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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. Patent & TMOfo/TM Mail Ropt Dt. #26
JE



102188142

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Al Entertainment, Inc. 18-05-02

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

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

2. Name and address of receiving party(ies)
Name: Playboy Enterprises International Inc.
Address: 680 N. Lake Shore Drive

Street Address: 680 N. Lake Shore Drive
City: Chicago State: IL Zip: 60611

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 7-29-02

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75 703085

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Julie Brown
Internal Address: 680 N. Lake Shore Dr.
Street Address: 680 N. Lake Shore Drive
City: Chicago State: IL Zip: 60611

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
16-2117

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

DO NOT USE THIS SPACE

9. 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.

Howard Shapiro _____ 7-31-02
Name of Person Signing Signature Date

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

08/12/2002 DBYRNE 00000252 162117 75703085
01 FC:481 40.00 CH

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

TRADEMARK
REEL: 002561 FRAME: 0187



08-05-2002
U.S. Patent & TMO/TM Mail Rcpt Dt. #26

ASSIGNMENT

THIS AGREEMENT, dated July 31, 2002, by and between AL Entertainment, Inc. a California Corporation (hereinafter referred to as "Assignor") and Playboy Enterprises International, Inc. a Delaware corporation (hereinafter referred to as "Assignee").

WHEREAS, Assignor is the proprietor of the following trademark in the United States (hereinafter referred to as the "Marks").

ALTALOMA Serial No. 75/703085

WHEREAS, Assignor has agreed to assign the Mark to Assignee and Assignee hereby accepts the assignment.

NOW THEREFORE, in consideration of Ten Dollars (US \$10.00) and other valuable consideration, Assignor hereby assigns to Assignee, its successors and assigns, all right, title and interest in the Mark, including the right to sue in respect of all infringements of the Mark which may have occurred before the date of this Agreement and the right to all remedies including damages or an account of the profits and conversion damages in respect of such infringements, together with the goodwill of the business relating to such Mark.

IN WITNESS HEREOF, the said Assignor has executed this assignment on July 31, 2002.

AL ENTERTAINMENT, INC.

By: [Signature]
Name: Howard Shapiro
Title: Vice President and Secretary

IN WITNESS HEREOF, the said Assignee has executed this assignment on July 31, 2002

PLAYBOY ENTERPRISES
INTERNATIONAL, INC.

By: [Signature]
Name: Howard Shapiro
Title: Executive Vice President and Secretary

A0570693

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

SEP 26 2001

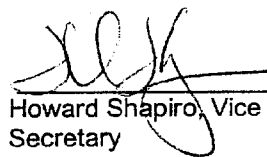
BILL JONES, Secretary of State

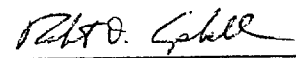
The undersigned certify that:

1. They are the Vice President and Treasurer and Assistant Secretary of the corporation.
2. The name of the corporation is: Alta Loma Entertainment, Inc.
3. Article One of the Articles of Incorporation of this corporation is amended to read as follows: The name of the corporation is AL Entertainment, Inc.
4. The foregoing amendment has been duly approved by the Board of Directors.
5. The corporation has issued no shares.

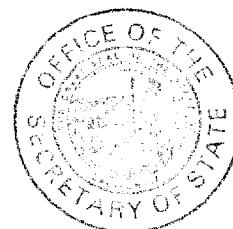
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated as of August 29, 2001


Howard Shapiro, Vice President and
Secretary


Robert Campbell, Treasurer and
Assistant Secretary

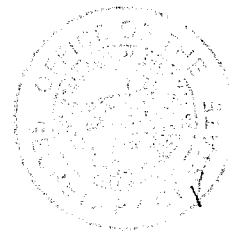
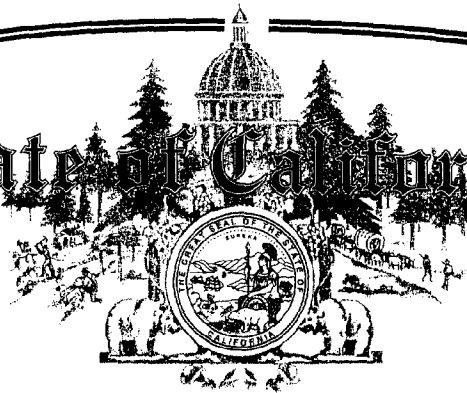
CA008 - CT System Online



TRADEMARK

REEL: 002561 FRAME: 0189

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 28 2001

Secretary of State

