

3-19-03

03-19-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



102393735

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

3-19-03

Adultvision Communications, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 3/11/2003

2. Name and address of receiving party(ies)

Name: Bank of America, N.A., as Agent

Internal

Address:

Street Address: 231 South LaSalle Street

City: Chicago State: IL Zip: 60697

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

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

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

A. Trademark Application No.(s) see attached

Schedule A to Security Agreement

B. Trademark Registration No.(s) see attached

Schedule A to Security Agreement

Additional number(s) attached Yes No

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

Name:

Intern:

Federal Research Company, LLC 1030 15th Street, NW, Suite 920 Washington, DC 20005

Street Address:

City: State: Zip:

6. Total number of applications and registrations involved: 331

7. Total fee (37 CFR 3.41): \$8290.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Elizabeth M. Jensen

Name of Person Signing

EM Jensen Signature

03/13/2003

Date

Total number of pages including cover sheet, attachments, and document: 34

03/20/2003 6TON11 00000052 74687549

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

01 FC:8521 40.00 OP 02 FC:8522 8250.00 OP

TRADEMARK REEL: 002685 FRAME: 0477

Additional Names of Conveying Parties:

Alta Loma Entertainment, Inc.

Lifestyle Brands, Ltd.

Playboy Entertainment Group, Inc.

Spice Entertainment, Inc.

Playboy Enterprises International, Inc.

Spice Hot Entertainment, Inc.

SCHEDULE A**Trademark List by Owner**

Page: 1

Owner: ADULTVISION COMMUNICATIONS, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
ADULT VISION (STYLIZED)	9600047/ United States of America	Registered 38,41	74/687549 12-Jun-1995	2072439 17-Jun-1997
ATV	9600046/ United States of America	Registered 38,41	74/688248 12-Jun-1995	2079844 15-Jul-1997
ATV (STYLIZED)	9500223/ United States of America	Registered 38,41	74/691892 13-Jun-1995	2,079,849 15-Jul-1997

## Trademark List by Owner

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Owner: LIFESTYLE BRANDS, LTD.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
COVENTRY	SC95000327/ United States of America	Published 9	78/094019 19-Nov-2001	
COVENTRY	SC95000329/ United States of America	Published 18	78/098103 13-Dec-2001	
COVENTRY	SC8800187/ United States of America	Registered 14	72-190342 06-Apr-1964	777377 22-Sep-1964
COVENTRY AND EAGLE	SC95000341/ United States of America	Pending 14	76/402158 01-May-2002	
COVENTRY AND EAGLE	SC95000339/ United States of America	Pending 18	76/402534 01-May-2002	
COVENTRY U.S.A.	SC95000334/ United States of America	Published 25	76/402482 01-May-2002	
COVENTRY U.S.A.	SC95000345/ United States of America	Pending 14	76/402014 01-May-2002	
COVENTRY U.S.A.	SC95000342/ United States of America	Pending 18	76/402017 01-May-2002	
COVENTRY U.S.A.	SC95000338/ United States of America	Published 9	76/402533 01-May-2002	
COVENTRY WITH EAGLE LOGO	SC95000330/ United States of America	Published 9	76/360590 18-Jan-2002	
COVENTRY WITH EAGLE LOGO	SC95000335/ United States of America	Published 25	76/402179 01-May-2002	
SARAI (TYPED)	SC8900003/ United States of America	Registered 14	72-190, 343 06-Apr-1964	777.378 22-Sep-1964
SARAI COVENTRY	SC9500023/ United States of America	Registered 25	76/241971 17-Apr-2001	2647004 11-May-2002
SARAI COVENTRY	SC95000332/ United States of America	Published 3	76/401371 26-Apr-2002	
SARAI COVENTRY	SC95000333/ United States of America	Published 25	76/401030 26-Apr-2002	
SARAI COVENTRY	SC95000331/ United States of America	Published 9	76/384771 20-Mar-2002	

# Trademark List by Owner

Owner: LIFESTYLE BRANDS, LTD.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
SARAH COVENTRY	SC95000328/ United States of America	Published 18	78/098100 13-Dec-2001	
SARAH COVENTRY (TYPED)	SC8800212/ United States of America	Registered 14	72-001851 01-Feb-1956	636452 30-Oct-1956
SARAH COVENTRY AMERICA	9600154/ United States of America	Registered 9	74/732032 13-Sep-1995	2054164 22-Apr-1997
SARAH COVENTRY with BUTTERFLY DESIGN	SC95000343/ United States of America	Published 25	76/402047 01-May-2002	
SARAH COVENTRY with Butterfly Design	SC95000344/ United States of America	Pending 18	76/402013 01-May-2002	
SARAH COVENTRY with BUTTERFLY DESIGN	SC95000340/ United States of America	Pending 14	76/402472 01-May-2002	
SARAH COVENTRY with BUTTERFLY DESIGN	SC95000346/ United States of America	Published 9	76/402471 01-May-2002	
SC & BUTTERFLY DESIGN (OLD)	SC8800242/ United States of America	Registered 3	73692363 29-Oct-1987	1491870 14-Jun-1988
SC & BUTTERFLY DESIGN (OLD)	SC8800241/ United States of America	Registered 18	73693101 02-Nov-1987	1503021 06-Sep-1988
SC & BUTTERFLY DESIGN (OLD)	SC8800243/ United States of America	Registered 14	73692464 29-Oct-1987	1492152 14-Jun-1988
SC & BUTTERFLY DESIGN (OLD)	SC8800244/ United States of America	Registered 35	73692437 29-Oct-1987	1492548 14-Jun-1988
SC (TYPED)	SC8800240/ United States of America	Registered 14	72193707	788735 27-Apr-1965

**Trademark List by Owner**

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Owner: PLAYBOY ENTERTAINMENT GROUP, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
THE REALLY NAKED TRUTH & DESIGN	97000575/ United States of America	Registered 41	74/538407 16-Jun-1994	1987539 16-Jul-1996

## Trademark List by Owner

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Owner: PLAYBOY ENTERPRISES, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
IMH	96011649/ United States of America	Registered 6	75/602790 10-Dec-1998	2360843 20-Jun-2000
INSIDE OUT	9200087/ United States of America	Registered 41	74158816 19-Apr-1991	1707314 11-Aug-1992
PLAYBOY CENTERFOLD	9600874/ United States of America	Registered 42	75/233654 24-Jan-1997	2279723 21-Sep-1999
POP	96011695/ United States of America	Registered 42	75611086 22-Dec-1998	2311644 25-Jan-2000
RABBIT HEAD DESIGN	96011499/ United States of America	Registered 8	75/568736 02-Oct-1998	2384047 05-Sep-2000
RABBIT HEAD DESIGN	96011569/ United States of America	Registered 9	75583680 03-Nov-1998	2304130 28-Dec-1999
SEXCITERA	96011696/ United States of America	Registered 42	75/611057 22-Dec-1998	2316371 08-Feb-2000
STRIK SEARCH	96011811/ United States of America	Registered 9	75/657284 10-Mar-1999	2380834 29-Aug-2000
THE SEXIEST PHONE CARDS ON THE PLANET!	96011698/ United States of America	Registered 36	75/611489 23-Dec-1998	2323763 29-Feb-2000

