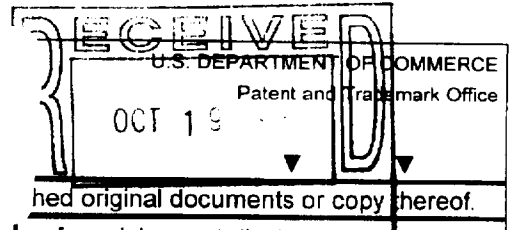


Resubmission

FORM PTO-1594 (Modified)
(Rev. 6/93)
OMB No. 0651-0011 (exp 4/94)
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MAD
10-19 98^R

05-26-1999



Tab settings

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Send original documents or copy thereof.

1. Name of conveying party(ies):
Hilton Hotels Corporation
 9336 Civic Center Drive
 Beverly Hills, CA 90210

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

Additional names(s) of conveying party(ies) Yes No

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

Execution Date: _____

2. Name and address of receiving party(ies):

Name: **Bally Total Fitness Holiding Corporation**

Internal Address: _____

Street Address: **8700 West Bryn Mawr, 2nd Floor**

City: **Chicago**, State: **IL** ZIP: **60631**

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	1,151,961 1,715,953
	1,666,141 1,734,972
	1,724,335 1,773,050

Additional numbers Yes No

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

Name: **Julie A. Katz, Esq., Welsh & Katz, Ltd.**

Internal Address: _____

Street Address: **120 South Riverside Plaza, 22nd Floor**

City: **Chicago** State: **IL** ZIP: **60606**

6. Total number of applications and registrations involved: **6**

7. Total fee (37 CFR 3.41): \$ **140.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-0920 **25E**

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

11/03/1998 JSW:WZZ 0000002/ 230920 1131961
01 FC:481 40.00 CP
02 FC:482 25.00 CH 100.00 CP

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Julie A. Katz 10/13/98
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **4**

SERVICE MARK ASSIGNMENT

WHEREAS, Hilton Hotels Corporation, a California corporation having its principal place of business at 9336 Civic Center Drive, Beverly Hills, California 90210 ("Assignor"), attained an ownership interest in certain VERTICAL CLUB designations, including those currently registered and identified in Schedule A attached hereto (herein collectively "Service Marks");

WHEREAS, Bally Total Fitness Holding Corporation, a Delaware corporation having its principal place of business at 8700 West Bryn Mawr Avenue, Chicago, Illinois 60631 ("Assignee"), desires to purchase the Service Marks owned by Assignor; and

WHEREAS, Assignor has agreed to assign all its right, title and interest in such Service Marks to Assignee.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and sells all of its right, title and interest to the Service Marks together with the goodwill of the business symbolized by said Service Marks and all causes of action, claims and demands or other rights for or arising from any infringement, including past infringements of the Service Marks.

Assignor will, at any time and from time to time, upon request of Assignee and at Assignee's expense, execute, acknowledge and deliver all such further acts and deeds, assignments, instruments of transfer or conveyance, registrations for assignments, powers of attorney and assurances as may be required for the assigning, assuring and confirming to Assignee, or to its successors and assigns, or

for aiding and assisting in collecting and reducing to possession, any or all of the Service Marks intended to be assigned under this Service Mark Assignment.

This Service Mark Assignment shall be binding upon the successors, assigns, nominees or other legal representatives of Assignor.

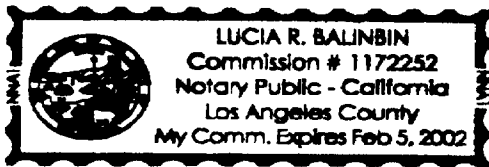
IN WITNESS WHEREOF, this Service Mark Assignment is executed on this 8 day of October, 1998.

HILTON HOTELS CORPORATION

By: *Carey J. Dutton*
Name: CAREY J. DUTTON
Title: VICE PRESIDENT and COUNSEL

STATE OF California)
COUNTY OF Los Angeles) ^{ss}

On this 8th day of October, 1998, before me personally came the above-named Carey J. Dutton, to me personally known as the individual who executed the foregoing Service Mark Assignment, and who acknowledged to me that he executed the same of his own free will for the purposes therein set forth.



Lucia R. Balinbin
Notary Public

(SEAL)

SCHEDULE A
SERVICE MARKS

Service Marks	Serial No.	Filing Date	Registration No.	Registration Date
<i>SERVICE MARK REGISTRATIONS</i>				
THE VERTICAL CLUB	74/174,748	06/10/91	1,724,335	10/13/92
VERTICAL CLUB	74/104,800	10/09/90	1,666,141	11/26/91
VERTICAL CLUB	74/262,099	04/03/92	1,734,972	11/24/92
VERTICAL CLUB and Design	N/A	N/A	1,151,961	4/21/81
VERTICAL CLUB and Design (triangle logo)	74/290,857	07/06/92	1,773,050	05/25/93
Vertical Club & Design	74/210,159	N/A	1,715,953	N/A