	03-28-2001 ————
FORM PCT-1618A Expires 6/30/99 OMB 0651-0027	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
RECOI	RDATION FORM COVER SHEET TRADEMARKS ONLY
TO: The Commissioner of Patents and Trademar	rks: Please record the attached original document(s) or copy(ies).
Submission Type	Conveyance Type
New Resubmission (Non Recordation) Document ID# Correction of PTO Error	☐ Assignment ☐ License ☐ Security Agreement ☐ Nunc Pro Tunc Assignment ☐ Effective Date ☐ Month Day Year
Reel # Frame # Corrective Document Reel # 2188 Frame # 82	 ✓ Merger ✓ Change of Name ✓ Other Correct erroneously recorded assignment filed
	against Registration No. 1,441,062
Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
Name Park Place Entertainme	ent Corporation 10/26/00
Formerly General Partnersh	hip 🔲 Limited Partnership 🔀 Corporation 🔲 Association
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☐ Individual ☐ General Partnersh ☐ Other	rganization Delaware Mark if additional names of receiving parties attached
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☐ Individual ☐ General Partnersh ☐ Other ☐ ☐ Citizenship/State of Incorporation/One ☐ Receiving Party ☐ Name ☐ Bally Total Fitnership	rganization Delaware Mark if additional names of receiving parties attached
☐ Individual ☐ General Partnersh ☐ Other ☐ Citizenship/State of Incorporation/One Receiving Party Name ☐ Bally Total Fith DBA/AKA/TA ☐	rganization Delaware Mark if additional names of receiving parties attached ness Corporation
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Individual General Partnersh Other Citizenship/State of Incorporation/Other Receiving Party Name Bally Total Fith DBA/AKA/TA Composed of Address (line 1) 8700 West Bry	rganization Delaware Mark if additional names of receiving parties attached ness Corporation
Individual General Partnersh Other Citizenship/State of Incorporation/One Receiving Party Name Bally Total Fith DBA/AKA/TA Composed of Address (line 1) 8700 West Bry Address (line 2) 2 nd Floor Address (line 3) Chicago City	mark if additional names of receiving parties attached ness Corporation // Mawr Ave.
Individual General Partnersh Other Citizenship/State of Incorporation/One Receiving Party Name Bally Total Fith DBA/AKA/TA Composed of Address (line 1) 8700 West Bry Address (line 2) 2 nd Floor Address (line 3) Chicago City	Mark if additional names of receiving parties attached ness Corporation Mawr Ave. IL State/County Zip Code p 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
☐ Individual ☐ General Partnersh ☐ Other ☐ ☐ Citizenship/State of Incorporation/One ☐ Receiving Party ☐ Name ☐ Bally Total Fith ☐ DBA/AKA/TA ☐ ☐ Composed of ☐ ☐ Address (line 1) ☐ 8700 West Bry ☐ Address (line 2) ☐ Floor ☐ Address (line 3) ☐ Chicago ☐ City ☐ Individual ☐ General Partnership	In Mark if additional names of receiving parties attached mess Corporation Mark if additional names of receiving parties attached mess Corporation Mawr Ave.
☐ Individual ☐ General Partnersh ☐ Other ☐ Citizenship/State of Incorporation/Ore ☐ Receiving Party ☐ Name ☐ Bally Total Fith ☐ DBA/AKA/TA ☐ ☐ Composed of ☐ Address (line 1) ☐ 8700 West Bry ☐ Address (line 2) ☐ Floor ☐ Address (line 3) ☐ Chicago ☐ City ☐ Individual ☐ General Partnership ☐ Corporation ☐ Association	Mark if additional names of receiving parties attached ness Corporation

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Public burden reporting for this collection of information is estimated to avarage 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.

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Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

