

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
GMCI Internet Operations, Inc.		12/06/2007	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	U.S. Bank National Association		
<b>Street Address:</b>	225 Asylum Street		
<b>Internal Address:</b>	Corporate Trust Services, 23rd Floor		
<b>City:</b>	Hartford		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06103		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2515316	CARTOONWANK.COM	
Registration Number:	2515315	CARTOONWANK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)822-5423		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-530-5000		
<b>Email:</b>	jnici@milbank.com		
<b>Correspondent Name:</b>	Milbank, Tweed, Hadley & McCloy LLP		
<b>Address Line 1:</b>	One Chase Manhattan Plaza		
<b>Address Line 2:</b>	Rm. 4640		
<b>Address Line 4:</b>	New York, NEW YORK 10005		
<b>ATTORNEY DOCKET NUMBER:</b>	39479-00000		
<b>NAME OF SUBMITTER:</b>	Janis Nici		

**CH \$65.00 2515316**

Signature:	/janis nici/
Date:	01/18/2008
<b>Total Attachments: 15</b> source=PMGI Agt#page1.tif source=PMGI Agt#page2.tif source=PMGI Agt#page3.tif source=PMGI Agt#page4.tif source=PMGI Agt#page5.tif source=PMGI Agt#page6.tif source=PMGI Agt#page7.tif source=PMGI Agt#page8.tif source=PMGI Agt#page9.tif source=PMGI Agt#page10.tif source=PMGI Agt#page11.tif source=PMGI Agt#page12.tif source=PMGI Agt#page13.tif source=PMGI Agt#page14.tif source=PMGI Agt#page15.tif	

**TRADEMARK SECURITY AGREEMENT**

This **TRADEMARK SECURITY AGREEMENT** (as it may be amended, supplemented or otherwise modified from time to time, this "Agreement") is dated as of December 6, 2007 and is made by **Penthouse Media Group Inc.**, a Nevada corporation (the "Company"), and each direct and indirect subsidiary of the Company listed on the signature pages hereto (together with any other direct or indirect subsidiary of the Company that hereafter becomes a party to this Agreement, collectively, the "Subsidiary Grantors"; the Subsidiary Grantors together with the Company and any other Person agreeing to be bound hereby as a "Grantor" are collectively referred to herein as the "Grantors") in favor of **U.S. Bank National Association**, having an address at Corporate Trust Services, 225 Asylum Street, 23rd Floor, Hartford, CT 06103, in its capacity as Agent (as defined below) for the benefit of Agent and the Holders (as defined in the Securities Purchase Agreement referred to below).

**WHEREAS**, pursuant to that certain Securities Purchase agreement (as such Securities Purchase Agreement may be amended, supplemented or otherwise modified from time to time, the "Securities Purchase Agreement") dated as of December 6, 2007 by and among the Company, Interactive Network, Inc., a Nevada corporation, the Senior Guarantors party thereto, the Subordinated Guarantors party thereto, the Holders party thereto and U.S. Bank National Association, as agent (in such capacity, together with its successors in such capacity, the "Agent"), the Holders have agreed to purchase the Issuer's Senior Secured Notes due 2011 in the initial aggregate principal amount of \$257,337,629 (the "Notes");

**WHEREAS**, pursuant to the Securities Purchase Agreement, each of the Subsidiary Grantors has guaranteed the obligations of the Company in respect of the Securities Purchase Agreement and the Notes;

**WHEREAS**, pursuant to the Securities Purchase Agreement each Grantor has granted to Agent, for Agent's benefit and for the benefit of the Holders, a security interest in certain assets of such Grantor, including all right, title and interest of such Grantor in, to and under all now owned and hereafter acquired Trademarks, Trademark registrations, Trademark applications and Trademark Licenses, together with the goodwill of the business symbolized by such Grantor's Trademarks, and all proceeds thereof, to secure such Grantor's obligations under the Securities Purchase Agreement and, in the case of the Company, the Notes; and

**WHEREAS**, each Grantor owns the Trademarks, Trademark registrations, and Trademark applications listed beneath such Grantor's name on Schedule I annexed hereto, and is a party to the Trademark Licenses listed beneath such Grantor's name on Schedule I annexed hereto;

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant to Agent, for Agent's benefit and for the ratable benefit of the Holders, a continuing security interest in all of such Grantor's right, title and interest in, to and under the following, in each case whether presently existing or hereafter created or acquired (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), to secure the Obligations of such Grantor:

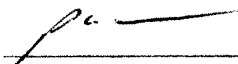
- (1) each Trademark, Trademark registration and Trademark application, including, without limitation, the Trademarks, Trademark registrations and Trademark applications referred to in the Schedule I annexed hereto and any and all renewals of any of the foregoing, and all of the goodwill of the business associated with each Trademark;
- (2) each Trademark License; and
- (3) all products (other than Inventory) and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future infringement or dilution of any Trademark including, without limitation, the Trademarks referred to in Schedule 1 annexed hereto and the trademarks licensed under any Trademark License; and (b) injury to the goodwill of the business associated with any Trademark.