## Trademark List by Owner

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Owner: PLAYBOY ENTERPRISES INTERNATIONAL, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
(RABBIT HEAD DESIGN).COM	97000102/ United States of America	Registered 41, 42	76/125004 10-Apr-2001	2638318 22-Oct-2002
(RHEAL.COM SPORTSBOOK	97000332/ United States of America	Published 36, 41	76/244265 20-Apr-2001	
7 LIVES EXPOSED	97000466/ United States of America	Registered 41	76/330155 26-Oct-2001	2615152 03-Sep-2002
A DAY OF SEX IN AMERICA	97000330/ United States of America	Published 16	76/244136 20-Apr-2001	
ADULTVISION	97000525/ United States of America	Pending 41	76/391112 03-Apr-2002	
AFTER DARK VIDEO	9600914/ United States of America	Registered 35	75/256252 12-Mar-1997	2177599 28-Jul-1998
AFTER DARK VIDEO	9600631/ United States of America	Registered 9	75/182291 16-Oct-1996	2107075 21-Oct-1997
ALTITUDE LOMA	96011910/ United States of America	Published 41	75/703085 11-May-1999	
ANDRITA STUDIOS	97000633/ United States of America	Pending 41	78/163100 11-Sep-2002	
BETTING BUNNY	97000215/ United States of America	Published 9, 36, 41	76/189206 03-Jan-2001	
BUNNY	9600646/ United States of America	Registered 42	72233496 29-Nov-1965	810,555 28-Jun-1966
BUNNY COSTUME	9600645/ United States of America	Registered 42	72/171655 24-Jun-1963	0762884 07-Jan-1964
BUNNYPASS	97000852/ United States of America	Pending 41	76/485195 27-Jan-2003	
CELEBRITY CENTERFOLD	96011448/ United States of America	Registered 9	75/536194 13-Aug-1998	2356709 13-Jun-2000
CENTERFOLD	96011551/ United States of America	Suspended 42	75/576544 26-Oct-1998	
CENTERFOLD	9600693/ United States of America	Registered 9, 16	75/250900 03-Mar-1997	2275173 07-Sep-1999



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Owner: PLAYBOY ENTERPRISES INTERNATIONAL, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
CENTERFOLD COLLECTOR CARDS	9600647/ United States of America	Registered 16	75/200931 20-Nov-1996	2114146 18-Nov-1997
CLASSIC CENTERFOLDS	96011550/ United States of America	Registered 16	75/577252 26-Oct-1998	2351406 23-May-2000
COMPETE	96011340/ United States of America	Registered 41	75/444459 04-Mar-1998	2376488 15-Aug-2000
CYBER(RHD)CLUB	97000603/ United States of America	Pending 42	76/440143 08-Aug-2002	
CYBER(RHD)CLUB	97000593/ United States of America	Pending 9	78/150725 05-Aug-2002	
CYBER(RHD)GIRL	97000604/ United States of America	Pending 42	76/440144 08-Aug-2002	
CYBER(RHD)GIRL	97000849/ United States of America	Pending 14	76/484102 23-Jan-2003	
CYBER(RHD)GIRLS	97000594/ United States of America	Pending 9	78/150719 05-Aug-2002	
DARE JUSTICE	97000139/ United States of America	Registered 41	76/172627 29-Nov-2000	2536128 05-Feb-2002
DREAM SCREEN	9600846/ United States of America	Registered 9	75/244736 18-Jul-1996	2170432 30-Jun-1998
EDEEN	96011431/ United States of America	Registered 41	75/520926 17-Jul-1998	2274327 31-Aug-1999
ENTERTAINMENT FOR MEN	96012064/ United States of America	Registered 16	75/829000 21-Oct-1999	2423102 23-Jan-2001
EROS COLLECTION	9600672/ United States of America	Registered 9	75/135074 16-Jul-1996	2177319 28-Jul-1998
EROS COLLECTION	9600673/ United States of America	Registered 41	75/118354 13-Jun-1996	2204763 24-Nov-1998
EROS COLLECTION and Design	96011914/ United States of America	Registered 9	75/706352 14-May-1999	2608448 20-Aug-2002
FEMLEEN	97000632/ United States of America	Pending 9	76/442355 22-Aug-2002	

## Trademark List by Owner

Owner: PLAYBOY ENTERPRISES INTERNATIONAL, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
PEMBL N (DESIGN)	9000337/ United States of America	Registered 21	72/141296 02-Apr-1962	740025 30-Oct-1962
PEMBL N (DESIGN)	9000341/ United States of America	Registered 42	72122698 23-Jun-1961	738387 25-Sep-1962
PEMBL N (WORD)	9000342/ United States of America	Registered 21	72140944 28-Mar-1962	740024 30-Oct-1962
FOR COUPLES ONLY	96011686/ United States of America	Registered 9	75/606363 16-Dec-1998	2378730 22-Aug-2000
GIRLS OF SUMMER	9100531/ United States of America	Registered 16	74/149675 20-Mar-1991	1,678,521 10-Mar-1992
GIRLS OF THE INTERNET	96011627/ United States of America	Registered 9	75/600214 07-Dec-1998	2309194 18-Jan-2000
GIRLS OF THE INTERNET	9600026/ United States of America	Registered 41	75/010382 25-Oct-1995	2,148,516 07-Apr-1998
IMH	96011622/ United States of America	Registered 21	75/599718 04-Dec-1998	2333886 21-Mar-2000
IMH	96011621/ United States of America	Registered 25	75/599719 04-Dec-1998	2322504 22-Feb-2000
IMH	97000357/ United States of America	Published 30	76/276033 25-Jun-2001	
IMH (STYLIZED LETTERS)	9600681/ United States of America	Registered 34	75/195961 08-Nov-1996	2107306 21-Oct-1997
IMH (Stylized letters)	9100493/ United States of America	Registered 14	75/226147 15-Jan-1997	2175681 21-Jul-1998
IMH MANSION GATE DESIGN	96011630/ United States of America	Registered 25	75/602063 09-Dec-1998	2386434 12-Sep-2000
INTERNET AND DESIGN	97000580/ United States of America	Published 41	76/424494 24-Jun-2002	
HTTP://WWW.PLAYBOY.COM	9500200/ United States of America	Registered 42	74/701251 14-Jul-1995	2011646 29-Oct-1996
HUGH M. HEFNER SIGNATURE)	9600682/ United States of America	Registered 34	75/195963 08-Nov-1996	2107308 21-Oct-1997