FORM PCT-1 Expires 6/30/99 OMB 0551-0027	618B	Page 2		U.Ş. Departmeni of Commerce Paleni and Yradomark Office TRADEMARK
Domestic Repre	sentative Name and A	ddress	Enter for the first Red	celving Party only.
Name				
Address (line 1)				
Address (line 2)				
Address (line 3)				
Address (line 4)				
Correspondent l	Name and Address		Sada and Talanhana No.	
		Area	Code and Telephone Nur	mber (312-321-4200)
Name	Scott J. Slavick			
Address (line 1)	Brinks Hofer Gilson & I	Lione		
Address (line 2)	P.O. Box 10395			
Address (line 3)	Chicago, IL 60610			
Address (line 4)				
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Trademark Appli	ication Number(s) or R Trademark Application Number or	legistration Number	(\$) Mark if addition	nal numbers attached the same numerby)
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			1.673,918	.
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Scott J. Slavick		JOJI /	and_	3/9/01
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	RECO	RDATION FORM COVER SHE TRADEMARKS ONLY	ET
	TO: The Commissioner of Patents and Trademar	ks: Please record the attached original	document(s) or copy(les).
	Submission Type	Conveyance Type	
	New Companies of the State of t	Assignment	License
	Resubmission (Non Recordation) Document ID#		Nunc Pro Tunc Assignment
	Correction of PTO Error	Security Agreement	Effective Date
	Reel # Frame #	☐ Merger	Month Day Year
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	Reel # Frame #	Other	
	Conveying Party	Mark if additional nam	es of conveying parties attached Execution Date Month Day Year
	Name Park Place Entertainment	nt Corporation	10 26 00
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	☐ Individual ☐ General Partnersh	ip	☐ Corporation ☐ Association
	Other		
	☑ Citizenship/State of Incorporation/Ort	ganization Delaware	
	Receiving Party Name Bally Total Fitne	Mark if additional names of ess Holding Corporation	receiving parties attached
	DBA/AKA/TA		
	Composed of		
	Address (line 1) 8700 West Bryr	Mawr Avenue	
	Address (line 2) 2 nd Floor		
!	Address (line 3) Chicago City	State/County	
	Individual General Partnership	Limited Partnership	If document to be recorded is an assignment and the receiving party is
	☐ Corporation ☐ Association		not domiciled in the United States, an appointment of a domestic
	☐ Other		representative should be attached. (Designation must be a separate document from Assignment.)
12/05/2000	☐ Citizenship/State of Incorporation/Org	ganization Delaware	
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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 occument and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Traderrierk 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 0851-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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FORM PCT-1/ Expires 6/30/99 OME 0651-0027	618B Page 2	U.S. Department of Commerce Patent and Trademerk Office TRADEMARK
Domestic Repre	sentative Name and Address	Enter for the first Receiving Party only.
Name (
Address (line 1)		
Address (line 2)		
Address (line 3)		
Address (line 4)		
Correspondent i	Name and Address	Ann Code and Telephone Number 540 664 4000
		Area Code and Telephone Number 312-321-4200
Name	Scott Slavick	
Address (line 1)	Brinks Hofer Gilson & Lione	
Address (line 2)	P.O. Box 10395	
Address (line 3)	Chicago, IL 60610	
Address (line 4) {		
	nter the total number of pages of the	
	ncluding any attachments.	Imber(s) Mark II additional numbers attached
Frier either the	ication Number(s) or Registration Nu Trademark Application Number or the Registration Num	nber (DO NOT ENTER BOTH numbers for the same property).
Trademar	k Application Number(s)	Registration Number(s)
75/157,749	75/157,7 97 75/660,563	1,441,062 1,673,918 1,854,914
75/769,429	75/799,1	1,915,383 2,030,899 1,992,150
		2,020,345 [2,164,610]
Number of Prop	erties	
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		Deposit Account 🛛
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	Deposit Accou	nt Number: #23-1925
Statement and 5		to charge additional fees: Yes 🛛 No 🗍
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correct a	and any attached copy is a true copy	of the original document. Charges to
	on account are authorized, as Indica	
Scott Slavick	ं जा	Slave 11/16/00
		Signature Date Signed