This security interest is granted in conjunction with the security interests granted to Agent pursuant to the Securities Purchase Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Securities Purchase Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature Page(s) Follow]


IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be duly executed and delivered by their respective undersigned duly authorized officer as of the date first written above.

PENTHOUSE MEDIA GROUP INC., a Nevada Corporation

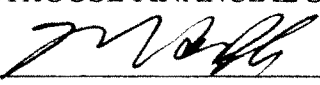
By:   
Name:  
Title:

SUBSIDIARY GUARANTORS:

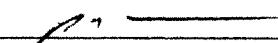
- GENERAL MEDIA ART HOLDING, INC.
- GENERAL MEDIA COMMUNICATIONS, INC.
- GENERAL MEDIA ENTERTAINMENT, INC.
- GENERAL MEDIA UK LIMITED
- GMCI INTERNET OPERATIONS, INC.
- GMI ON-LINE VENTURES, LTD.
- PENTHOUSE CLUBS INTERNATIONAL ESTABLISHMENT
- PENTHOUSE IMAGES ACQUISITIONS, LTD.
- WEST COAST FACILITIES INC.
- PMGI HOLDINGS INC.
- PURE ENTERTAINMENT TELECOMMUNICATIONS, INC.

By:   
Name:  
Title:

PENTHOUSE FINANCIAL SERVICES N.V.

By:   
Name:  
Title:

- PENTHOUSE DIGITAL MEDIA PRODUCTIONS INC.
- VIDEO BLISS, INC.
- DANNI ASHE, INC.

By:   
Name: Paul Asher  
Title: President

LAI #6366757

[Signature Page to Subordinated Guarantors Trademark Security Agreement]

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S I T P R O D U C T I O N S, L L C

By \_\_\_\_\_  
Name: Paul A. Sher  
Title: Manager

LAI # 366757

[Signature Page to Subordinated Guarantors Trademark Security Agreement]

**TRADEMARK**  
**REEL: 003700 FRAME: 0150**

Schedul<sup>e</sup> I

**[ATTACHED]**

Penthouse Digital Media Productions, Inc.

Trademark Report by Mark  
Country: US

Printed: 12/6/2007 Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>BIZARRE</b>							
UNITED STATES	T00161US00	9/16/2004	78/484,826			ABANDONED	9
<b>BLU</b>							
UNITED STATES	T00162US00	8/25/2004	78/473,530	5/29/2007	3,248,172	REGISTERED	9
<b>COLLATERAL DAMAGE XXX</b>							
UNITED STATES	T00163US00	8/25/2004	78/473,479			ABANDONED	9
UNITED STATES	T00163US01	2/13/2007	77/106,461	10/30/2007	3,323,288	REGISTERED	09
<b>JILL KELLY PRODUCTIONS</b>							
UNITED STATES	T00158US00	10/30/2006	77/032,335			ABANDONED	09
UNITED STATES	T00158US01	9/16/2004	78/484,775			REFILED	09
<b>JILL KELLY SUPERSTARS COLLECTION</b>							
UNITED STATES	T00157US00	11/2/2006	77/035,628			ABANDONED	10
<b>JKP</b>							
UNITED STATES	T00159US00	9/16/2004	78/484,794	11/15/2005	3,015,504	REGISTERED	09
END OF REPORT						TOTAL ITEMS SELECTED =	8