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Owner: PLAYBOY ENTERPRISES INTERNATIONAL, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
INSIDE OUT AND DESIGN	9100514/ United States of America	Registered 9	74246397 14-Feb-1992	1720057 29-Sep-1992
INSTANT ACCESS	97000329/ United States of America	Registered 38, 41	76/242093 17-Apr-2001	2569859 14-May-2002
KEY WITH RABBIT HEAD DESIGN	9000345/ United States of America	Registered 42	72122697 23-Jun-1961	738386 25-Sep-1962
VANTAGE	9300370/ United States of America	Registered 16	74/250034 26-Feb-1992	1751242 09-Feb-1993
MAXIMUM EXPOSURE	97000521/ United States of America	Pending 41	76/384772 20-Mar-2002	
MISS APRIL	96011825/ United States of America	Registered 16	75/669169 26-Mar-1999	2382636 05-Sep-2000
MISS AUGUST	96011829/ United States of America	Registered 16	75/669185 26-Mar-1999	2382642 05-Sep-2000
MISS DECEMBER	96011833/ United States of America	Registered 16	75/669173 26-Mar-1999	2382638 05-Sep-2000
MISS FEBRUARY	96011823/ United States of America	Registered 16	75/669170 26-Mar-1999	2382637 05-Sep-2000
MISS JANUARY	96011822/ United States of America	Registered 16	75/668607 26-Mar-1999	2382630 05-Sep-2000
MISS JULY	96011828/ United States of America	Registered 16	75/669178 26-Mar-1999	2382641 05-Sep-2000
MISS JUNE	96011827/ United States of America	Registered 16	75/669177 26-Mar-1999	2382640 05-Sep-2000
MISS MARCH	96011824/ United States of America	Registered 16	75/669174 26-Mar-1999	2382639 05-Sep-2000
MISS MAY	96011826/ United States of America	Registered 16	75/669104 26-Mar-1999	2382633 05-Sep-2000
MISS NOVEMBER	96011832/ United States of America	Registered 16	75/669106 26-Mar-1999	2382634 05-Sep-2000
MISS OCTOBER	96011831/ United States of America	Registered 16	75/673096 26-Mar-1999	2391141 03-Oct-2000

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Owner: **PLAYBOY ENTERPRISES INTERNATIONAL, INC.**

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
MISS SEPTEMBER	96011830/ United States of America	Registered 16	75/669101 26-Mar-1999	2382632 05-Sep-2000
MS. PLAYBOY	97000560/ United States of America	Published 21	76/417677 07-Jun-2002	
NIGHT CALLS	9600684/ United States of America	Registered 41	75/125974 26-Jun-1996	2,052,853 15-Apr-1997
NIGHT CALLS 411	97000606/ United States of America	Published 41	76/440578 15-Aug-2002	
NIGHT CALLS RADIO	97000582/ United States of America	Published 41	76/434181 25-Jul-2002	
PASSION COVE	96012101/ United States of America	Registered 41	75/915954 10-Oct-2000	2426892 06-Feb-2001
PASSION COVE	96011958/ United States of America	Published 9	75/734430 23-Jun-1999	
PLAY BOY	9000269/ United States of America	Registered 28	72034559 29-Jul-1957	689431 08-Dec-1959
PLAY FUN	97000639/ United States of America	Published 42	75/673336 02-Apr-1999	
PLAYBOY	9000270/ United States of America	Registered 34	72160485 10-Jan-1963	755301 27-Aug-1963
PLAYBOY	9000271/ United States of America	Registered 3	72166996 18-Apr-1963	764,820 11-Feb-1964
PLAYBOY	9000286/ United States of America	Registered 9	73563849 18-Oct-1985	1393914 20-May-1986
PLAYBOY	9000273/ United States of America	Registered 16	72193952 21-May-1964	791734 29-Jun-1965
PLAYBOY	9000268/ United States of America	Registered 16	72/051788 16-May-1958	676726 07-Apr-1959
PLAYBOY	9000267/ United States of America	Registered 14	72016694 01-Oct-1956	645386 14-May-1957
PLAYBOY	8900797/ United States of America	Registered 18	286,817 13-Dec-1967	871,552 24-Jun-1969

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Owner: PLAYBOY ENTERPRISES INTERNATIONAL, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
PLAYBOY	9000285/ United States of America	Registered 25	73341544 14-Dec-1981	1328611 02-Apr-1985
PLAYBOY	9000284/ United States of America	Registered 14	73464290 06-Feb-1984	1308905 11-Dec-1984
PLAYBOY	9000278/ United States of America	Registered 9	73/065847 14-Oct-1975	1040491 01-Jun-1976
PLAYBOY	97000566/ United States of America	Published 14	76/428727 09-Jul-2002	
PLAYBOY	9500198/ United States of America	Registered 42	74/702656 13-Jul-1995	2020389 03-Dec-1996
PLAYBOY	9000435/ United States of America	Registered 16	71664940 21-Apr-1954	600018 28-Dec-1954
PLAYBOY	9600713/ United States of America	Registered 34	75/194996 08-Nov-1996	2107294 21-Oct-1997
PLAYBOY	9100605/ United States of America	Registered 25	73264124 30-May-1980	1320822 19-Feb-1985
PLAYBOY	9400493/ United States of America	Registered 9	73400744 10-Jun-1993	1886578 28-Mar-1995
PLAYBOY	9000275/ United States of America	Registered 35	72/292374 04-Mar-1968	874451 05-Aug-1969
PLAYBOY	96012209/ United States of America	Registered 21	76/020905 07-Apr-2000	2469441 17-Jul-2001
PLAYBOY	97000586/ United States of America	Published 28	78/149184 31-Jul-2002	
PLAYBOY	96011498/ United States of America	Registered 28	75/562928 02-Oct-1998	2605118 06-Aug-2002
PLAYBOY	97000083/ United States of America	Registered 28	76/088316 11-Jul-2000	2626072 24-Sep-2002
PLAYBOY	97000029/ United States of America	Published 28	76/083560 06-Jul-2000	
PLAYBOY	96011580/ United States of America	Registered 18	75/584965 09-Nov-1998	2412958 12-Dec-2000

