

02-14-2002



101982685

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

1-29-02

Conveying Party

Mark if additional names of conveying parties attached

Name **Bally Entertainment Corporation**

Execution Date
Month Day Year

6/6/96

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 **Hilton Hotels Corporation**

DBA/AKA/TA

Composed of

Address (line 1) **9336 Civic Center Drive**

Address (line 2)

Address (line 3) **Beverly Hills**

City

California

State/County

90210

Zip Code

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

02/13/2002 9:01 AM 00000061 1992150

FOR OFFICE USE ONLY

01 FC:481

40.00 DF

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: 002442 FRAME: 0960

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" value="1,992,150"/>	<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"/>	<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:

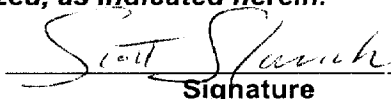
Authorization to charge additional fees:

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



1/9/02

Name of Person Signing

Signature

Date Signed

EXHIBIT A

TRADEMARK
REEL: 1590 FRAME: 0170

Trademark	Application Number	Filing Date	Registration Number	Registration Date	Case Number
BALLY'S TOTAL FITNESS	006,844	01-Dec-89	1,623,605	20-Nov-90	59493
BALLY TOTAL FITNESS NUTRITIONALS	157,749	29-Aug-96			68053
BALLY TOTAL FITNESS	157,797	29-Aug-96			68052

TRADEMARK

REEL: 002442 FRAME: 0962



Trademark	Application Number	Filing Date	Registration Number	Registration Date	Case Number
BALLY TOTAL FITNESS	162,713	09-Sep-96			68136
BALLY'S LOGO	421,040	04-Aug-93	1,854,914	20-Sep-94	57934
BALLY'S	421,427	04-Aug-93	1,870,035	27-Dec-94	57716



Trademark	Application Number	Filing Date	Registration Number	Registration Date	Case Number
BALLY TOTAL FITNESS	638,246	24-Feb-95			61723
BALLY TOTAL FITNESS	640,187	24-Feb-95	1,922,150	06-Aug-96	62315
BALLY'S PROACTIVE SERVICE	640,368	24-Feb-95			61156
B (STYLIZED)	640,369	24-Feb-95	2,030,899	14-Jan-97	62297
BALLY TOTAL FITNESS	655,244	03-Apr-95	1,973,721	14-May-96	62065



Trademark	Application Number	Filing Date	Registration Number	Registration Date	Case Number
BALLY	687,446	02-Oct-87	1,552,562	22-Aug-89	59529
BALLY TOTAL FITNESS AND DESIGN	689,601	16-Jun-95	2,020,345	03-Dec-96	63041
BALLY'S TOTAL FITNESS	800,026	01-Dec-89	1,673,918	28-Jan-92	59486

TRADEMARK
REEL: 1590 FRAME: 0173



Trademark	Application Number	Filing Date	Registration Number	Registration Date	Case Number
BALLY (SCRIPT)			639,034	25-Dec-56	60066
BALLY	024,101	13-Jun-94	1,012,119	03-Jun-75	60065
BALLY	063,579	29-May-90	1,646,697	04-Jun-91	60064
VERTICAL CLUB	104,800	09-Oct-90	1,666,141	26-Nov-91	59504
BALLY	155,686	09-Apr-91	1,909,127	01-Aug-95	60062
BALLY (SCRIPT)	155,687	09-Apr-91			60063
B (STYLIZED)	162,874	09-Sep-96			68135
BALLY TOTAL FITNESS	165,335	13-Sep-96			68142
B (STYLIZED)	169,129	20-Sep-96			68274
THE VERTICAL CLUB	174,748	10-Jun-91	1,724,335	13-Oct-92	59482
VERTICAL CLUB AND DESIGN	210,159	04-Oct-91	1,715,953	15-Sep-92	59484
FAST FIFTIES	219,597	07-Nov-91			60151
VERTICAL CLUB AND DESIGN	223,362	16-Jul-79	1,151,961	21-Apr-81	59523
VERTICAL CLUB	262,009	03-Apr-92	1,734,972	24-Nov-92	59485
BALLY CAJUN	265,904	14-Apr-92	1,792,139	07-Sep-93	63375



