLAYBOY ENTERPRISES, INC. | 75/250900 | 03-Mar-1997 | 9,16 |
| Pending | CENTERFOLD | PLAYBOY ENTERPRISES, INC. | 75/576544 | 26-Oct-1998 | 42 |
| Pending | CENTERFOLD COLLECTIBLES | PLAYBOY ENTERPRISES, INC. | 75/346403 | 25-Aug-1997 | 9,16,42 |
| Pending | CENTERFOLD MEMORABILIA | PLAYBOY ENTERPRISES, INC. | 75/346408 | 25-Aug-1997 | 9,16,42 |
| Pending | CHANNELING | PLAYBOY ENTERPRISES, INC. | 75/444362 | 04-Mar-1998 | 41 |
| Pending | CLASSIC CENTERFOLD | PLAYBOY ENTERPRISES, INC. | 75/346516 | 25-Aug-1997 | 9,16,42 |
| Pending | CLASSIC CENTERFOLDS | PLAYBOY ENTERPRISES, INC. | 75/346516 | 25-Aug-1997 | 9,16,42 |
| Pending | CLICK BUY | PLAYBOY ENTERPRISES, INC. | 75/577252 | 26-Oct-1998 | 16 |
| Pending | CLUBLAND | PLAYBOY ENTERPRISES, INC. | 75/585799 | 06-Nov-1998 | 42 |
| Pending | COMPETE | PLAYBOY ENTERPRISES, INC. | 75/444451 | 04-Mar-1998 | 42 |
| Pending | CYBERBOY | PLAYBOY ENTERPRISES, INC. | 75/444459 | 04-Mar-1998 | 42 |
| Pending | CYBERBOY | PLAYBOY ENTERPRISES, INC. | 75/376434 | 04-Mar-1998 | 42 |
| Pending | DREAM SCREEN | PLAYBOY ENTERPRISES, INC. | 75/376434 | 20-Oct-1997 | 35,41 |
| Pending | EDEN | PLAYBOY ENTERPRISES, INC. | 75/244736 | 20-Oct-1997 | 35,42 |
| Pending | EDEN | PLAYBOY ENTERPRISES, INC. | 75/520926 | 18-Jul-1996 | 9 |
| Pending | EDEN | PLAYBOY ENTERPRISES, INC. | 75/520748 | 17-Jul-1998 | 41 |
| Pending | FOR COUPLES ONLY | PLAYBOY ENTERPRISES, INC. | 75/520748 | 17-Jul-1998 | 9 |
| Pending | GIRLS OF THE INTERNET | PLAYBOY ENTERPRISES, INC. | 75/600363 | 16-Dec-1998 | 9 |
| Pending | HMH | PLAYBOY ENTERPRISES, INC. | 75/600214 | 07-Dec-1998 | 9 |
| Pending | HMH | PLAYBOY ENTERPRISES, INC. | 75/599719 | 04-Dec-1998 | 25 |
| Pending | HMH | PLAYBOY ENTERPRISES, INC. | 75/599719 | 11-Dec-1998 | 6 |
| Pending | HMH (STYLED LETTERS) | PLAYBOY ENTERPRISES, INC. | 75/599718 | 04-Dec-1998 | 21 |
| Pending | HMH MANSION GATE DESIGN | PLAYBOY ENTERPRISES, INC. | 75/500931 | 12-Jun-1998 | 25 |
| Pending | IT'S YOUR LIFE ... IT'S YOUR CALL | PLAYBOY ENTERPRISES, INC. | 75/602063 | 09-Dec-1998 | 25 |
| Pending | MISCELLANEOUS DESIGN | PLAYBOY ENTERPRISES, INC. | 74/544510 | 01-Jul-1994 | 38 |
| Pending | MISS | PLAYBOY ENTERPRISES, INC. | 75/006784 | 10-Sep-1996 | 33 |
| Pending | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 75/186200 | 23-Oct-1996 | 09,16,41 |
| Pending | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 75/512361 | 02-Jul-1998 | 12 |
| Pending | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 75/500930 | 06-Nov-1998 | 18 |
| Pending | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 75/500930 | 12-Jun-1998 | 25 |
| Pending | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 75/408604 | 19-Dec-1997 | 41 |