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Owner: PLAYBOY ENTERPRISES INTERNATIONAL, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
PLAYBOY	96011400/ United States of America	Registered 25	75/500930 12-Jun-1998	2485583 04-Sep-2001
PLAYBOY	96011893/ United States of America	Registered 3	75/694654 29-Apr-1999	2420042 09-Jan-2001
PLAYBOY	9000272/ United States of America	Registered 41	72173452 22-Jul-1963	769702 12-May-1964
PLAYBOY	96011954/ United States of America	Registered 12	75/735764 23-Jun-1999	2447001 24-Apr-2001
PLAYBOY	96011990/ United States of America	Registered 15	75/754882 20-Jul-1999	2445179 17-Apr-2001
PLAYBOY	97000630/ United States of America	Pending 9	76/442353 22-Aug-2002	
PLAYBOY	96011497/ United States of America	Registered 8	75/562929 02-Oct-1998	2446799 24-Apr-2001
PLAYBOY	97000026/ United States of America	Registered 41	76/108684 10-Apr-2001	2482255 28-Aug-2001
PLAYBOY	96012097/ United States of America	Registered 16	76/005003 20-Mar-2000	2632523 08-Oct-2002
PLAYBOY	96011885/ United States of America	Registered 9	75/689731 22-Apr-1999	2635849 15-Oct-2002
PLAYBOY	97000504/ United States of America	Registered 41	76/366684 01-Feb-2002	2631654 08-Oct-2002
PLAYBOY	97000592/ United States of America	Pending 11	76/435180 29-Jul-2002	
PLAYBOY	97000369/ United States of America	Published 5	76/280424 03-Jul-2001	
PLAYBOY	97000363/ United States of America	Published 9	78/070069 20-Jun-2001	
PLAYBOY	9600778/ United States of America	Registered 14	75/226140 15-Jan-1997	2181438 11-Aug-1998
PLAYBOY	97000347/ United States of America	Published 6	76/263882 29-May-2001	

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Owner: PLAYBOY ENTERPRISES INTERNATIONAL, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
PLAYBOY	97000352/ United States of America	Registered 30	78/067867 07-Jun-2001	2644619 29-Oct-2002
PLAYBOY AFTER DARK	97000481/ United States of America	Pending 41	78/098634 17-Dec-2001	
PLAYBOY AND RABBIT HEAD DESIGN	9000439/ United States of America	Registered 25	72238954 16-Feb-1966	984548 21-May-1974
PLAYBOY AUDIO AND DESIGN	9600686/ United States of America	Registered 9	75/188096 23-Oct-1996	2107167 21-Oct-1997
PLAYBOY BACHELOR PARTY	97000031/ United States of America	Registered 41	76/116787 10-Apr-2001	2537924 12-Feb-2002
PLAYBOY BET EXCHANGE	97000334/ United States of America	Published 41	76/244264 20-Apr-2001	
PLAYBOY CASINO	97000331/ United States of America	Published 36, 41	76/244034 20-Apr-2001	
PLAYBOY CENTERFOLD	9600694/ United States of America	Registered 9, 16	75/250901 03-Mar-1997	2260234 13-Jul-1999
PLAYBOY CENTERFOLDS	96011047/ United States of America	Registered 42	75/368956 06-Oct-1997	2322825 29-Feb-2000
PLAYBOY CYBER CLUB	96011004/ United States of America	Registered 42	75/347353 26-Aug-1997	2322800 29-Feb-2000
PLAYBOY EXPOSED	97000480/ United States of America	Registered 9	76/349401 17-Dec-2001	2631495 08-Oct-2002
PLAYBOY FUNNIES	97000271/ United States of America	Registered 16	76/193861 12-Jan-2001	2644097 29-Oct-2002
PLAYBOY JAZZ	97000403/ United States of America	Published 9	78/051619 06-Mar-2001	
PLAYBOY JAZZ DESIGN	97000313/ United States of America	Registered 9	76/244263 20-Apr-2001	2602728 30-Jul-2002
PLAYBOY JAZZ FESTIVAL	8900489/ United States of America	Registered 16,25,41	73/415751 04-Mar-1983	1.279.832 29-May-1984
PLAYBOY LOUNGE	97000197/ United States of America	Registered 41	76/198036 23-Jan-2001	2567100 07-May-2002

## Trademark List by Owner

Owner: **PLAYBOY ENTERPRISES INTERNATIONAL, INC.**

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
PLAYBOY ONLINE and Design	96011913/ United States of America	Registered 42	75/706247 14-May-1999	2361962 27-Jun-2000
PLAYBOY PLAYMATE ALUMNI ASSOCIATION	96011341/ United States of America	Registered 16	Registered 04-Mar-1998	75/444470 2221735 02-Feb-1999
PLAYBOY RADIO	97000581/ United States of America	Published 41	76/434097 25-Jul-2002	
PLAYBOY SELECT	96011310/ United States of America	Registered 36	75/394490 21-Nov-1997	2193907 06-Oct-1998
PLAYBOY SPA	97000141/ United States of America	Registered 3	76/145547 10-Oct-2000	2490761 18-Sep-2001
PLAYBOY SPECIAL EDITIONS	97000088/ United States of America	Registered 16, 41	76/095361 19-Jul-2000	2593763 16-Jul-2002
PLAYBOY SPORT	9000249/ United States of America	Registered 25	73391489 28-Sep-1982	1328616 02-Apr-1985
PLAYBOY SPORTSBOOK.COM	97000333/ United States of America	Published 36, 41	76/244033 20-Apr-2001	
PLAYBOY STORE	97000173/ United States of America	Registered 35	76/158756 02-Nov-2000	2661622 17-Dec-2002
PLAYBOY TV	96010981/ United States of America	Registered 41	75/344894 21-Aug-1997	2190905 22-Sep-1998
PLAYBOY TV AND DESIGN	9600742/ United States of America	Registered 41	75117215 11-Jun-1996	2077341 08-Jul-1997
PLAYBOY TV NETWORKS and Design	96011915/ United States of America	Registered 41	75/706373 14-May-1999	2319609 15-Feb-2000
PLAYBOY W/ RABBIT HEAD DESIGN	9400593/ United States of America	Registered 18	74/522307 06-May-1994	1908471 01-Aug-1995
PLAYBOY W/RABBIT HEAD DESIGN	9000587/ United States of America	Registered 25	73424324 03-May-1983	1318244 05-Feb-1985
PLAYBOY X-TREME TEAM	96012088/ United States of America	Registered 41	75/928939 25-Feb-2000	2535629 05-Feb-2002
PLAYBOY.COMVERSATION	97000233/ United States of America	Registered 41	76/191127 08-Jan-2001	2538068 12-Feb-2002



