

01-18-2001



1-3-01

101587490

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 Subordination Agreement to Secured Debt
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Bally Total Fitness Holding Corporation

Execution Date
Month Day Year
12/21/00

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 The Chase Manhattan Bank

DBA/AKA/TA

Composed of

Address (line 1) 270 Park Avenue

Address (line 2)

Address (line 3) New York
City

New York
State/County

10017
Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

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.)

A New York banking organization

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: 002215 FRAME: 0553

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. **6**

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="1,673,918"/>	<input type="text" value="1,854,914"/>	<input type="text" value="1,915,383"/>	<input type="text" value="75/157,749"/>	<input type="text" value="75/157,797"/>	<input type="text"/>
<input type="text" value="2,030,899"/>	<input type="text" value="1,992,150"/>	<input type="text" value="1,973,721"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2,020,345"/>	<input type="text" value="2,164,610"/>	<input type="text" value="2,373,149"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. **#12**

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): **\$315.00**

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
Name of Person Signing


Signature

12/28/00
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

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 Corporation Association

Other

Citizenship State of Incorporation/Organization

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.)

City State/Country Zip Code

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)

2,168,352	<input type="text"/>	<input type="text"/>
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Registration Number(s)

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SUBORDINATION AGREEMENT TO SECURED DEBT

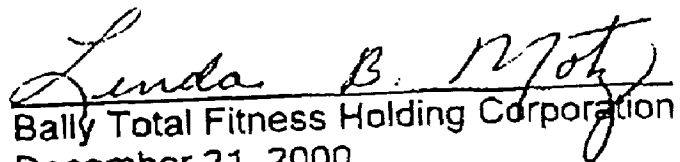
FOR VALUE RECEIVED, The Chase Manhattan Bank, as agent, having previously acquired a security interest in the Trademarks listed in the Guarantee and Collateral Agreement dated November 18, 1997, hereby agrees that for those marks listed in attached Schedules A, B, and C, its security interest shall be subordinate to the security interest of Park Place Entertainment Corporation as set forth in the Security Agreement between Park Place Entertainment Corporation and Bally Total Fitness Holding Corporation dated October 24, 2000.

Signed this 21st day of December, 2000.

THE CHASE MANHATTAN BANK,
as Agent



Assented to:



Linda B. Mott
Bally Total Fitness Holding Corporation
December 21, 2000

MARK	REG. NO. (SERIAL NO)	REG. DATE (FILING DATE)
BALLY'S TOTAL FITNESS	1,673,918	1/28/1992
BALLY'S (Stylized/Script)	1,854,914	9/20/1994
BALLY'S (Stylized/Script)	1,915,383	8/29/1995
B (Stylized/Script)	2,030,899	1/14/1997
BALLY TOTAL FITNESS	1,992,150	8/6/1996
B (Stylized/Script) BALLY TOTAL FITNESS (Square Design)	1,973,721	5/14/1996
B (Stylized/Script) BALLY TOTAL FITNESS	2,020,345	12/3/1996
B (Stylized/Script)	2,164,610 (SN 162,874)	6/9/1998
B (Stylized/Script) BALLY TOTAL FITNESS (Square Design)	2,373,149 (SN 162,713)	8/1/2000
B (Stylized/Script)	2,168,352 (SN 169,129)	6/23/1998
BALLY TOTAL FITNESS NUTRITIONALS	(SN 75/157,749)	(8/29/1996)
BALLY TOTAL FITNESS	(SN 75/157,797)	(8/29/1996)

STATE	MARK	REG. NO.	REG. DATE
Arizona	BALLY TOTAL FITNESS	035994	7/31/95
Arizona	BALLY TOTAL FITNESS	035992	7/31/95
California	BALLY TOTAL FITNESS	045421	12/28/95
California	BALLY TOTAL FITNESS	045420	12/28/95
Georgia	BALLY TOTAL FITNESS	S-14761	7/28/95
Georgia	BALLY TOTAL FITNESS	S-14762	7/28/95
Illinois	BALLY TOTAL FITNESS	076904	7/31/95
Illinois	BALLY TOTAL FITNESS	076903	7/31/95
Indiana	BALLY TOTAL FITNESS	5010-3260	8/9/95
Indiana	BALLY TOTAL FITNESS	5010-3261	8/9/95
Kansas	BALLY TOTAL FITNESS		7/31/95
Kansas	BALLY TOTAL FITNESS		7/31/95
Maryland	BALLY TOTAL FITNESS		8/1/95
Maryland	BALLY TOTAL FITNESS	1995-S 3439	7/31/95
Massachusetts	BALLY TOTAL FITNESS	51521	7/31/95
Massachusetts	BALLY TOTAL FITNESS	51522	7/31/95
Michigan	BALLY TOTAL FITNESS	M00-598	1/29/96
Michigan	BALLY TOTAL FITNESS	M00-600	1/29/96
Minnesota	BALLY TOTAL FITNESS	24040	7/28/95

