

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NAFT VENTURES I LLC		08/17/2005	Limited Liability Company:
Penthouse Media Group, Inc.		08/17/2005	CORPORATION: DELAWARE
General Media Art Holding, Inc.		08/17/2005	CORPORATION: DELAWARE
General Media Communications, Inc.		08/17/2005	CORPORATION: NEW YORK
General Media Entertainment, Inc.		08/17/2005	CORPORATION: NEW YORK
General Media (UK), Ltd.		08/17/2005	CORPORATION: UNITED KINGDOM
GMCI Internet Operations, Inc.		08/17/2005	CORPORATION: NEW YORK
GMI On-Line Ventures, Ltd.		08/17/2005	CORPORATION: DELAWARE
Penthouse Clubs International Establishment		08/17/2005	CORPORATION: LIECHTENSTEIN
Penthouse Images Acquisitions, Ltd.		08/17/2005	CORPORATION: NEW YORK
Penthouse Media Group (CA), Inc.		08/17/2005	CORPORATION: CALIFORNIA
PMGI Holdings, Inc.		08/17/2005	CORPORATION: DELAWARE
Pure Entertainment Telecommunications, Inc.		08/17/2005	CORPORATION: NEW YORK
Penthouse Financial Services, N.V.		08/17/2005	CORPORATION:
Penthouse Digital Media Productions, Inc.		08/17/2005	CORPORATION:

CH \$2415.00 2422063

RECEIVING PARTY DATA

Name:	U.S. Bank National Association
Street Address:	225 Asylum Street
Internal Address:	Corporate Trust Services, 23rd Flr
City:	Hartford
State/Country:	CONNECTICUT
Postal Code:	06013
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 96

Property Type	Number	Word Mark
Registration Number:	2422063	AMATEUR SWITCHBOARD
Registration Number:	1367529	BALLOONHEADS
Registration Number:	2437493	EARTHLINK SCIENCE
Registration Number:	1292185	FORUM
Registration Number:	1359176	HOT TALK
Registration Number:	2420091	MIND & MUSCLE POWER
Registration Number:	2420110	MIND & MUSCLE POWER
Registration Number:	1323232	
Registration Number:	880922	PENTHOUSE
Registration Number:	2435702	PENTHOUSE
Registration Number:	1064636	PENTHOUSE
Registration Number:	1074534	PENTHOUSE
Registration Number:	2686386	PENTHOUSE
Registration Number:	2386351	PENTHOUSE
Registration Number:	1430050	PENTHOUSE
Registration Number:	1515321	PENTHOUSE
Registration Number:	2738557	PENTHOUSE
Registration Number:	2952697	PENTHOUSE BOUTIQUE
Registration Number:	1963425	PENTHOUSE COMIX
Registration Number:	2243111	PENTHOUSE COMIX
Registration Number:	1020498	PENTHOUSE FORUM
Registration Number:	1367554	PENTHOUSE LETTERS
Registration Number:	1960448	PENTHOUSE MEN'S ADVENTURE COMIX
Registration Number:	2450888	PENTHOUSE MENS CLUB
Registration Number:	1289736	PENTHOUSE PETS
Registration Number:	2441085	PENTHOUSE.COM
Registration Number:	2337421	PENTHOUSEMAG.COM
Registration Number:	1128612	PET OF THE MONTH
Registration Number:	1121403	PET OF THE YEAR
Registration Number:	2546647	PETNET
Registration Number:	2531771	SAVE THE ARTS
Registration Number:	2554332	SPORTING AMERICA

Registration Number:	2701927	THE GIRLS OF PENTHOUSE
Registration Number:	2810417	THE PENTHOUSE CLUB
Registration Number:	2738555	THE PENTHOUSE SELECTION
Registration Number:	1092929	
Registration Number:	1323231	
Registration Number:	1073618	
Registration Number:	2346129	
Registration Number:	2744275	
Registration Number:	1104321	VARIATIONS
Registration Number:	2185045	VARIATIONS
Registration Number:	2459720	VARIATIONS
Registration Number:	2721206	VARIATIONS
Registration Number:	2515315	CARTOONWANK
Registration Number:	2515316	CARTOONWANK.COM
Serial Number:	78593224	CALIGULA
Serial Number:	76640455	GAMETIME
Serial Number:	76640864	GIRL TALK
Serial Number:	76640866	GROOM AT THE TOP
Serial Number:	78530507	GUCCIONE
Serial Number:	78565736	GUCCIONE
Serial Number:	78565760	GUCCIONE'S
Serial Number:	76643046	ON THE DESK
Serial Number:	76636144	
Serial Number:	76636146	
Serial Number:	76636147	
Serial Number:	76643152	PENTHOUSE CASINO
Serial Number:	76581658	PENTHOUSE
Serial Number:	78483284	PENTHOUSE
Serial Number:	76629990	PENTHOUSE
Serial Number:	76636141	PENTHOUSE
Serial Number:	76636142	PENTHOUSE
Serial Number:	76636145	PENTHOUSE
Serial Number:	76227798	PENTHOUSE BLACK LABEL
Serial Number:	76643151	PENTHOUSE CASINO
Serial Number:	76643150	PENTHOUSE CASINO