## Trademark List by Owner

Owner: **PLAYBOY ENTERPRISES INTERNATIONAL, INC.**

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
PLAYBOYNET	97000850/ United States of America	Pending 41	76/485197 27-Jan-2003	
PLAYBOYPLUS	97000851/ United States of America	Pending 41	76/485196 27-Jan-2003	
PLAYBOYRACINGUSA	97000337/ United States of America	Published 36, 41	78/061267 01-May-2001	
PLAYBOYS	9100417/ United States of America	Registered 41	74/132604 23-Jan-1991	1733661 17-Nov-1992
PLAYBOY'S BATHING BEAUTIES	9100423/ United States of America	Registered 16	74/146497 05-Mar-1991	1697592 30-Jun-1992
PLAYBOY'S BLONDES BRUNETTES REDHEADS	9100424/ United States of America	Registered 16	74/146495 05-Mar-1991	1753861 23-Feb-1993
PLAYBOY'S BOOK OF LINGERIE	9000905/ United States of America	Registered 16	74/116048 16-Nov-1990	1666709 03-Dec-1991
PLAYBOY'S CASTING CALLS	97000261/ United States of America	Registered 9, 16	78/037726 04-Dec-2000	2637350 15-Oct-2002
PLAYBOY'S COLLEGE GIRLS	9100422/ United States of America	Registered 16	74/146492 05-Mar-1991	1706665 11-Aug-1992
PLAYBOY'S CYBER GIRLS	97000219/ United States of America	Registered 42	76/197191 19-Jan-2001	2504457 06-Nov-2001
PLAYBOY'S DIRECTOR'S CUT	97000138/ United States of America	Published 41	78/028587 02-Oct-2000	
PLAYBOY'S GIRLS OF WINTER	9100425/ United States of America	Registered 16	74/146494 05-Mar-1991	1744466 05-Jan-1993
PLAYBOY'S NUDES	9100484/ United States of America	Registered 16	74/153753 02-Apr-1991	1694327 16-Jun-1992
PLAYBOY'S PLAYMATE OF THE MONTH	9000328/ United States of America	Registered 16	72/020267 03-Dec-1956	661391 06-May-1958
PLAYBOY'S PLAYMATE REVIEW	9100420/ United States of America	Registered 16	74/146496 05-Mar-1991	1691469 09-Jun-1992
PLAYBOYSTORE.COM	97000174/ United States of America	Registered 35	76/158758 02-Nov-2000	2584757 25-Jun-2002

## Trademark List by Owner

Owner: **PLAYBOY ENTERPRISES INTERNATIONAL, INC.**

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
PLAYBOYTV CLUB	97000564/ United States of America	Pending 41	76/419768 12-Jun-2002	
PLAY MAT	96011332/ United States of America	Registered 9	75/450860 16-Mar-1998	2253285 15-Jun-1999
PLAY MATE	97000353/ United States of America	Published 30	78/067868 07-Jun-2001	
PLAY MATE	97000631/ United States of America	Pending 9	76/442357 22-Aug-2002	
PLAY MATE	96012206/ United States of America	Pending 9	76/038047 01-May-2000	
PLAY MATE	97000346/ United States of America	Published 6	76/263883 29-May-2001	
PLAY MATE	97000082/ United States of America	Published 28	76/088310 11-Jul-2000	
PLAY MATE	96011046/ United States of America	Registered 42	75/368959 06-Oct-1997	2191054 22-Sep-1998
PLAY MATE	97000089/ United States of America	Registered 16	76/005403 20-Mar-2000	2663899 17-Dec-2002
PLAY MATE	9100602/ United States of America	Registered 25	73558616 16-Sep-1985	1399564 01-Jul-1986
PLAY MATE	96011570/ United States of America	Registered 9	75/582250 03-Nov-1998	2298170 07-Dec-1999
PLAY MATE	96011838/ United States of America	Published 28	75/673335 02-Apr-1999	
PLAY MATE	96011873/ United States of America	Published 9	75/678317 09-Apr-1999	
PLAY MATE	97000170/ United States of America	Published 9	76/157181 31-Oct-2000	
PLAY MATE	9000318/ United States of America	Registered 9	73563856 18-Oct-1985	1393915 20-May-1986
PLAY MATE	9000324/ United States of America	Registered 28	72450541 05-Mar-1973	990061 06-Aug-1974

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Owner: PLAYBOY ENTERPRISES INTERNATIONAL, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
PLAYMATE	9000317/ United States of America	Registered 14	73464145 06-Feb-1984	1308903 11-Dec-1984
PLAYMATE	9000322/ United States of America	Registered 14	72187491 26-Feb-1964	777867 29-Sep-1964
PLAYMATE	9000316/ United States of America	Registered 16	72040119 05-Nov-1957	721987 26-Sep-1961
PLAYMATE OF THE MONTH	97000589/ United States of America	Pending 28	76/437856 05-Aug-2002	
PLAYMATE OF THE YEAR	9000327/ United States of America	Registered 16	73619058 10-Sep-1981	1462762 27-Oct-1987
PLAYMATE OF THE YEAR	9000326/ United States of America	Registered 9	73/619062 10-Sep-1986	1,462,569 27-Oct-1987
PLAYMATE OF THE YEAR	97000097/ United States of America	Published 16	76/005504 20-Mar-2000	
PLAYMATE OF THE YEAR	97000270/ United States of America	Published 28	76/088306 11-Jul-2000	
PLAYMATE OF THE YEAR	97000492/ United States of America	Published 34	76/354264 02-Jan-2002	
PLAYMATE OF THE YEAR	97000628/ United States of America	Pending 9	76/442354 22-Aug-2002	
PLAYMATE PROFILE	96011055/ United States of America	Registered 9	75/363935 26-Sep-1997	2191045 22-Sep-1998
PLAYMATE W/RABBIT HEAD DESIGN	9000333/ United States of America	Registered 25	73558617 16-Sep-1985	1404136 05-Aug-1986
PLAYMATE	96011404/ United States of America	Registered 16	75/467337 13-Apr-1998	2301586 21-Dec-1999
PLAYMATE	97000130/ United States of America	Published 16	76/005495 20-Mar-2000	
RABBIT HEAD DESIGN	97000103/ United States of America	Registered 16	76/005004 20-Mar-2000	2666917 24-Dec-2002
RABBIT HEAD DESIGN	96011819/ United States of America	Registered 12	75/664960 22-Mar-1999	2407227 21-Nov-2000