**Danni Ashe, Inc.**

Trademark Report by Mark  
Country: US

Printed: 12/6/2007

Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>BOOB BOWL</b>							
UNITED STATES	T00167US00	11/17/1999	75/851,372	7/3/2001	2,465,215	REGISTERED	41
<b>CYBERBEAUTIES</b>							
UNITED STATES	T00168US00	11/17/1999	75/851,319	6/11/2002	2,579,543	REGISTERED	41,42
UNITED STATES	T00168US01	11/17/1999	75/851,320	10/1/2002	2,628,751	REGISTERED	38
<b>DA (and Design)</b>							
UNITED STATES	T00169US00	8/7/2001	78/078,011	3/4/2003	2,694,151	REGISTERED	38,41,42
<b>DANNI</b>							
UNITED STATES	T00170US00	4/13/2001	78/058,348	3/23/2004	2,826,289	REGISTERED	38,41,42
<b>DANNI ASHE</b>							
UNITED STATES	T00171US00	12/31/1997	75/412,848	4/4/2000	2,337,152	REGISTERED	41,42
UNITED STATES	T00171US01	1/22/1998	75/421,375	4/18/2000	2,342,213	REGISTERED	35
<b>DANNI.COM</b>							
UNITED STATES	T00172US00	11/17/1999	75/851,387	8/6/2002	2,605,312	REGISTERED	41
UNITED STATES	T00172US01	5/23/2001	78/065,369	4/8/2003	2,705,458	REGISTERED	9
<b>DANNI.COM (and Design)</b>							
UNITED STATES	T00173US00	8/7/2001	78/078,014	3/18/2003	2,698,825	REGISTERED	41
<b>DANNIGIRL</b>							
UNITED STATES	T00174US00	6/30/2006	78/921,446	11/2/2007	3,302,408	REGISTERED	35,38,41
<b>DANNI'S</b>							
UNITED STATES	T00175US00	11/17/1999	75/851,316	5/8/2001	2,448,894	REGISTERED	41,42
UNITED STATES	T00175US01	11/17/1999	75/851,315	9/3/2002	2,615,735	REGISTERED	38
<b>DANNI'S HARD DRIVE</b>							
UNITED STATES	T00166US00	12/31/1997	75/412,709	10/3/2000	2,390,741	REGISTERED	41,42
<b>HONEST BRA</b>							
UNITED STATES	T00176US00	11/17/1999	75/851,317	10/1/2002	2,628,750	REGISTERED	38
UNITED STATES	T00176US01	11/17/1999	75/851,318	4/15/2003	2,707,425	REGISTERED	41,42
<b>HOT BOX</b>							
UNITED STATES	T00177US00	12/31/1997	75/412,850	10/19/1999	2,287,188	REGISTERED	41,42
<b>MISHA</b>							
UNITED STATES	T00178US00	6/9/2006	78/905,125			ABANDONED	35,38,41 42
<b>NAUGHTY NEWBIES</b>							
UNITED STATES	T00179US00	11/17/1999	75/851,321	10/1/2002	2,628,752	REGISTERED	38
UNITED STATES	T00179US01	11/17/1999	75/851,322	6/11/2002	2,579,544	REGISTERED	41,42

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REGDT	REG#	STATUS	CLASSES
10/15/2002	2,636,095	REGISTERED	41,42
9/26/2000	2,389,996	EXPIRED	41
8/20/2002	2,610,234	REGISTERED	41,42
6/11/2002	2,579,545	REGISTERED	41,42
10/1/2002	2,628,753	REGISTERED	38

END OF REPORT

TOTAL ITEMS SELECTED = 25

MCI Internet Operations, Inc.

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Printed: 12/6/2007

Page 1

FILED	APPL#	REGDT	REG#	STATUS	CLASSES
4/26/2001	76/247,155	12/4/2001	2,515,315	REGISTERED	42
4/26/2001	76/247,306	12/4/2001	2,515,316	REGISTERED	42
END OF REPORT				TOTAL ITEMS SELECTED =	2

General Media Communications, Inc.

TO n ark S  
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 F N T E M I K S C E N U 13  
 U R T S T T E  
 F N I E Y T A U E T S 4 0  
 U N T E R R F A N T A S S U S 0 0  
 U U D S O T E S F A N T A S S U S 7 3 0  
 F I L M F I O E T T 4 0  
 U N T L D I S T T E S A L 0 0 0  
 R E E M T 3 0  
 G N T A L K 0 1 0  
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 G N T E A 0 3 0  
 R C S A T T S P 1 0  
 O T A E T H E T Q 36 0  
 G N T E N 0 0 0  
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 N T E D S A E S 0 1 0  
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FILED	APPL#	REGDT	REG#	STATUS	CLASSES
2/12/1999	75/641,833	1/16/2001	2,422,063	CANCELLED	41
	73/409,141	10/29/1985	1,367,529	CANCELLED	16
3/23/2005	78/593,224			ABANDONED	09,16
8/15/2005	76/644,888			ABANDONED	38
8/15/2005	76/644,898			PUBLISHED	41
12/17/1998	75/608,554	3/20/2001	2,437,493	REGISTERED	5
1/12/1983	409,098	8/28/1984	1,292,185	REGISTERED	16
3/17/2006	78/839,680			PENDING	10,16,18 25,28
8/15/2005	76/644,885			ALLOWED	16
6/8/2005	76/640,455			PUBLISHED	16
6/14/2005	76/640,864	10/31/2006	3,165,795	REGISTERED	16
6/14/2005	76/640,866			ABANDONED	16
12/10/2004	78/530,507			ABANDONED	09,16,41
2/11/2005	78/565,736			ABANDONED	43
2/11/2005	78/565,760			ABANDONED	09,16,41 43
1/7/1985	73/516,552	9/10/1985	1,359,176	CANCELLED	16
11/29/2006	77/053,023			PUBLISHED	16
6/25/1999	75/737,374	1/9/2001	2,420,091	CANCELLED	16