Serial Number:	76543697	PENTHOUSE CHANNEL
Serial Number:	76588435	PENTHOUSE EXECUTIVE CLUB
Serial Number:	76630021	PENTHOUSE LETTERS
Serial Number:	76642290	PENTHOUSE LINGERIE
Serial Number:	76643198	PENTHOUSE LINGERIE
Serial Number:	76640452	PENTHOUSE LOUNGE
Serial Number:	76640456	PENTHOUSE LOUNGE
Serial Number:	76640457	PENTHOUSE LOUNGE
Serial Number:	76632201	PENTHOUSE RECORDS
Serial Number:	76640454	PENTHOUSEFORUM.COM
Serial Number:	76640867	PENTHOUSELETTERS.COM
Serial Number:	76640451	PENTHOUSESTORE.COM
Serial Number:	76636999	PET CHRONICLES
Serial Number:	76630020	THE GIRLS OF PENTHOUSE
Serial Number:	76640450	THE INTERNATIONAL MAGAZINE FOR MEN
Serial Number:	76637795	THE PENTHOUSE CLUB
Serial Number:	76637794	THE PENTHOUSE CLUB
Serial Number:	76636139	
Serial Number:	76636140	
Serial Number:	76636143	
Serial Number:	78483309	
Serial Number:	76743199	
Serial Number:	76630019	VARIATIONS
Serial Number:	76640865	VARIATIONS.COM
Serial Number:	76636997	VICES & VANITIES
Serial Number:	78611965	VICES & VANITIES
Serial Number:	78634012	VICES & VANITIES
Serial Number:	76637793	VICES & VANITIES
Serial Number:	76637792	WHERE THE MAGAZINE COMES TO LIFE!

CORRESPONDENCE DATA

Fax Number: (202)728-0744

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2027216405

Email: christine.wilson@thomson.com

Correspondent Name: Irell & Manella LLP

Address Line 1: 1800 Avenue of the Stars
Address Line 2: Suite 900
Address Line 4: Los Angeles, CALIFORNIA 90067

NAME OF SUBMITTER:	Christine Wilson
Signature:	/CHRISTINE WILSON/
Date:	08/17/2005

Total Attachments: 9

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ASSIGNMENT OF SECURITY INTEREST

WHEREAS, NAFT Ventures I LLC ("Assignor"), has security interests (the "Security Interests") in the intellectual property listed on the annexed Schedule 1 ("Collateral");

WHEREAS, Assignor desires to assign, transfer and convey the Security Interest to U.S. Bank National Association as Agent for the "Holders" (collectively, the "Assignee"), pursuant to that certain Securities Purchase Agreement dated as of August [16], 2005 ("Purchase Agreement") and the related Security and Pledge Agreement (the "Agreement"), as each may be amended or modified from time to time, in favor of the Assignee;

WHEREAS, Penthouse Media Group, Inc. ("PMGI") and each "Guarantor" (defined in the Purchase Agreement) (collectively, the "PMGI Parties") desire to consent to such assignment, and when assigned to Assignee, the Security Interest shall evidence, record and perfect Assignee's security interest and lien in the PMGI Parties' Collateral pursuant to the Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign and transfer unto the Assignee the Security Interests in, and lien on, the Collateral, including all rights, powers, priorities and privileges evidenced thereby, to secure the prompt payment, performance and observance by the PMGI Parties of the Obligations. Each of the PMGI Parties hereby ratifies the Security Interests, consents to such assignment and transfer, and acknowledges and confirms that the Security Interests shall continue in full force and effect following such assignment and transfer, and shall for all purposes inure to the benefit of Assignee.

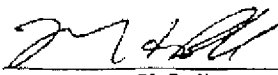
Assignor and each of the PMGI Parties hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the assignment of, security interest in and lien on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is Corporate Trust Services, 225 Asylum Street, 23rd Floor, Hartford, CT 06103, Attn: Kathy L. Mitchell, Vice President.