United States Trademarks Owned by Playboy Enterprises, Inc.
(continued)

| Status | Trademark Name | Owner | Application No. | Filing Date | Classes |
|---------|---|---------------------------|-----------------|-------------|---|
| Pending | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 75/562929 | 02-Oct-1998 | 8 |
| Pending | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 75/562928 | 02-Oct-1998 | 28 |
| Pending | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 74/317862 | 28-Sep-1992 | 10 |
| Pending | PLAYBOY 2000 | PLAYBOY ENTERPRISES, INC. | 75/512759 | 02-Jul-1998 | 12 |
| Pending | PLAYBOY AUDIO CENTERFOLD | PLAYBOY ENTERPRISES, INC. | 75/408603 | 19-Dec-1997 | 41 |
| Pending | PLAYBOY CENTERFOLD | PLAYBOY ENTERPRISES, INC. | 75/250901 | 03-Mar-1997 | 9, 16 |
| Pending | PLAYBOY CENTERFOLDS | PLAYBOY ENTERPRISES, INC. | 75/368956 | 02-Oct-1997 | 42 |
| Pending | PLAYBOY COOL | PLAYBOY ENTERPRISES, INC. | 75/444456 | 04-Mar-1998 | 9, 25 |
| Pending | PLAYBOY CYBER CLUB | PLAYBOY ENTERPRISES, INC. | 75/347353 | 26-Aug-1997 | 42 |
| Pending | PLAYBOY EXPERIENCE AND DESIGN | PLAYBOY ENTERPRISES, INC. | | 14-Nov-1997 | |
| Pending | PLAYBOY EXPERIENCE AND DESIGN | PLAYBOY ENTERPRISES, INC. | 75/205244 | 27-Nov-1996 | 3, 6, 9, 10, 14, 16, 18, 20, 21, 24, 25, 27, 28, 30, 32, 34, 35, 42 |
| Pending | PLAYBOY NETWORK | PLAYBOY ENTERPRISES, INC. | 75/408606 | 19-Dec-1997 | 41 |
| Pending | PLAYBOY PERSONALS | PLAYBOY ENTERPRISES, INC. | 75/408605 | 19-Dec-1997 | 41 |
| Pending | PLAYBOY RADIO COMMUNICATIONS | PLAYBOY ENTERPRISES, INC. | 75/408607 | 19-Dec-1997 | 41 |
| Pending | PLAYBOY SNOWBOARDS | PLAYBOY ENTERPRISES, INC. | 75/408607 | 19-Dec-1997 | 41 |
| Pending | PLAYBOY SPORTS AND FITNESS TEAM | PLAYBOY ENTERPRISES, INC. | 75/465972 | 10-Apr-1998 | 25 |
| Pending | PLAYBOY-THE OFFICIAL MAGAZINE OF THE MILLENNIUM | PLAYBOY ENTERPRISES, INC. | 75/318295 | 02-Jul-1997 | 41 |
| Pending | PLAYBOY-THE OFFICIAL MAGAZINE OF THE MILLENNIUM | PLAYBOY ENTERPRISES, INC. | | 06-Nov-1998 | 16 |
| Pending | PLAYMAT | PLAYBOY ENTERPRISES, INC. | 75/584261 | 06-Nov-1998 | 35 |
| Pending | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 75/450860 | 16-Mar-1998 | 9 |
| Pending | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 75/408699 | 19-Dec-1997 | 41 |
| Pending | PLAYMATE | PLAYBOY ENTERPRISES, INC. | 75/501592 | 12-Jun-1998 | 25 |
| Pending | PLAYMATE WAKE-UP SERVICE | PLAYBOY ENTERPRISES, INC. | 75/582250 | 03-Nov-1998 | 9 |
| Pending | PLAYMATES OF THE MONTH | PLAYBOY ENTERPRISES, INC. | | 12-Nov-1997 | |
| Pending | PLAYWEAR | PLAYBOY ENTERPRISES, INC. | 74/149893 | 20-Mar-1991 | 25 |
| Pending | PMOY | PLAYBOY ENTERPRISES, INC. | 75/443815 | 03-Mar-1998 | 25 |
| Pending | POP | PLAYBOY ENTERPRISES, INC. | 75/467337 | 13-Apr-1998 | 16, 36 |
| Pending | PROWL | PLAYBOY ENTERPRISES, INC. | | 22-Dec-1998 | 42 |
| Pending | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 75/449488 | 13-Mar-1998 | 42 |
| Pending | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 75/501593 | 12-Jun-1998 | 25 |
| Pending | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 75/512633 | 02-Jul-1998 | 12 |
| Pending | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | | 02-Oct-1998 | 8 |
| Pending | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 75/562927 | 02-Oct-1998 | 28 |
| Pending | REBOOT | PLAYBOY ENTERPRISES, INC. | | 03-Nov-1998 | 9 |
| Pending | ROAM | PLAYBOY ENTERPRISES, INC. | 75/444453 | 04-Mar-1998 | 42 |
| Pending | ROAM | PLAYBOY ENTERPRISES, INC. | 75/444458 | 04-Mar-1998 | 42 |