Trademark	Application Number	Filing Date	Registration Number	Registration Date	Case Number
BALLY MARDI GRAS	265,906	14-Apr-92	1,806,687	23-Nov-93	63876
BALLY MAVERICK	265,907	14-Apr-92	1,816,368	11-Jan-94	63873
BALLY GAMING	282,077	04-Jun-92	1,820,490	08-Feb-94	63874
VERTICAL CLUB AND DESIGN	290,857	06-Jul-92	1,733,050	25-May-93	60547
BALLY	481,961	20-Jan-94			59427
BALLY'S	482,460	20-Jan-94	1,904,615	11-Jul-95	59428
BALLY'S (STYLIZED)	485,541	02-Feb-94	1,915,383	29-Aug-95	59549
BALLY'S BELLE OF ORLEANS	487,140	07-Feb-94	2,012,257	29-Oct-96	59450
BALLY	532,200	23-Aug-47	505,218	28-Dec-48	60061



Trademark	Application Number	Filing Date	Registration Number	Registration Date	Case Number
VC	608,793	09-Dec-94			61279
7 HEAVEN	619,697		1,440,235	19-May-87	60186
7 HEAVEN DOLLARS	620,651	18-Sep-86	1,439,550	12-May-87	60187
777 HEAVEN	625,038	10-Oct-86	1,439,557	12-May-87	60706
BALLY'S	666,811	12-Jun-87	1,515,843	06-Dec-88	60110
BALLY'S	666,822	15-Jun-87	1,523,910	07-Feb-89	60109
BALLY SYSTEM 5000	693,699	05-Nov-87	1,547,119	11-Jul-89	63877
BALLY S GRAND	697,657	25-Nov-87	1,533,712	04-Apr-89	60113
BALLY'S GRAND	697,660	25-Nov-87	1,543,909	13-Jun-89	60114
PIN POOL	699,197	01-Dec-85	637,106	13-Nov-86	60178
BALLY'S LAKEHOUSE	723,086	31-Aug-95			63414
BALLY'S	809,446	27-Jun-89	1,581,959	06-Feb-90	60108
BALLY MIDWAY	M 54 332/9 W	13-Feb-84	1,066,701	06-Aug-84	60728

Trademark	Application Number	Filing Date	Registration Number	Registration Date	Case Number
BIG BUCKS	227,176	04-Dec-91	1,847,026	26-Jul-94	60580
BALLY BOB	535,501	09-Jun-94	1,955,688	13-Feb-96	60673
BILLY'S FOOD & BEVERAGE AND CA	536,223	10-Jun-94			60674
BALLY'S SALOON & GAMBLING HALL	538,625	16-Jun-94	1,955,699	13-Feb-96	60675
BILLY'S FOOD & BEVERAGE AND CA	541,524	10-Jun-94			60925
BALLY BOB DESIGN (I)	543,447	28-Jun-94	1,975,755	28-May-96	61015
BALLY'S CASINO LAKESHORE RESOR	655,246	03-Apr-95	1,973,722	14-May-96	62283
BALLY'S CASINO LAKESHORE RESOR	659,487	03-Apr-95	1,982,255	25-Jun-96	62298
BALLY'S COMMODORE CLUB	666,973	27-Apr-95	2,032,928	21-Jan-97	61739
BALLY'S COMMODORE CLUB AND DESIGN	689,578	16-Jun-95	2,034,472	28-Jan-97	63042
BALLY'S SALOON, GAMBLING HALL HOTEL	711,619	07-Aug-95			63277



Trademark	Application Number	Filing Date	Registration Number	Registration Date	CaseNumber
BALLY'S PARIS	103,801	14-May-96			66953
BALLY'S GAMING U. AND DESIGN	176,918	04-Oct-96			68022
BALLY'S GAMING UNIVERSITY	177,000	04-Oct-96			68023
BALLY'S GAMING U. AND DESIGN 2	183,087	17-Oct-96			68024
BALLY'S GAMING U.	208,253	04-Oct-96			68021
PARIS	655,425	29-Mar-95			62556
PARIS CASINO - RESORT	703,331	18-Jul-95			63160
PARIS CASINO RESORT	703,332	18-Jul-95			62910