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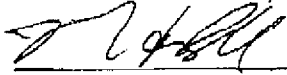
IN WITNESS WHEREOF, Assignor has caused this Assignment of Security Interests to be duly executed by its officer thereunto duly authorized as of the 17th day of August, 2005.

NAFT VENTURES I LLC

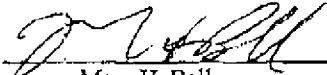
By: 
Name: Marc H. Bell
Title: Managing Member

Acknowledged and Agreed:

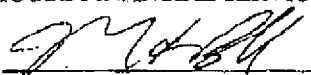
PENTHOUSE MEDIA GROUP, INC.

By: 
Name: Marc H. Bell
Title: President

- GENERAL MEDIA ART HOLDING, INC.
- GENERAL MEDIA COMMUNICATIONS, INC.
- GENERAL MEDIA ENTERTAINMENT, INC.
- GENERAL MEDIA (UK), LTD.
- GMCI INTERNET OPERATIONS, INC.
- GMI ON-LINE VENTURES, LTD.
- PENTHOUSE CLUBS INTERNATIONAL ESTABLISHMENT
- PENTHOUSE IMAGES ACQUISITIONS, LTD.
- PENTHOUSE MEDIA GROUP (CA) INC.
- PMGI HOLDINGS, INC.
- PURE ENTERTAINMENT TELECOMMUNICATIONS, INC.

By: 
Name: Marc H. Bell
Title: President

PENTHOUSE FINANCIAL SERVICES, N.V.

By: 
Name: Marc H. Bell
Title: Managing Director

PENTHOUSE DIGITAL MEDIA PRODUCTIONS, INC.

By: _____
Name: Donald Guarnieri
Title: President

IN WITNESS WHEREOF, Assignor has caused this Assignment of Security Interests to be duly executed by its officer thereunto duly authorized as of the 17th day of August, 2005.

NAFT VENTURES I LLC

By: _____
Name: Marc H. Bell
Title: Managing Member

Acknowledged and Agreed:

PENTHOUSE MEDIA GROUP, INC.

By: _____
Name: Marc H. Bell
Title: President

GENERAL MEDIA ART HOLDING, INC.
GENERAL MEDIA COMMUNICATIONS, INC.
GENERAL MEDIA ENTERTAINMENT, INC.
GENERAL MEDIA (UK), LTD.
GMCI INTERNET OPERATIONS, INC.
GMI ON-LINE VENTURES, LTD.
PENTHOUSE CLUBS INTERNATIONAL ESTABLISHMENT
PENTHOUSE IMAGES ACQUISITIONS, LTD.
PENTHOUSE MEDIA GROUP (CA) INC.
PMGI HOLDINGS, INC.
PURE ENTERTAINMENT TELECOMMUNICATIONS, INC.

By: _____
Name: Marc H. Bell
Title: President

PENTHOUSE FINANCIAL SERVICES, N. V.

By: _____
Name: Marc H. Bell
Title: Managing Director

PENTHOUSE DIGITAL MEDIA PRODUCTIONS, INC.

By: *Donald*
Name: Donald Guarnieri
Title: President

Schedule 1

U. S. Registrations

Trademark	Registration No.	Issue Date
AMATEUR SWITCHBOARD	2,422,063	1/16/01
BALLOONHEADS DESIGN	1,367,529	10/29/85
EARTHLINK SCIENCE	2,437,493	3/20/01
FORUM	1,292,185	8/28/84
HOT TALK	1,359,176	9/10/85
MIND & MUSCLE POWER	2,420,091	1/9/01
MIND & MUSCLE POWER logo	2,420,110	1/9/01
ONE KEY LOGO	1,323,232	3/5/85
PENTHOUSE	880,922	11/18/69
PENTHOUSE	2,435,702	3/13/01
PENTHOUSE	1,064,636	4/26/77
PENTHOUSE	1,074,534	10/4/77
PENTHOUSE	2,686,386	2/11/03
PENTHOUSE	2,386,351	9/12/00
PENTHOUSE	1,430,050	2/24/87
PENTHOUSE	1,515,321	12/6/88
PENTHOUSE	2,738,557	7/15/03
PENTHOUSE BOUTIQUE logo	2,952,697	5/17/05
PENTHOUSE COMIX	1,963,425	3/19/96
PENTHOUSE COMIX	2,243,111	5/4/99