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FORM PTO-16180 Express 06/30/99 OMB 0651-0027	RE	CORDATION FORM CONTINUATION TRADEMARKS O	l	U.S. Department of Commerce Patent and Tradement Office TRADEMARK
Conveying Party		Mark if additional names of conv	reying parties attached	Function Date
Enter Additional Convey	ying Party			Execution Date Month Day Year
Name	Park Place Entertainmer	nt Corporation		10/26/00
Formerly				
☐ Individual ☐	General Partnership	Limited Partnership		Association
Other				
	of Incorporation/Organiza	tion Delaware		
Receiving Party Enter Additional Receiv	ring Party	Mark if additional names of rece	iving parties attached	
Name	Bally Total Fitness Holdi	ng Corporation		
DBA/AKA/TA				
Composed of				
Address (line 1)	8700 West Bryn Mawr A	venue		
Address (line 2)	2 rd Floor			
Address (line 3)	Chicago	Illinois		60631
		State/Linin	itrv	ZIN COMA
☐ Individual ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐	General Partnership Association	State/Coun Limited Partnership	If document to be assignment and not domiciled in appointment of a	the receiving party is the United States, an domestic nould be attached at be a separate
	General Partnership		If document to be assignment and not domiciled in appointment of a representative si (Designation mu	e recorded is an the receiving party is the United States, an domestic nould be attached at be a separate
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 ☑ Corporation Other ☑ Citizenship State Trademark Applic Enter 	General Partnership Association of incorporation/Organiza	Limited Partnership Ation Delaware Istration Number(s) In Number or the Registration Number Tr(s)	If document to be assignment and not domiciled in appointment of a representative at (Designation mu document from A Mark If additional (DO NOT ENTER BOTH number Registration Number	the recorded is an the receiving party is the United States, an domestic mould be attached at be a separate Assignment.) numbers attached ars for the same property).
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 ☑ Corporation Other ☑ Citizenship State Trademark Applic Enter 	General Partnership Association of Incorporation/Organization Number(s) or Register the Trademark Application	Limited Partnership Ation Delaware Istration Number(s) In Number or the Registration Number Tr(s)	If document to be assignment and not domiciled in appointment of a representative at (Designation mu document from A Mark If additional (DO NOT ENTER BOTH number Registration Number	the recorded is an the receiving party is the United States, an domestic mould be attached at be a separate Assignment.) numbers attached ars for the same property).

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TRADEMARK

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

Rv.

(Signature)

Name:

(Printed or typed)

itle: 1/P/ Ca

Date: /0/26/00

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TRADEMARK

Exhibit A to Trademark Purchase Agreement

pre-recorded audio and videotapes featuring exercise,	(8/6/1999)	(75/769,429)	BALLY TOTAL	United States
ichacchica any mixes (5)		(201 2707)	2000	The state of the s
molecoment drink mixes (4)			Design)	
mixes: nutritional meal replacement drinks and meal			FITNESS (Square	
in the form of liquid and powdered drinks and drink			BALLY TOTAL	
Nutritional supplements and vitamins, nutritional drinks	(3/15/1999)	(75/660,563)	B (Stylized/Script)	United States
			FITNESS	
Nutritional supplements and vitamins (5)	(\$/29/1996)	(75/157,797)	BALLY TOTAL	United States
			NUTRITIONALS	
THE PROPERTY OF PROPERTY OF THE PROPERTY OF TH			FITNESS	
Nutritional supplements and vitamins (5)	(\$/29/1996)	(75/157.749)	BALLY TOTAL	United States
Nutritional supplements and vitamins (5)	6/23/1998	2,168,352	B (Stylized/Script)	United States
			FITNESS	
Credit card services (36)	6/20/2000	2,360,487	BALLY TOTAL	United States
			Design)	
			FITNESS (Square	
			BALLY TOTAL	
Credit card services (36)	8/1/2000	2,373,149	B (Stylized/Script)	United States
Credit card services (36)	6/9/1998	2,164,610	B (Stylized/Script)	United States
			FITNESS	
Heath club services (41)	12/3/1990	2,020,343	BALLY TOTAL	Chilles oraica
		200	Design)	I In the Charter
			FITNESS (Square	
			BALLY IOIAL	
Heath club services (41)	5/14/1996	1,973,721	B (Stylized/Script)	United States
			FITNESS	
Heath club services (41)	8/6/1996	1,992,150	BALLY TOTAL	United States
Heath club services (41)	1/14/1997	2,030,899	B (Stylized/Script)	United States
Credit card services (36)	0/27/1773	1,710,000	(Stylized/Script)	
	e Andrews	1 016 303	(Stylized/Script)	
Health club services (41)	9/20/1994	1,854,914	BALLY'S	United States
ricalin and litness club services (41)	8/29/1774	1,010,710	FITNESS	
medium discussion botania maigno (20)	178/1007	1 673 018	BALL V'S TOTAL	United States
Exercise bicycles, rowing machines, stair climbing	5/29/1990	1,441,062	BALLY (Stylized/Script)	Chiled Amgaom
	(FILING DATE)	(SERIAL NO)		(SIAIE)
GOODS/SERVICES (CLASS)	REG. DATE	REC. NO.	MARK	COUNTRY

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RECORDED: 03/12/2001