

TRADEMARKS ONLY

04-19-1999

31-99

To the Honorable Commissioner of Patents and

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, Merger, Security Agreement, Change of Name, Other

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.
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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.
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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-1963	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-1986	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-1984	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-1972	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	1,223,678	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-1996	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.	74/050,671	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-1995	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-1992	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	1,658,914	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.	75/577252	26-Oct-1998	16
Pending	CLICK BUY	PLAYBOY ENTERPRISES, INC.	75/585799	06-Nov-1998	42
Pending	CLUBLAND	PLAYBOY ENTERPRISES, INC.	75/444451	04-Mar-1998	42
Pending	COMPETE	PLAYBOY ENTERPRISES, INC.	75/444459	04-Mar-1998	42
Pending	CYBERBOY	PLAYBOY ENTERPRISES, INC.	75/376434	04-Mar-1998	42
Pending	CYBERBOY	PLAYBOY ENTERPRISES, INC.	75/376434	20-Oct-1997	35,41
Pending	DREAM SCREEN	PLAYBOY ENTERPRISES, INC.	75/376434	20-Oct-1997	35,42
Pending	EDEN	PLAYBOY ENTERPRISES, INC.	75/244736	18-Jul-1996	9
Pending	EDEN	PLAYBOY ENTERPRISES, INC.	75/520926	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.	75/604363	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.	75/599718	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.
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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, reading "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