

03-28-2001

FORM PCT-1618A  
Expires 6/30/99  
OMB 0651-0027



101650658

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

3-12-01

RECORDATION FORM COVER SHEET  
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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 # 2188 Frame # 82

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other Correct erroneously recorded assignment filed against Registration No. 1,441,062
- 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 Corporation

DBA/AKA/TA

Composed of

Address (line 1) 8700 West Bryn Mawr Ave.

Address (line 2) 2<sup>nd</sup> Floor

Address (line 3) Chicago

City

IL

State/County

60631

Zip Code

- Individual
  - General Partnership
  - Limited Partnership
  - Corporation
  - Association
  - Other
  - Citizenship/State of Incorporation/Organization Delaware
- 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.)

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65E

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.

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FORM PCT-1618B  
Expires 6/30/99  
OMB 0651-0027

Page 2

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

**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"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,673,918"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**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 J. Slavick  
Name of Person Signing

  
Signature

3/9/01  
Date Signed

12-06-2000



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11-20-00

RECORDATION FORM COVER SHEET  
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- Other
- License
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Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

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

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/County 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

12/05/2000

HTHAI1 00000334 75157749

01 FC:481  
02 FC:482

40.00 OP  
400.00 OP

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TRADEMARK  
REEL: 002188 FRAME: 0082

TRADEMARK  
REEL: 002268 FRAME: 0312

**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 **312-321-4200**

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.

**3**

**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)**

**Number of Properties**

Enter the total number of properties involved.

**#17**

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

**\$440.00**

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:

**#23-1925**

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

Name  Execution Date   
Month Day Year

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<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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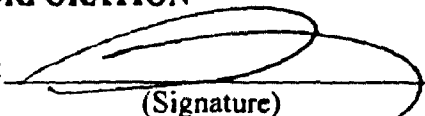
**ASSIGNMENT**

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: JOEY MATHIAS  
(Printed or typed)

Title: V.P. 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	8/12/2000	Credit card services (36)
United States	BALLY TOTAL FITNESS	2,360,487	6/20/2000	Credit card services (36)
United States	B (Stylized/Script) BALLY TOTAL FITNESS	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,

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REEL: 002268 FRAME: 0316

RECORDED: 03/12/2001

Exhibit A to Trademark Purchase Agreement