

C
9.25.02

09-30-2002



102237363

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇄ ⇄ ⇄ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Bally Entertainment Corporation

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Hilton Hotels Corporation
Internal
Address: Hilton Hotels Corporation

Street Address: 9336 Civic Center Drive
City: Beverly Hills State: CA Zip: 90210

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

OFFICE OF PUBLIC RECORDS
2002 SEP 25 AM 10:26
FINANCE SECTION

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

Execution Date: June 6, 1996

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) add 75208253
delete 75023629

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Julie A. Katz
Internal Address: Welsh & Katz, Ltd.

Street Address: 120 S. Riverside Plaza
22nd Floor
City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
230920

DO NOT USE THIS SPACE

9. Signature.
DBYRNE 00000208 75208253
Julie A. Katz 40.00 OP
Name of Person Signing

Signature

September 25, 2002
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

09/27/2002 DBYRNE 00000208 75208253
01 FC:481

TRADEMARK
REEL: 002590 FRAME: 0249

US PTO-1594 (Modified)
1-8-83
1 No. 0651-0011 (exp. 1/94)
Copyright 1994-97 LegalStar
S/PREV03

08-16-2002



102179996

Docket No.:

2782/57875

To the Honorable Commissioner of Patent...

and original documents or copy thereof.

Name of conveying party(ies):

Bally Entertainment Corporation

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

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

Nature of conveyance:

5-3-01

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Correct Hilton Hotels' state of incorporation

Execution Date: June 6, 1996

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

Name: Hilton Hotels Corporation

Internal Address:

Street Address: 9136 Civic Center Drive

City: Beverly Hills State: CA ZIP: 90210

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

Application number(s) or registration number(s):

Trademark Application No.(s)

B. Trademark Registration

See attachment

05-03-2001

U.S. Patent & Trademark Office Form 01-004

Additional numbers

Yes No

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

Name: Julie A. Katz, Esq.

Internal Address:

Phone: 03000:55 16:3605

40.00 DP
1725.00 DP

Street Address: 120 S. Riverside Plaza, 22nd Floor

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved: 70

7. Total fee (37 CFR 3.41):.....\$ \$1,765.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

1765E

23-0920

DO NOT USE THIS SPACE

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

Name of Person Signing

Signature

May 3, 2001

Date

Total number of pages including cover sheet, attachments, and

16

TRADEMARK

EXHIBIT A



EXHIBIT A

Trademark	Application Number	Filing Date	Registration Number	Registration Date	Case Number
BALLY'S TOTAL FITNESS	006,844	01-Dec-99	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: 002590 FRAME: 0251~~

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
REEL: 1500 FRAME: 0171~~

Trademark	Application Number	Filing Date	Registration Number	Registration Date	CaseNumber
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 B (STYLIZED)	640,368	24-Feb-95			61156
BALLY'S PROACTIVE SERVICE 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 REEL: 1590 FRAME: 0172

TRADEMARK REEL: 002590 FRAME: 0253

Trademark	Application Number	Filing Date	Registration Number	Registration Date	CaseNumber
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
REEL: 002590 FRAME: 0254

Trademark	Application Number	Filing Date	Registration Number	Registration Date	CaseNumber
BALLY (SCRIPT)	024,101	13-Jun-94	639,034	25-Dec-56	60065
BALLY	063,579	29-May-90	1,012,119	03-Jun-75	60065
BALLY	104,800	09-Oct-90	1,646,697	04-Jun-91	60064
VERTICAL CLUB			1,666,141	26-Nov-91	59504
BALLY	155,686	09-Apr-91	1,909,327	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	59483
BALLY CAJUN	265,904	14-Apr-92	1,792,139	07-Sep-91	63875

TRADEMARK
REEL: 1590 FRAME: 0174

TRADEMARK
REEL: 002590 FRAME: 0255

Trademark	Application Number	Filing Date	Registration Number	Registration Date	Case Number
BALLY MARKDI 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	03-Feb-94	1,915,385	19-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 REEL: 1590 FRAME: 0175

TRADEMARK REEL: 002590 FRAME: 0256

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	10-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 5080	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 33219 W	13-Feb-84	1,066,701	06-Aug-84	60728

TRADEMARK
REEL: 1590 FRAME: 0176

TRADEMARK
REEL: 002590 FRAME: 0257

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
BALLY'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 (1)	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	666,975	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
REEL: 1590 FRAME: 0177

TRADEMARK
REEL: 002590 FRAME: 0258

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
<u>BALLY'S GAMING U.</u>	208,253	04-Oct-96			68021
PARIS	653,425	29-Mar-95			62556
PARIS CASINO - RESORT	703,331	18-Jul-95			63160
PARIS CASINO RESORT	703,332	18-Jul-95			62910

TRADEMARK
REEL: 1590 FRAME: 0178

TRADEMARK
REEL: 002590 FRAME: 0259

RECORDED: 09/25/2002