STATE	MARK	REG. NO.	REG. DATE
Minnesota	BALLY TOTAL FITNESS	24041	7/28/95
Missouri	BALLY TOTAL FITNESS	13312	7/28/95
Missouri	BALLY TOTAL FITNESS	13313	7/28/95
New Jersey	BALLY TOTAL FITNESS	13454	8/1/95
New Jersey	BALLY TOTAL FITNESS	13455	8/1/95
New York	BALLY TOTAL FITNESS	S-14739	8/18/95
New York	BALLY TOTAL FITNESS	S-14738	8/18/95
New York	BALLY TOTAL FITNESS SPORTS CLUB	S-15485	2/10/97
New York	BALLY TOTAL FITNESS	T-11713	9/21/95
North Carolina	BALLY TOTAL FITNESS	T-11714	9/21/95
North Carolina	BALLY TOTAL FITNESS	SM 69117	9/11/95
Ohio	BALLY TOTAL FITNESS	SM 69285	9/11/95
Ohio	BALLY TOTAL FITNESS	27354	7/31/95
Oklahoma	BALLY TOTAL FITNESS	27355	7/31/95
Oklahoma	BALLY TOTAL FITNESS	2650128	8/4/95
Pennsylvania	BALLY TOTAL FITNESS	2650130	8/4/95
Pennsylvania	BALLY TOTAL FITNESS	95-7-13	7/31/95
Rhode Island	BALLY TOTAL FITNESS and Design	95-7-14	7/31/95
Tennessee	BALLY TOTAL FITNESS		7/25/95

STATE	MARK	REG. NO.	REG. DATE
Tennessee	BALLY TOTAL FITNESS		7/28/95
Texas	BALLY TOTAL FITNESS	54706	7/31/95
Texas	BALLY TOTAL FITNESS	54705	7/31/95
Utah	BALLY TOTAL FITNESS	035749	7/28/95
Utah	BALLY TOTAL FITNESS	035750	7/28/95
Virginia	BALLY TOTAL FITNESS		8/4/95
Virginia	BALLY TOTAL FITNESS		8/4/95
Washington	BALLY TOTAL FITNESS	24376	10/10/95
Washington	BALLY TOTAL FITNESS		10/10/95
Wisconsin	BALLY TOTAL FITNESS		8/2/95
Wisconsin	BALLY TOTAL FITNESS		8/2/95

COUNTRY	MARK	NUMBER	DATE
Canada	BALLY TOTAL FITNESS	806,730	3/11/96
Canada	BALLY TOTAL FITNESS and Design	806,688	3/11/96
Canada	BALLY MATRIX FITNESS CENTRE	356,769	6/9/89
Canada	BALLY'S HEALTH & TENNIS CORPORATION	354,168	3/31/89

Scott J. Slavick
312-321-4245
sslavick@brinkshofer.com

**BRINKS
HOFER
GILSON
& LIONE**

Date of Deposit: December 28, 2000

BOX Assignment
The Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

**Re: Recordation of Assignment
Bally Total Fitness Holding Corporation
Our File No. 9565/3**

A PROFESSIONAL CORPORATION
INTELLECTUAL PROPERTY ATTORNEYS

NBC TOWER - SUITE 3600
455 N. CITYFRONT PLAZA DRIVE
CHICAGO, ILLINOIS 60611-5599
www.brinkshofer.com
FAX 312-321-4299
TELEPHONE 312-321-4200

SAN JOSE, CA
INDIANAPOLIS, IN
ANN ARBOR, MI
ARLINGTON, VA

Dear Sir/Madam:

Enclosed for filing are the following documents:

1. Recordation Form PCT-1618A;
2. Recordation Form PCT-1618C;
3. Subordination Agreement to Secured Debt; and
4. Filing fee in the amount of \$315.00.

The Assistant Commissioner is hereby authorized to charge payment of any additional filing fees required to Deposit Account No. 23-1925. A duplicate copy of this sheet is enclosed.

If you have any questions, please contact the undersigned at the above telephone number.

Sincerely,


Scott J. Slavick

SJS/jlc
Enclosures

**TRADEMARK
REEL: 002215 FRAME: 0562**

Scott J. Slavick
312-321-4245
sslavick@brinkshofer.com

**BRINKS
HOFER
GILSON
& LIONE**

Date of Deposit: December 28, 2000

BOX Assignment
The Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

**Re: Recordation of Assignment
Bally Total Fitness Holding Corporation
Our File No. 9565/3**

Dear Sir/Madam:

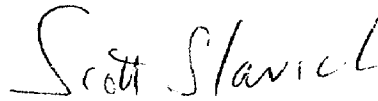
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Sincerely,


Scott J. Slavick

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SAN JOSE, CA
INDIANAPOLIS, IN
ANN ARBOR, MI
ARLINGTON, VA

RECORDED: 01/03/2001

TRADEMARK
REEL: 002215 FRAME: 0563