

12-06-2000



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11-20-00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name **Park Place Entertainment Corporation**

Execution Date
Month Day Year

10 26 00

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization **Delaware**

Receiving Party

Mark if additional names of receiving parties attached

Name **Bally Total Fitness Holding Corporation**

DBA/AKA/TA

Composed of

Address (line 1) **8700 West Bryn Mawr Avenue**

Address (line 2) **2nd Floor**

Address (line 3) **Chicago**

City

Illinois

State/County

60631

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization **Delaware**

12/05/2000

MTHAI1 00000334 75157749

01 FC:481
02 FC:482

40.00 OP
400.00 OP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002188 FRAME: 0082

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/157,749"/>	<input type="text" value="75/157,797"/>	<input type="text" value="75/660,563"/>
<input type="text" value="75/769,429"/>	<input type="text" value="75/799,114"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,441,062"/>	<input type="text" value="1,673,918"/>	<input type="text" value="1,854,914"/>
<input type="text" value="1,915,383"/>	<input type="text" value="2,030,899"/>	<input type="text" value="1,992,150"/>
<input type="text" value="1,973,721"/>	<input type="text" value="2,020,345"/>	<input type="text" value="2,164,610"/>

Number of Properties

Enter the total number of properties involved.

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

Method of Payment: Enclosed Deposit Account

Deposit Account

(enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

Authorization to charge additional fees:

Yes No

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. Charges to deposition account are authorized, as indicated herein.

Scott Slavick

11/16/00

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year
10/26/00

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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<input type="text" value="2,373,149"/>	<input type="text" value="2,360,487"/>	<input type="text" value="2,168,352"/>
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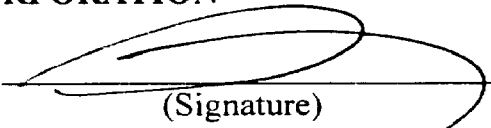
ASSIGNMENT

WHEREAS, Park Place Entertainment Corporation, a Delaware corporation ("Assignor"), is the owner of the BALLY formative, BALLY'S formative and B formative trademarks or service marks, which are now registered or the subject of applications (shown on the attached schedule) along with certain unregistered common law marks and/or any other indicia of origin derivative of such marks which have been used pursuant to the Trademark License Agreement dated as of January 9, 1996 between Assignor and Assignee (as defined below) (such applications, registrations and unregistered common law marks and other indicia of origin derivative of such marks referred to collectively, whether scheduled or not scheduled, as "Trademarks"); and

WHEREAS, Bally Total Fitness Holding Corporation, a Delaware corporation ("Assignee"), is desirous of acquiring said Trademarks and all associated goodwill in said Trademarks

NOW, THEREFORE, for good and valuable consideration, Assignor hereby assigns to Assignee all right, title and interest in and to said Trademarks including the applications and registrations therefor, together with the goodwill associated with the Trademarks, and with all claims that could be asserted by Assignor arising out of or relating to the use or ownership of said Trademarks.

PARK PLACE ENTERTAINMENT CORPORATION

By: 
(Signature)

Name: SCOTT MAHONEY
(Printed or typed)

Title: VP/ COUNSEL

Date: 10/26/00

COUNTRY (STATE)	MARK	REG. NO. (SERIAL NO)	REG. DATE (FILING DATE)	GOODS/SERVICES (CLASS)
United Kingdom	BALLY (Stylized/Script)	1,441,062	5/29/1990	Exercise bicycles, rowing machines, stair climbing machines, machines incorporating weights (28)
United States	BALLY'S TOTAL FITNESS	1,673,918	1/28/1992	Health and fitness club services (41)
United States	BALLY'S (Stylized/Script)	1,854,914	9/20/1994	Health club services (41)
	BALLY'S (Stylized/Script)	1,915,383	8/29/1995	Credit card services (36)
United States	B (Stylized/Script)	2,030,899	1/14/1997	Health club services (41)
United States	BALLY TOTAL FITNESS	1,992,150	8/6/1996	Health club services (41)
United States	B (Stylized/Script) BALLY TOTAL FITNESS (Square Design)	1,973,721	5/14/1996	Health club services (41)
United States	B (Stylized/Script) BALLY TOTAL FITNESS	2,020,345	12/3/1996	Health club services (41)
United States	B (Stylized/Script)	2,164,610	6/9/1998	Credit card services (36)
United States	B (Stylized/Script) BALLY TOTAL FITNESS (Square Design)	2,373,149	8/1/2000	Credit card services (36)
United States	BALLY TOTAL FITNESS	2,360,487	6/20/2000	Credit card services (36)
United States	B (Stylized/Script)	2,168,352	6/23/1998	Nutritional supplements and vitamins (5)
United States	BALLY TOTAL FITNESS NUTRITIONALS	(75/157,749)	(8/29/1996)	Nutritional supplements and vitamins (5)
United States	BALLY TOTAL FITNESS	(75/157,797)	(8/29/1996)	Nutritional supplements and vitamins (5)
United States	B (Stylized/Script) BALLY TOTAL FITNESS (Square Design)	(75/660,563)	(3/15/1999)	Nutritional supplements and vitamins, nutritional drinks in the form of liquid and powdered drinks and drink mixes; nutritional meal replacement drinks and meal replacement drink mixes (5)
United States	BALLY TOTAL	(75/769,429)	(8/6/1999)	pre-recorded audio and videotapes featuring exercise,

Exhibit A to Trademark Purchase Agreement

COUNTRY (STATE)	MARK	REG. NO. (SERIAL NO)	REG. DATE (FILING DATE)	GOODS/SERVICES (CLASS)
United States	FITNESS BALLY TOTAL FITNESS	(75/799,114)	(9/10/1999)	health and wellness (9) food products namely whey-based foods, dairy-based foods, cheese, vegetable-based food, processed vegetables and fruits, and packaged entrees of meat, fish, poultry or vegetables (29); food products namely herbal-based foods, soy-based foods and beverages, cereal-based ready to eat food bars and snacks, flavorings, bread-cracker-cookie combination packages, milk shakes and other shakes, bakery goods, grain-based foods and beverages, candy, chocolate, coffee, ice cream, frozen yogurt, pasta, and rice cakes (30); beverages namely smoothies, syrups and powders for beverages, soda, carbonated and non-carbonated soft drinks, drink mixers, fruit-based drinks, sports drinks, mineral-based drinks, and tea (32); and providing food services (42)
(Connecticut)	B (Stylized/Script) BALLY TOTAL FITNESS (Square Design)	9680	6/9/00	Health club services (41)
(Connecticut)	BALLY TOTAL FITNESS	9682	6/9/00	Health club services (41)
(Florida)	BALLY TOTAL FITNESS and Design	T,951,216	10/10/95	health club services (41)
(Florida)	BALLY TOTAL FITNESS	T,951,235	10/12/95	health club services (41)

LEA/kml

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TRADEMARK

REEL: 002188 FRAME: 0087

RECORDED: 11/20/2000

Exhibit A to Trademark Purchase Agreement