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United States Trademarks Owned by Playboy Enterprises, Inc.
(continued)

| Status | Trademark Name | Owner | Application No. | Filing Date | Class |
|---------|--|---------------------------|-----------------|-------------|-------|
| Pending | ROMANTICS | PLAYBOY ENTERPRISES, INC. | 74/366975 | 11-Mar-1993 | 25 |
| Pending | ROMEO PLAYBOY WITH RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 098/11230 | 29-Jun-1998 | 10 |
| Pending | SCRAWL | PLAYBOY ENTERPRISES, INC. | 75/444363 | 04-Mar-1998 | 42 |
| Pending | SEX COURT | PLAYBOY ENTERPRISES, INC. | 75/512863 | 02-Jul-1998 | 41 |
| Pending | SEX LIFE | PLAYBOY ENTERPRISES, INC. | 75/444454 | 04-Mar-1998 | 42 |
| Pending | SEXCIERA | PLAYBOY ENTERPRISES, INC. | | 22-Dec-1998 | 42 |
| Pending | SNOWBOARD RABBIT DESIGN | PLAYBOY ENTERPRISES, INC. | 75/465613 | 10-Apr-1998 | 25 |
| Pending | TECHCHICK | PLAYBOY ENTERPRISES, INC. | 75/444452 | 04-Mar-1998 | 42 |
| Pending | THE BACHELOR PAD | PLAYBOY ENTERPRISES, INC. | 75/444460 | 04-Mar-1998 | 41 |
| Pending | THE BIG BOOK OF MUSIC | PLAYBOY ENTERPRISES, INC. | | 23-Dec-1998 | 16 |
| Pending | THE MOST VISITED GLOBAL ENTERTAINMENT SITE FOR MEN | PLAYBOY ENTERPRISES, INC. | 75/444455 | 04-Mar-1998 | 41 |
| Pending | THE SEXIEST PHONE CARDS ON THE PLANET | PLAYBOY ENTERPRISES, INC. | | 23-Dec-1998 | 36 |
| Pending | THE SURF STOPS HERE | PLAYBOY ENTERPRISES, INC. | 75/378184 | 22-Oct-1997 | 35 |
| Pending | WET AND WILD | PLAYBOY ENTERPRISES, INC. | 75/566654 | 07-Oct-1998 | 16 |

United States Trademarks Owned by Playboy Enterprises, Inc.
(continued)

| Status | Trademark Name: | Owner | Application No. | Filing Date: | Classes: |
|-----------|--|---------------------------|-----------------|--------------|----------|
| Published | DIRECT MALE | PLAYBOY ENTERPRISES, INC. | 75/408498 | 19-Dec-1997 | 41 |
| Published | EAR PICTURE | PLAYBOY ENTERPRISES, INC. | 75/450509 | 16-Mar-1998 | 41 |
| Published | PLAYBOY | PLAYBOY ENTERPRISES, INC. | 75/364377 | 29-Sep-1997 | 9 |
| Published | PLAYBOY 2000 | PLAYBOY ENTERPRISES, INC. | 75/354657 | 10-Sep-1997 | 35 |
| Published | PLAYBOY LATINO | PLAYBOY ENTERPRISES, INC. | 75/368960 | 06-Oct-1997 | 16 |
| Published | PLAYBOY MANSION | PLAYBOY ENTERPRISES, INC. | 75/372284 | 14-Oct-1997 | 41 |
| Published | PLAYBOY PLAYMATE ALUMNI ASSOCIATION | PLAYBOY ENTERPRISES, INC. | 75/444470 | 04-Mar-1998 | 16 |
| Published | PLAYBOY SNOWBOARDS | PLAYBOY ENTERPRISES, INC. | 75/466369 | 10-Apr-1998 | 28 |
| Published | PLAYBOY-THE ENTERTAINMENT VEHICLE FOR THE MILLENNI | PLAYBOY ENTERPRISES, INC. | 75/376435 | 20-Oct-1997 | 35 |
| Published | PLAYBOY-THE OFFICIAL ENTERTAINMENT COMPANY FOR THE | PLAYBOY ENTERPRISES, INC. | 75/376437 | 20-Oct-1997 | 35 |
| Published | PLAYBOY-THE OFFICIAL MILLENNIAL WEBSITE | PLAYBOY ENTERPRISES, INC. | 75/354662 | 10-Sep-1997 | 35, 42 |
| Published | PLAYBOY-THE OFFICIAL WORLD WIDE BRAND OF THE MILL | PLAYBOY ENTERPRISES, INC. | 75/354658 | 10-Sep-1997 | 35 |
| Published | RABBIT HEAD DESIGN | PLAYBOY ENTERPRISES, INC. | 74/708911 | 13-Jul-1995 | 35 |
| Published | SNOWBOARD RABBIT DESIGN | PLAYBOY ENTERPRISES, INC. | 75/466371 | 10-Apr-1998 | 28 |