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Owner: PLAYBOY ENTERPRISES INTERNATIONAL, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
RABBIT HEAD DESIGN	9000305/ United States of America	Registered 14	73464146 06-Feb-1984	1308904 11-Dec-1984
RABBIT HEAD DESIGN	97000629/ United States of America	Pending 9	76/442356 22-Aug-2002	
RABBIT HEAD DESIGN	8900798/ United States of America	Registered 18	286,818 13-Dec-1967	871.553 24-Jun-1969
RABBIT HEAD DESIGN	8900799/ United States of America	Registered 28	72302074 05-Jul-1968	873370 22-Jul-1969
RABBIT HEAD DESIGN	97000842/ United States of America	Pending 14	76/482822 16-Jan-2003	
RABBIT HEAD DESIGN	9000311/ United States of America	Registered 14	72162258 07-Feb-1963	759207 29-Oct-1963
RABBIT HEAD DESIGN	8900490/ United States of America	Registered 25	73391484 28-Sep-1982	1276276 01-May-1984
RABBIT HEAD DESIGN	97000868/ United States of America	Pending 28	76/489973 13-Feb-2003	
RABBIT HEAD DESIGN	9600800/ United States of America	Registered 34	75195962 08-Nov-1996	2107307 21-Oct-1997
RABBIT HEAD DESIGN	9000308/ United States of America	Registered 21	72/052490 28-May-1958	679997 09-Jun-1959
RABBIT HEAD DESIGN	96011845/ United States of America	Registered 6	75/674184 05-Apr-1999	2618521 10-Sep-2002
RABBIT HEAD DESIGN	96011912/ United States of America	Published 42	75/706354 14-May-1999	
RABBIT HEAD DESIGN	96011911/ United States of America	Published 41	75/706356 14-May-1999	
RABBIT HEAD DESIGN	96011894/ United States of America	Registered 3	75/694662 29-Apr-1999	2443328 10-Apr-2001
RABBIT HEAD DESIGN	96011953/ United States of America	Registered 12	75/735763 23-Jun-1999	2449959 08-May-2001
RABBIT HEAD DESIGN	96011886/ United States of America	Published 9	75/689730 22-Apr-1999	

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Owner: PLAYBOY ENTERPRISES INTERNATIONAL, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
RABBIT HEAD DESIGN	9000307/ United States of America	Registered 16	71686448 28-Apr-1955	643926 09-Apr-1957
RABBIT HEAD DESIGN	9000306/ United States of America	Registered 9	73563848 18-Oct-1985	1393913 06-May-1986
RABBIT HEAD DESIGN	96011991/ United States of America	Registered 15	75/756329 20-Jul-1999	2434256 06-Mar-2001
RABBIT HEAD DESIGN	97000064/ United States of America	Registered 28	76/118862 10-Apr-2001	2626133 24-Sep-2002
RABBIT HEAD DESIGN	96011993/ United States of America	Registered 20	75/756327 20-Jul-1999	2483351 28-Aug-2001
RABBIT HEAD DESIGN	9000309/ United States of America	Registered 25	72117864 14-Apr-1961	728889 20-Mar-1962
RABBIT HEAD DESIGN	9000288/ United States of America	Registered 34	72162259 07-Feb-1963	761793 24-Dec-1963
RABBIT HEAD DESIGN	9600741/ United States of America	Registered 14	75/226139 15-Jan-1997	2177521 28-Jul-1998
RABBIT HEAD DESIGN	96011434/ United States of America	Registered 12	75/512633 02-Jul-1998	2356096 06-Jun-2000
RABBIT HEAD DESIGN	9400492/ United States of America	Registered 9	74/456176 29-Oct-1993	1918754 12-Sep-1995
RABBIT HEAD DESIGN	97000237/ United States of America	Registered 28	76/183153 19-Dec-2000	2586538 25-Jun-2002
RABBIT HEAD DESIGN	9000289/ United States of America	Registered 3	72166995 18-Apr-1963	764819 11-Feb-1964
RABBIT HEAD DESIGN	97000366/ United States of America	Published 9	76/274834 21-Jun-2001	
RABBIT HEAD DESIGN	9600634/ United States of America	Registered 10	75/188860 10-Oct-1996	2.109.005 28-Oct-1997
RABBIT HEAD DESIGN	96011500/ United States of America	Registered 28	75/562927 02-Oct-1998	2556438 02-Apr-2002
RABBIT HEAD DESIGN	9000291/ United States of America	Registered 24	72192592 04-May-1964	784504 02-Feb-1965

## Trademark List by Owner

Owner: **PLAYBOY ENTERPRISES INTERNATIONAL, INC.**

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
RABBIT HEAD DESIGN	97000370/ United States of America	Published 5	76/283213 03-Jul-2001	
RABBIT HEAD DESIGN	9000295/ United States of America	Registered 16	72193953 21-May-1964	791333 22-Jun-1965
RABBIT HEAD DESIGN	9000302/ United States of America	Registered 9	73067124 28-Oct-1975	1058294 08-Feb-1977
RABBIT HEAD DESIGN	9000303/ United States of America	Registered 25	264.329 02-Jun-1980	1192561 23-Mar-1982
RABBIT HEAD DESIGN	97000345/ United States of America	Published 6	76/263879 29-May-2001	
RABBIT HEAD DESIGN	97000591/ United States of America	Pending 11	76/435178 29-Jul-2002	
RABBIT HEAD DESIGN	97000583/ United States of America	Pending 21	76/435177 29-Jul-2002	
RABBIT HEAD DESIGN	97000590/ United States of America	Pending 28	76/437855 05-Aug-2002	
RABBIT HEAD DESIGN	96011398/ United States of America	Registered 25	75/501593 12-Jun-1998	2297011 30-Nov-1999
RABBIT HEAD DESIGN	97000358/ United States of America	Published 30	76/276579 25-Jun-2001	
ROMANTICS BY PLAYBOY	9600231/ United States of America	Registered 25	75/065493 26-Feb-1996	2,021,099 03-Dec-1996
SEX COURT	97000092/ United States of America	Registered 41	76/096698 26-Jul-2000	2548594 12-Mar-2002
SEXCOURT	96012015/ United States of America	Registered 9	75/772270 10-Aug-1999	2462631 19-Jun-2001
SEXCOURT	96011987/ United States of America	Registered 41	75/770657 06-Aug-1999	2412149 12-Dec-2000
SPRING BREAK	9000256/ United States of America	Registered 16	73531813 12-Apr-1985	1366636 22-Oct-1985
SUNSHAL	96012092/ United States of America	Published 3	75/920876 16-Feb-2000	

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Owner: PLAYBOY ENTERPRISES INTERNATIONAL, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
THE PLAYBOY CLUB	9000347/ United States of America	Registered 42	72122528 21-Jun-1961	746367 05-Mar-1963
THE PLAYBOY EDGE	97000529/ United States of America	Published 5	78/119396 03-Apr-2002	
THE PLAYBOY FOUNDATION AND DESIGN	9300369/ United States of America	Registered 42	74/246398 14-Feb-1992	1743106 29-Dec-1992
THE WEEKEND FLASH	97000782/ United States of America	Pending 41	76/466765 14-Nov-2002	
TV CLUB AND RABBIT HEAD DESIGN	97000563/ United States of America	Published 41	76/419773 12-Jun-2002	
UNIQUELY PLAYMATES	97000338/ United States of America	Published 16	78/061268 01-May-2001	
VIDEO CENTERFOLD	9000255/ United States of America	Registered 9	73/584269 24-Feb-1986	1442822 16-Jun-1987
VIP W/RABBIT HEAD DESIGN	9000441/ United States of America	Registered 42	72182481 06-Dec-1963	792715 13-Jul-1965
WET & WILD	9300288/ United States of America	Registered 9	74/334405 25-Nov-1992	1826170 15-Mar-1994
WET AND WILD	96011510/ United States of America	Registered 16	75/566654 07-Oct-1998	2301995 21-Dec-1999
X-TRME TEAM AND LOGO	96012211/ United States of America	Published 25	76/079322 28-Jun-2000	