Trademark	Registration No.	Issue Date
PENTHOUSE FORUM	1,020,498	9/16/75
PENTHOUSE LETTERS	1,367,554	10/29/85
PENTHOUSE MEN'S ADVENTURE COMIX	1,960,448	3/5/96
PENTHOUSE MENS CLUB	2,450,888	5/15/01
PENTHOUSE PETS	1,289,736	8/14/84
PENTHOUSE.COM	2,441,085	4/3/01
PENTHOUSEMAG.COM	2,337,421	4/4/00
PET OF THE MONTH	1,128,612	1/1/80
PET OF THE YEAR	1,121,403	7/3/79
PETNET	2,546,647	3/12/02
SAVE THE ARTS	2,531,771	1/22/02
SPORTING AMERICA	2,554,332	3/26/02
THE GIRLS OF PENTHOUSE	2,701,927	4/1/03
THE PENTHOUSE CLUB logo	2,810,417	2/3/04
THE PENTHOUSE SELECTION	2,738,555	7/15/03
THREE KEY LOGO	1,092,929	6/6/78
THREE KEY LOGO	1,323,231	3/5/85
THREE KEY LOGO	1,073,618	9/20/97
THREE KEY LOGO	2,346,129	4/25/00
THREE KEY LOGO	2,744,275	7/29/03
VARIATIONS	1,104,321	10/17/78
VARIATIONS	2,185,045	8/25/98

Trademark	Registration No.	Issue Date
VARIATIONS	2,459,720	6/12/01
VARIATIONS	2,721,206	6/3/03
CARTOONWANK	2,515,315	12/4/01
CARTOONWANK.COM	2,515,316	12/4/01

U. S. Applications

Trademark	Application No.	Filing Date
CALIGULA	78/593,224	3/23/05
GAMETIME	76/640,455	6/8/05
GIRL TALK	76/640,864	6/14/05
GROOM AT THE TOP	76/640,866	6/14/05
GUCCIONE	78/530,507	12/10/04
GUCCIONE	78/565,736	2/11/05
GUCCIONE'S	78/565,760	2/11/05
ON THE DESK	76/643,046	7/18/05
ONE KEY LOGO	76/636,144	4/15/05
ONE KEY LOGO	76/636,146	4/15/05
ONE KEY LOGO	76/636,147	4/15/05
PENTHOUSE CASINO	76/643,152	7/18/05
PENTHOUSE	76/581,658	3/16/04
PENTHOUSE	78/483,284	9/14/04
PENTHOUSE	76/629,990	1/31/05
PENTHOUSE	76/636,141	4/15/05

Trademark	Application No.	Filing Date
PENTHOUSE	76/636,142	4/15/05
PENTHOUSE	76/636,145	4/15/05
PENTHOUSE BLACK LABEL	76/227,798	3/21/01
PENTHOUSE CASINO	76/643,151	7/18/05
PENTHOUSE CASINO	76/643,150	7/18/05
PENTHOUSE CHANNEL	76/543,697	8/29/03
PENTHOUSE EXECUTIVE CLUB logo	76/588,435	4/22/04
PENTHOUSE LETTERS logo	76/630,021	1/31/05
PENTHOUSE LINGERIE	76/642,290	7/18/05
PENTHOUSE LINGERIE logo	76/643,198	7/18/05
PENTHOUSE LOUNGE	76/640,452	6/8/05
PENTHOUSE LOUNGE	76/640,456	6/8/05
PENTHOUSE LOUNGE	76/640,457	6/8/05
PENTHOUSE RECORDS	76/632,201	2/28/05
PENTHOUSEFORUM.COM	76/640,454	6/8/05
PENTHOUSELETTERS.COM	76/640,867	6/14/05
PENTHOUSESTORE.COM	76/640,451	6/8/05
PET CHRONICLES	76/636,999	4/25/05
THE GIRLS OF PENTHOUSE logo	76/630,020	1/31/05
THE INTERNATIONAL MAGAZINE FOR MEN	76/640,450	6/8/05
THE PENTHOUSE CLUB	76/637,795	5/3/05

Trademark	Application No.	Filing Date
THE PENTHOUSE CLUB	76/637,794	5/3/05
THREE KEY LOGO	76/636,139	4/15/05
THREE KEY LOGO	76/636,140	4/15/05
THREE KEY LOGO	76/636,143	4/15/05
THREE KEY LOGO	78/483,309	9/14/04
TURNUED ON	76/743,199	7/18/05
VARIATIONS logo	76/630,019	1/31/05
VARIATIONS.COM	76/640,865	6/14/05
VICES & VANITIES	76/636,997	4/25/05
VICES & VANITIES	78/611,965	4/19/05
VICES & VANITIES	78/634,012	5/20/05
VICES & VANITIES	76/637,793	5/3/05
WHERE THE MAGAZINE COMES TO LIFE	76/637,792	5/3/05