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PLAYBOY ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "PLAYBOY ENTERPRISES, INC." UNDER THE NAME OF
"PLAYBOY ENTERPRISES INTERNATIONAL, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH,
A.D. 1999, AT 1:41 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

0611512 8100M

991099409

AUTHENTICATION: 9628176

DATE: 03-15-99

TRADEMARK
REEL: 1878 FRAME: 0956

STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 01:41 PM 03/15/1999
991099409 - 0611512

CERTIFICATE OF MERGER
for the merger of
PLAYBOY ACQUISITION CORP.
into
PLAYBOY ENTERPRISES, INC.

Pursuant to Section 251(g) of the
Delaware General Corporation Law

The undersigned corporation, organized and existing under and by
virtue of the General Corporation Law of the State of Delaware, hereby certifies that:

1. The name and state of incorporation of each of the constituent
corporations in the merger is as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|---------------------------|-----------------------------------|
| Playboy Acquisition Corp. | Delaware |
| Playboy Enterprises, Inc. | Delaware |

2. An Agreement and Plan of Merger between the parties to the
merger has been approved, adopted, certified, executed and acknowledged by each of
the constituent corporations in accordance with the requirements of Section 251 of the
Delaware General Corporation Law.

3. Playboy Enterprises, Inc. shall be the surviving corporation of
the merger. Article FIRST of the Restated Certificate of Incorporation of Playboy
Enterprises, Inc. shall be amended in the merger to change the name of the
corporation to Playboy Enterprises International, Inc. Consequently, the name of the
surviving corporation shall be Playboy Enterprises International, Inc.

4. The Restated Certificate of Incorporation of Playboy
Enterprises, Inc., with such amendments as are effected by the merger and as are
required by Section 251(g) of the Delaware General Corporation Law, including the
above-referenced amendment to Article FIRST of the Restated Certificate of
Incorporation and an amendment adding a new Article THIRTEENTH, which
amendments are attached to this Certificate of Merger as Exhibit A, shall, as so
amended, constitute the Restated Certificate of Incorporation of the surviving
corporation.

5. The executed Agreement and Plan of Merger is on file at the
principal place of business of the surviving corporation. The address of the principal
place of business of the surviving corporation is 680 North Lake Shore Drive,
Chicago, Illinois 60611.

FROM MNA&T

(MON) 3. 15' 99 15:46/ST. 15:41/NO. 4261725321 P 8

FROM MNA&T

(MON) 3. 15' 99 13:57/ST. 13:55/NO. 4261979930 P 7
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6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Playboy Enterprises, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 15th day of March, 1999.

PLAYBOY ENTERPRISES, INC.

By: 

Name: Howard Shapiro
Title: Executive Vice President,
Law and Administration,
General Counsel and Secretary

FROM MNA&T

(MON) 3. 15' 99 15:46/ST. 15:41/NO. 4261725321 P 9

FROM MNA&T

(MON) 3. 15' 99 13:57/ST. 13:55/NO. 4261979930 P 8

EXHIBIT A

"FIRST: The name of the corporation is PLAYBOY ENTERPRISES INTERNATIONAL, INC."

"THIRTEENTH: Any act or transaction by or involving the Corporation that requires for its adoption the approval of its stockholders pursuant to the Delaware General Corporation Law or the provisions of this certificate of incorporation shall, pursuant to subsection (g) of § 251 of the Delaware General Corporation Law, require, in addition, the approval of the stockholders of Playboy Enterprises, Inc. (and any successor by merger) by the same vote as is required pursuant to the Delaware General Corporation Law and/or the provisions of this certificate of incorporation, as the case may be."

Doc# DSS:216615.4

RECORDED: 03/31/1999

TRADEMARK
REEL: 1878 FRAME: 0959