## Trademark List by Owner

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Owner: SPICE ENTERTAINMENT, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
CABLE VIDEO STORE	SE17700000/ United States of America	Registered 38	73/593453 14-Apr-1986	1433268 17-Mar-1987
CUMBERS PICE	S2107/ United States of America	Published 41	76/154436 26-Oct-2000	
EROTIC SHOPPING FOR GROWN UPS	96012039/ United States of America	Registered 42	75/025852 30-Nov-1995	2015516 12-Nov-1996
E-VIBE	97000131/ United States of America	Published 3, 5, 10	76/160029 06-Nov-2000	
FRENCH SILK	97000133/ United States of America	Published 3, 5, 10	76/159916 06-Nov-2000	
INTERACTIVE SPICE WITH LIPS LOGO	S2027/ United States of America	Registered 9	74/636883 21-Feb-1995	2100636 30-Sep-1997
LOVE TRINKETS	97000802/ United States of America	Pending 10	76/475630 16-Dec-2002	
MALE ATTITUDES	S2170/ United States of America	Pending 10	76/414094 03-Jun-2002	
PRIVATE MEMBERS	S2168/ United States of America	Published 10	76/414765 03-Jun-2002	
PRIVATE SHOPPING FOR PRIVATE MOMENTS	S2064/ United States of America	Registered 42	75/025851 30-Nov-1995	2015515 12-Nov-1996
SENSUAL SWIRL	97000132/ United States of America	Published 3, 5, 10	76/160028 06-Nov-2000	
SPICE	S2028/ United States of America	Published 9	75/832225 26-Oct-1999	
SPICE	S1095/ United States of America	Registered 41	74/039455 19-Mar-1990	1690906 02-Jun-1992
SPICE	S2112/ United States of America	Registered 41	76/154389 26-Oct-2000	2616867 10-Sep-2002
SPICE	S2023/ United States of America	Suspended 25	75/832382 26-Oct-1999	
SPICE	S2000/ United States of America	Registered 10	75/832302 26-Oct-1999	2659999 10-Dec-2002



# Trademark List by Owner

**Owner: SPICE ENTERTAINMENT, INC.**

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
SPICE CLUB	S2148/ United States of America	Published 41	76/234183 30-Mar-2001	
SPICE HOT	S2151/ United States of America	Published 38, 41	78/071287 27-Jun-2001	
SPICE NETWORKS & LIPS LOGO	96012054/ United States of America	Registered 25	75/167197 17-Sep-1996	2063530 20-May-1997
SPICE PLATINUM	S2113/ United States of America	Registered 41	76/187076 28-Dec-2000	2571163 21-May-2002
SPICE PLATINUM 2	S2117/ United States of America	Published 41	78/037696 04-Dec-2000	
SPICE PLATINUM LIVE	S2114/ United States of America	Published 41	76/185321 22-Dec-2000	
SPICE STIX	97000135/ United States of America	Published 10	76/172628 29-Nov-2000	
SPICE STORE	S2109/ United States of America	Registered 35	76/158011 01-Nov-2000	2531780 22-Jan-2002
SPICE TV CLUB	S2193/ United States of America	Published 41	76/437857 05-Aug-2002	
SPICE WITH LIPS LOGO	S2086/ United States of America	Published 14	76/149153 18-Oct-2000	
SPICE WITH LIPS LOGO	S1138/ United States of America	Registered 10	76/038002 01-May-2000	2602128 30-Jul-2002
SPICE WITH LIPS LOGO	S1136/ United States of America	Pending 3	76/038001 01-May-2000	
SPICE WITH LIPS LOGO	S1137/ United States of America	Registered 9	76/183151 19-Dec-2000	2660449 10-Dec-2002
SPICE WITH LIPS LOGO	S1140/ United States of America	Published 28	76/038000 01-May-2000	
SPICE WITH LIPS LOGO	S2055/ United States of America	Suspended 25	76/070331 14-Jun-2000	
SPICE WITH LIPS LOGO	S2036/ United States of America	Registered 41	75/167196 17-Sep-1996	2091263 26-Aug-1997

## Trademark List by Owner

Owner: SPICE ENTERTAINMENT, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
SPICE V	S2194/ United States of America	Published 35	76/437349 05-Aug-2002	
SPICE V	S2150/ United States of America	Registered 41	76/233552 30-Mar-2001	2573387 28-May-2002
SPICE V WITH LIPS LOGO	S2169/ United States of America	Published 3, 10, 25	76/417265 30-Jun-2002	
SPICE V.COM	S2149/ United States of America	Registered 41	76/233569 30-Mar-2001	2573388 28-May-2002
UGAL -N-SPICE	97000136/ United States of America	Published 3, 5, 10	76/159915 06-Nov-2000	
EMBRACING LIPSTICK	97000134/ United States of America	Published 10	76/183150 19-Dec-2000	

# Trademark List by Owner

Owner: SPICE HOT ENTERTAINMENT, INC.

Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
THE HOT NETWORK	S2154/ United States of America	Registered 41	75727710 14-Jun-1999	2585832 25-Jun-2002

# TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (the "Agreement") made as of this 11<sup>th</sup> day of March, 2003, by the parties set forth on the signature page hereto (each, a "Grantor" and collectively, "Grantors") in favor of Bank of America, N.A., in its capacity as Agent for the Lenders party to the Credit Agreement (defined below) ("Grantee"):

## W I T N E S S E T H

WHEREAS, PEI Holdings, Inc. ("PEI"), Grantee and Lenders are parties to a certain Credit Agreement of even date herewith (as the same may be amended or otherwise modified from time to time, the "Credit Agreement"), providing for extensions of credit to be made to or for the benefit of PEI by Lenders;

WHEREAS, pursuant to a Master Corporate Guaranty of even date herewith (as the same may be amended, modified or supplemented from time to time, the "Guaranty") among each Grantor, various affiliates of PEI and Grantee, each Grantor has guaranteed the payment of all obligations of and amounts owing by PEI under the Credit Agreement; and