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>MIND &amp; MUSCLE POWER logo</b>							
UNITED STATES	US78	8/18/1999	75/753,400	1/9/2001	2,420,110	CANCELLED	16
<b>ON THE DESK</b>							
UNITED STATES	T00139US00	7/18/2005	76/643,046			ABANDONED	16
<b>ONE KEY LOGO</b>							
UNITED STATES	US18	6/14/1984	73/485,147	3/5/1985	1,323,232	REGISTERED	16
UNITED STATES	T00032US05	4/15/2005	76/636,144			PUBLISHED	06,18
UNITED STATES	T00032US06	4/15/2005	76/636,146			ABANDONED	14
UNITED STATES	T00032US07	4/15/2005	76/636,147			PUBLISHED	25
<b>PENTHOUSE</b>							
UNITED STATES	US01	7/25/1968	72/305,841	11/18/1969	880,922	REGISTERED	16
UNITED STATES	US66	10/21/1998	75/575,441	3/13/2001	2,435,702	REGISTERED	4,05
UNITED STATES	US03	3/30/1976	73/082,103	4/26/1977	1,064,636	REGISTERED	35
UNITED STATES	US06	11/29/1976	73/108,030	10/4/1977	1,074,534	REGISTERED	16
UNITED STATES	US60	5/14/2002	76/407,565	2/11/2003	2,686,386	REGISTERED	10
UNITED STATES	US56	10/9/1998	75/567,145	9/12/2000	2,386,351	CANCELLED	16
UNITED STATES	US21	7/8/1986	73/608,422	2/24/1987	1,430,050	CANCELLED	9
UNITED STATES	US22	12/31/1987	73/703,580	12/6/1988	1,515,321	REGISTERED	14
UNITED STATES	T00035US15	12/13/2001	76/348,701	7/15/2003	2,738,557	REGISTERED	34
UNITED STATES	T00035US16	3/16/2004	76/581,658	10/18/2005	3,007,070	REGISTERED	41,43
UNITED STATES	T00035US17	9/14/2004	78/483,284			ABANDONED	41
UNITED STATES	T00035US19	1/31/2005	76/629,990	3/14/2006	3,067,272	REGISTERED	41
UNITED STATES	T00035US22	4/15/2005	76/636,141			PUBLISHED	06,18
UNITED STATES	T00035US23	4/15/2005	76/636,142			ABANDONED	14
UNITED STATES	T00035US24	4/15/2005	76/636,142			ABANDONED	14
UNITED STATES	T00035US26	4/15/2005	76/636,145			PUBLISHED	25
UNITED STATES	T00035US27	1/31/2005	76/629,990	3/14/2006	3,067,272	REGISTERED	41
UNITED STATES	T00035US28	5/9/2006	78/879,329			PUBLISHED	38
UNITED STATES	T00035US30	4/27/2007	77/167,185			PENDING	41
UNITED STATES	T00035US32	3/29/2007	77/143,954			PENDING	33
<b>PENTHOUSE AND THREE KEYS LOGO</b>							
UNITED STATES	T00154US00	5/9/2006	78/879,332			PUBLISHED	38
<b>PENTHOUSE BLACK LABEL</b>							
UNITED STATES	US93	3/21/2001	76/227,798			ABANDONED	09
<b>PENTHOUSE BOUTIQUE</b>							
UNITED STATES	T00112US00	6/19/2003	76/526,068	5/17/2005	2,952,697	REGISTERED	35
<b>PENTHOUSE CASINO</b>							
UNITED STATES	T00137US00	7/18/2005	76/643,151			PENDING	25