AGREEMENT AND PLAN OF MERGER
between
HILTON HOTELS CORPORATION
and
BALLY ENTERTAINMENT CORPORATION

Dated as of June 6, 1996,
and amended as of August 15, 1996

**COMPOSITE
AGREEMENT**

TRADEMARK
REEL: 1590 FRAME: 0179

TRADEMARK
REEL: 002442 FRAME: 0971

TABLE OF CONTENTS

<u>Section</u>		<u>Page</u>
ARTICLE I		
DEFINITIONS		
1.1	Definitions	A-1
1.2	Other Terms	A-5
1.3	Other Definitional Provisions	A-5
ARTICLE II		
THE MERGER		
2.1	Merger	A-6
2.2	Closing	A-6
2.3	Effective Time	A-6
2.4	Effects of the Merger	A-6
2.5	Certificate of Incorporation and By-laws	A-6
2.6	Directors	A-6
2.7	Officers	A-6
ARTICLE III		
EFFECT OF THE MERGER ON THE CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS; EXCHANGE OF CERTIFICATES		
3.1	Effect on Capital Stock	A-6
3.2	Exchange of Certificates	A-9
ARTICLE IV		
REPRESENTATIONS AND WARRANTIES OF THE COMPANY		
4.1	Organization, Standing and Corporate Power	A-11
4.2	Subsidiaries	A-11
4.3	Capitalization	A-11
4.4	Authority; Enforceability; No Conflicts; and Consents	A-12
4.5	Vote Required; State Takeover Statutes; Rights Agreement	A-13
4.6	Compliance with Applicable Laws	A-13
4.7	Company SEC Documents; Undisclosed Liabilities	A-14
4.8	Absence of Changes or Events	A-15
4.9	Litigation	A-15
4.10	Taxes	A-15
4.11	Employee Benefits	A-15
4.12	Title to Properties	A-15
4.13	Insurance	A-15
4.14	Brokers and Intermediaries	A-15
4.15	Opinion of Financial Advisor	A-15
4.16	Company Rights Agreement	A-15
4.17	Transactions With Affiliates	A-15

A-1

TRADEMARK
REEL: 1590 FRAME: 0180

TRADEMARK
REEL: 002442 FRAME: 0972

ARTICLE V

REPRESENTATIONS AND WARRANTIES OF ACQUIROR

5.1	Organization, Standing and Corporate Power of Acquiror	A-19
5.2	Capitalization	A-19
5.3	Authority; Enforceability; No Conflicts	A-20
5.4	The Vote Required; Ownership of Company Capital Stock	A-21
5.5	Acquiror SEC Documents; Undisclosed Liabilities	A-21
5.6	Absence of Changes or Events	A-21
5.7	Litigation	A-21
5.8	Taxes	A-22
5.9	Compliance with Applicable Laws	A-22
5.10	ERISA Compliance	A-22
5.11	Brokers	A-22

ARTICLE VI

COVENANTS RELATING TO CONDUCT OF BUSINESS

6.1	Conduct of Business of the Company	A-23
6.2	Conduct of Business of Acquiror	A-25
6.3	Access to Information	A-26

ARTICLE VII

ADDITIONAL AGREEMENTS

7.1	Preparation of Form S-4 and the Proxy Statement/Prospectus; Stockholders' Meeting	A-26
7.2	Letter of the Company's Accountants	A-27
7.3	Letter of Acquiror's Accountants	A-28
7.4	Reasonable Best Efforts; Notification	A-28
7.5	Approval of Gaming Commissions; Regulatory Matters	A-28
7.6	Supplemental Disclosure	A-28
7.7	Announcements	A-29
7.8	No Solicitation	A-29
7.9	Indemnification; Directors' and Officers' Insurance	A-30
7.10	NYSE Listing	A-31
7.11	Affiliates	A-31
7.12	Rights Agreement	A-31
7.13	Employee Benefits	A-31
7.14	Tax Treatment	A-31
7.15	Transfer Taxes	A-31
7.16	Subsidiary Preferred Stock	A-31

ARTICLE VIII

CONDITIONS PRECEDENT

8.1	Conditions to Each Party's Obligation to Effect the Merger	A-32
8.2	Conditions of Obligations of Acquiror	A-32
8.3	Conditions of Obligation of the Company	A-33



Section

Page

ARTICLE IX

TERMINATION AND AMENDMENT

9.1	Termination	A-34
9.2	Effect of Termination	A-35
9.3	Fees and Expenses	A-35
9.4	Amendment	A-35
9.5	Extension; Waiver	A-36

ARTICLE X

GENERAL PROVISIONS

10.1	Effectiveness of Representations, Warranties and Agreements	A-36
10.2	Expenses	A-36
10.3	Governing Law	A-36
10.4	Notices	A-36
10.5	Entire Agreement	A-37
10.6	Disclosure Schedule	A-37
10.7	Headings; References	A-37
10.8	Counterparts	A-37
10.9	Parties in Interest; Assignment	A-37
10.10	Severability; Enforcement	A-37
10.11	Specific Performance	A-38

EXHIBIT A—Form of Opinion of Latham & Watkins

EXHIBIT B—Form of Opinion of Weil, Gotshal & Manges LLP

EXHIBIT C—Form of Tax Certificate of the Company

EXHIBIT D—Form of Tax Certificate of Acquiror

EXHIBIT E—Form of Tax Certificate of Certain Stockholders of the Company

EXHIBIT F—Form of Affiliate Letter