WHEREAS, pursuant to the terms of a certain Security Agreement of even date herewith among each Grantor, various affiliates of PEI and Grantee (as the same may be amended or otherwise modified from time to time, the "Security Agreement"), each Grantor has granted to Grantee, for the benefit of Lenders, a lien on, and security interest in, any and all right, title and interest in, and to the Trademarks (as defined in the Security Agreement), whether now owned or hereafter created, acquired or arising, to secure the payment of all obligations of and amounts owing by PEI under the Credit Agreement and each Grantor's obligations under the Guaranty;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations and each Grantor's obligations under the Guaranty, Grantor hereby grants to Grantee, for its benefit and the benefit of Lenders, and hereby affirms its grant pursuant to the Security Agreement (which grant shall be deemed to have been made simultaneously herewith) of, a lien on, and security interest in, any and all right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"; provided that Trademark Collateral will not include "intent to use" trademark applications unless Grantor has used such trademarks and has filed a statement of use or amendment to allege use with respect to such application), whether now owned or hereafter created, acquired or arising:

(i) any trademarks, trademark registrations, and trademark applications, trade names and trade styles, service marks, service registrations and service mark applications, including without limitation, the United States federal trademark registrations and applications set forth on Schedule A hereto, all renewals and extensions of any of the foregoing and all goodwill symbolized by any of the foregoing;

(ii) all income, damages and payments now and hereafter due or payable with respect thereto, including without limitation, damages and payments for past or future infringements, unfair competition, dilution, or for injury to the goodwill associated with any of the Trademarks;

(iii) licenses of any of the foregoing to or from third parties and the royalties and other payments, if any, receivable thereunder;

(iv) the right to sue for past, present and future infringements thereof;

(v) all rights corresponding thereto throughout the world; and

(vi) Proceeds and products of the foregoing and all insurance payments pertaining to the foregoing and proceeds thereof.

Notwithstanding the foregoing, the Trademark Collateral shall not include any General Intangibles or other rights arising under any contracts, instruments, licenses or other documents to the extent that the grant of a Lien or security interest therein would (a) result in a breach of the terms of, or constitute a default under, such contract, instrument, license, agreement or other document (other than to the extent that any such term would be rendered ineffective pursuant to Sections 9-406, 9-407 or 9-408 of the Uniform Commercial Code or any successor provision of the Uniform Commercial Code of any relevant jurisdiction or other applicable law) or (b) give any other party to such contract, instrument, license or other document the right to terminate its obligations thereunder pursuant to a valid and enforceable provision (including without limitation in connection with the operation of Section 9-406, 9-407 or 9-408 of the Uniform Commercial Code or any other applicable law).

IN WITNESS WHEREOF, Grantors have duly executed this Agreement as of the date first written above.

ADULTVISION COMMUNICATIONS, INC.  
ALTA LOMA ENTERTAINMENT, INC.  
LIFESTYLE BRANDS, LTD.  
PLAYBOY ENTERTAINMENT GROUP, INC.

By Robert Campbell  
Name: Robert Campbell  
Title: Treasurer

SPICE ENTERTAINMENT, INC.

By Robert Campbell  
Name: Robert Campbell  
Title: Treasurer

PLAYBOY ENTERPRISES INTERNATIONAL, INC.

By Robert Campbell  
Name: Robert Campbell  
Title: Senior Vice President,  
Treasurer and Strategic Planning

SPICE HOT ENTERTAINMENT, INC.

By \_\_\_\_\_  
Name:  
Title:

Agreed and Accepted  
As of the Date First Written Above

BANK OF AMERICA, N.A.  
as Agent

By David A. Johanson  
Its David A. Johanson  
Vice President

IN WITNESS WHEREOF, Grantors have duly executed this Agreement as of the date first written above.

ADULTVISION COMMUNICATIONS, INC.  
ALTA LOMA ENTERTAINMENT, INC.  
LIFESTYLE BRANDS, LTD.  
PLAYBOY ENTERTAINMENT GROUP, INC.

By \_\_\_\_\_  
Name: Robert Campbell  
Title: Treasurer

SPICE ENTERTAINMENT, INC.

By \_\_\_\_\_  
Name: Robert Campbell  
Title: Treasurer

PLAYBOY ENTERPRISES INTERNATIONAL, INC.

By \_\_\_\_\_  
Name: Robert Campbell  
Title: Senior Vice President,  
Treasurer and Strategic Planning

SPICE HOT ENTERTAINMENT, INC.

By James L. English  
Name: James L. English  
Title: President

Agreed and Accepted  
As of the Date First Written Above

BANK OF AMERICA, N.A.  
as Agent

By \_\_\_\_\_  
Its \_\_\_\_\_

ACKNOWLEDGMENT

STATE OF Illinois )  
COUNTY OF Cook ) SS  
 )

I, \_\_\_\_\_, a Notary Public in and for and residing in said County and State, DO HEREBY CERTIFY THAT Robert Campbell, personally known to me to be the same persons whose names are subscribed to the foregoing instrument appeared before me this day in person and acknowledged that they signed and delivered said instrument as their own free and voluntary act and as the free and voluntary act of the corporations set forth on the signature page of the foregoing instrument for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this \_\_\_\_\_ day of March, 2003.

Ivana Del Real  
Notary Public

My Commission Expires:

9-27-05



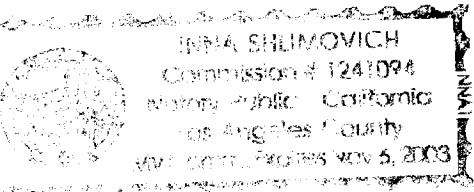


ACKNOWLEDGMENT

STATE OF California )  
 ) SS  
COUNTY OF Los Angeles )

I, Inna Shlimovich, a Notary Public in and for and residing in said County and State, DO HEREBY CERTIFY THAT JAMES L. ENGLISH, personally known to me to be the same person whose name ~~is~~ subscribed to the foregoing instrument appeared before me this day in person and acknowledged that they signed and delivered said instrument as their own free and voluntary act and as the free and voluntary act of the corporations set forth on the signature page of the foregoing instrument for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 11<sup>th</sup> day of March, 2003.



Inna Shlimovich  
Notary Public

My Commission Expires:

November 6, 2003

ACKNOWLEDGMENT

STATE OF Illinois )  
 ) SS  
COUNTY OF )

I, \_\_\_\_\_, a Notary Public in and for and residing in said County and State, DO HEREBY CERTIFY THAT \_\_\_\_\_ of Bank of America, N.A., a \_\_\_\_\_, personally known to me to be the same person whose name is subscribed to the foregoing instrument appeared before me this day in person and acknowledged that \_\_\_he signed and delivered said instrument as \_\_\_\_\_ own free and voluntary act and as the free and voluntary act of said \_\_\_\_\_ for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this \_\_\_\_\_ day of March, 2003.

Ivana Del Real  
Notary Public

My Commission Expires:

9-27-05