Trademark Report by Mark

COUNTRY	REFERENCE#	FILED	APPL#	REG	REG	Printed	CLASS
<i>PENTHOUSE CASINO continued . . .</i>							
UNITED STATES	T00137US01	7/18/2005	76/643,150	2	0		4
UNITED STATES	T00137US02	7/18/2005	76/643,152	2	8		4
<b>PENTHOUSE CHANNEL</b>							
UNITED STATES	T00109US00	8/29/2003	76/543,697	1	9		2
<b>PENTHOUSE COMIX</b>							
UNITED STATES	US42	5/10/1995	74/672,215	3	1		4
UNITED STATES	US47	7/10/1996	75/138,266	4	9		2
<b>PENTHOUSE EXECUTIVE CLUB</b>							
UNITED STATES	T00111US00	4/22/2004	76/588,435	1	1		6
<b>PENTHOUSE FORUM</b>							
UNITED STATES	US02	5/2/1974	73/020,588	9	6		8
<b>PENTHOUSE FORUM SPECIAL REPORTS</b>							
UNITED STATES	T00146US00	8/15/2005	76/644,886	1	3		8
UNITED STATES	T00146US01	8/15/2005	76/644,883	1	3		4
<b>PENTHOUSE JEWELRY</b>							
UNITED STATES	T00184US00	4/3/2007	77/147,772				4
<b>PENTHOUSE KEY SUITES</b>							
UNITED STATES	T00149US00	3/23/2006	78/844,269	1	1		5
<b>PENTHOUSE LETTERS</b>							
UNITED STATES	US19	12/17/1984	73/513,855	1	3		6
UNITED STATES	T00052US01	1/31/2005	76-630,021	1	1		00
UNITED STATES	T00117US00	1/31/2005	76/630,021	1	1		00
<b>PENTHOUSE LINGERIE</b>							
UNITED STATES	T00142US00	7/6/2005	76/642,290				
UNITED STATES	T00142US01	7/18/2005	76/643,198				
<b>PENTHOUSE LOUNGE</b>							
UNITED STATES	T00128US00	6/8/2005	76/640,452				
UNITED STATES	T00128US01	6/8/2005	76/640,456				
UNITED STATES	T00128US02	6/8/2005	76/640,457				
<b>PENTHOUSE MEN'S ADVENTURE COMIX</b>							
UNITED STATES	US40	5/10/1995	74/672,217	3	5		1996
<b>PENTHOUSE MENS CLUB</b>							
UNITED STATES	US83	3/15/2000	76/000,490	5	15		2001
<b>PENTHOUSE PETS</b>							
UNITED STATES	US89	9/8/1982	73/384,236	8	14		1984

UNITED STATES  
 REGISTERED  
 TRADEMARK  
 PUBLISHED  
 IN FULL  
 BY THE  
 UNITED STATES  
 PATENT AND  
 TRADEMARK  
 OFFICE  
 ON  
 10/27/2000  
 CLASS 8  
 76/155,612  
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 2,531,771

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 8 /20 6 64 7  
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REGDT	REG#	STATUS	CLASSES
3/26/2002	2,554,332	REGISTERED	16
4/1/2003	2,701,927	REGISTERED	16
1/31/2006	3,052,850	REGISTERED	16
		PUBLISHED	16
		PUBLISHED	16
2/3/2004	2,810,417	REGISTERED	41,43
		ABANDONED	38
		PUBLISHED	25
		PUBLISHED	41,43
7/15/2003	2,738,555	REGISTERED	34
		ABANDONED	25
		PUBLISHED	06,18
		ABANDONED	14
		PUBLISHED	38
6/6/1978	1,092,929	REGISTERED	35
3/5/1985	1,323,231	REGISTERED	16
9/20/1997	1,073,618	REGISTERED	16
4/25/2000	2,346,129	CANCELLED	16
7/29/2003	2,744,275	REGISTERED	34
		PENDING	41
		ABANDONED	16
10/17/1978	1,104,321	REGISTERED	16
8/25/1998	2,185,045	REGISTERED	42
6/12/2001	2,459,720	REGISTERED	9
6/3/2003	2,721,206	REGISTERED	09
1/31/2006	3,052,849	REGISTERED	16
		PUBLISHED	16
		PUBLISHED	41



COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>VICES &amp; VANITIES</b>							
UNITED STATES	T00123US00	4/25/2005	76/636,997			ABANDONED	25
UNITED STATES	T00123US01	4/19/2005	78/611,965			ABANDONED	09,16,41
UNITED STATES	T00123US02	5/20/2005	78/634,012			ABANDONED	16
<b>VICES AND VANITIES</b>							
UNITED STATES	T00125US00	5/3/2005	76/637,793			ABANDONED	10
<b>WHERE THE MAGAZINE COMES TO LIFE!</b>							
UNITED STATES	T00126US00	5/3/2005	76/637,792	8/7/2007	3,273,185	REGISTERED	43,41
<b>WOMEN'S DAZE</b>							
UNITED STATES	T00155US00	7/5/2006	78/922,446			ABANDONED	16
END OF REPORT						TOTAL ITEMS SELECTED =	123