

4.2699

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TRADEMARKS ONLY

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

1. Name of Party(ies) conveying an interest:

HILTON HOTELS CORPORATION
9336 Civic Center Drive
Beverly Hills, CA 90210

Entity:

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

3. Interests Conveyed:

- Assignment Change of Name
- Security Agreement Merger
- Other _____

2. Name and Address of Party(ies) receiving an interest:

Name: PARK PLACE ENTERTAINMENT CORPORATION
Internal Address: Attn: David Arrajj

Street Address: 3930 Howard Hughes Parkway

City: Las Vegas

State: Nevada Zip: 89109

Entity: Corporation

- Individual Association
- General Partnership Limited Partnership
- Corporation-State _____
- Other _____
- Citizenship _____

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)

4. Application number(s) or registration number(s) Additional Sheet attached? Yes No

A. Trademark Application No

05-12-1999

Trademark Registration No.(s)

SEE ATTACHED



SEE ATTACHED

101035274

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

Name: HILTON HOTELS CORPORATION
Internal Address: ATTN: Susan Jasso

Street Address: 9336 Civic Center Drive

City: Beverly Hills

State: CA Zip: 90210

6. Number of application and registration involved:

(65) SEE ATTACHED

7. Amount of fee enclosed or authorized to be charged:

\$1,640.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

05/11/1999 JSHABAZZ 00000244 1440235

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
1600.00 OP

9. Date of execution of attached document April 23, 1999

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:

4/23/99

Date

Thomas E. Gallagher

Signature

Thomas E. Gallagher
Name of Person Signing



04-28-1999

SCHEDULE A

ASSIGNED MARKS

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

TRADEMARK	APPLIC. NO. FILING DATE	REG. NUMBER AND DATE
7 HEAVEN		1,440,235 5-14-87
7 HEAVEN DOLLARS		1,439,550 5-12-87
ANIMATIONS		1,677,163 2-25-92
ATLANTIC CITY'S WINNING ADDRESS		1,386,348 3-11-86
B	090,602 4-28-96	
B (STYLIZED)		2,168,352 6/23/98
B (STYLIZED)		2,164,610 6/9/98
B (STYLIZED)	74/640,369 2-24-95	
BFIT	75/166,310 9-16-96	
B WEAR (stylized)	75/452,111 3-18-98	
BALLY		505,218 12-28-48
BALLY		1,909,427 8-01-95
BALLY		1,646,697 6-04-91
BALLY		1,012,119 6-03-75
BALLY		1,552,562 8-22-89
BALLY BFIT	75/166,200 9-16-96	
BALLY BOB		1,955,688 2-13-96
BALLY BOB DESIGN (I)		1,975,755 5-28-96
BALLY CAJUN		1,792,139 9-07-93
BALLY GAMING		1,820,490 2-08-94
BALLY MARDI GRAS		1,806,687 11-23-93
BALLY MAVERICK		1,816,368 1-11-94

TRADEMARK
REEL: 1888 FRAME: 0650

TRADEMARK	APPLIC. NO. FILING DATE	REG. NUMBER AND DATE
BALLY TOTAL FITNESS	75/157,797 8/29/96	
BALLY TOTAL FITNESS	75/165,335 9-13-96	
BALLY TOTAL FITNESS		1,992,150 8-6-96
BALLY TOTAL FITNESS NUTRITIONALS	75/157,749 8/29/96	
B BALLY TOTAL FITNESS (square design)		1,973,721 5-14-96
B BALLY TOTAL FITNESS (design)		2,020,345 12-3-96
B BALLY TOTAL FITNESS (design)	75/162,713 9-9-96	
BALLY'S		1,904,615 7-11-95
BALLY'S		1,515,843 12-06-88
BALLY'S		1,581,959 2-06-90
BALLY'S		1,523,910 2-07-89
BALLY'S (script)		1,915,383 8-29-95
BALLY'S		1,870,035 12-27-94
BALLY'S (script)		1,854,914 9-20-94
BALLY'S BELLE OF ORLEANS		2,012,257 10-29-96
BALLY'S BIG BUCKS		1,767,697 4-27-93
BALLY'S CASINO LAKESHORE RESORT (design)		1,982,255 6-25-96
BALLY'S CASINO LAKESHORE RESORT		1,973,722 5-14-96
BALLY'S COMMODORE CLUB		2,032,928 1-21-97
BALLY'S COMMODORE CLUB AND DESIGN		2,034,472 1-28-97
BALLY'S GAMING U.		2,112,386 11-11-97
BALLY'S GAMING U. AND DESIGN		2,105,286 10-14-97
BALLY'S GAMING U. AND DESIGN 2		2,108,952 10-28-97

TRADEMARK	APPLIC. NO. FILING DATE	REG. NUMBER AND DATE
BALLY'S GAMING UNIVERSITY		2,103,312 10-07-97
BALLY'S GRAND		1,543,909 6-13-89
BALLY'S GRAND		1,533,712 4-4-89
BALLY'S SALOON & GAMBLING HALL (stylized)		1,955,699 2-13-96
BALLY'S SALOON, GAMBLING HALL HOTEL		2,048,291 3-25-97
BALLY'S TOTAL FITNESS		1,673,918 1-28-92
BANNER		1,134,830 5-06-80
BARRONSHIRE PRIME RIB		1,382,797 2-11-86
THE BEEF BARRON		1,345,187 6-25-85
BIG BUCKS		1,847,026 7-26-94
CANDYMANIA		2,007,114 10-8-96
CITY LITES		1,243,194 6-21-83
FLAMINGO "BIRD" DESIGN		1,724,334 10-13-92
FLAMINGO CASINO		1,948,375 12-19-95
MR. MING'S		1,835,833 5-10-94
PARIS	74/653,425 3-29-95	
PARIS CASINO - RESORT (stylized)	74/703,331 7-18-95	
PARIS CASINO RESORT	74/703,332 7-18-95	
THE END OF THE RAINBOW		1,090,516 5-2-78
THE OAKS		1,821,905 2-15-94

ASSIGNMENT

WHEREAS, Hilton Hotels Corporation, a Delaware corporation having its principal place of business at 9336 Civic Center Drive, Beverly Hills, California 90212 (hereinafter, "Assignor"), is the owner of the marks registered or applied for in the United States Patent and Trademark Office listed in the attached Schedule 1; and

WHEREAS, PARK PLACE ENTERTAINMENT CORPORATION, a Delaware corporation having its principal place of business at 3930 Howard Hughes Parkway, Las Vegas, Nevada 89109 (hereinafter, "Assignee") is desirous of acquiring said marks and name and said registrations;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said marks, together with that part of the good will of the business connected with the use of and symbolized by said marks and name, as well as all rights to damages or profits, due or accrued, arising out of past infringement of said mark or name or injury to the said good will, and the right to sue for and recover the same in the Assignee's own name.

IN WITNESS WHEREOF, this Assignment has been executed this 23rd day of April, 1999.

HILTON HOTELS CORPORATION



Name: Thomas E. Gallagher

Title: Executive Vice President and General Counsel

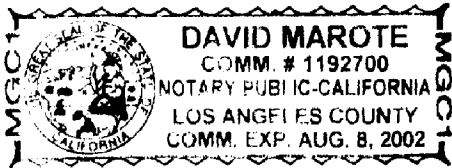
STATE OF CALIFORNIA)


SS.:

COUNTY OF LOS ANGELES)

I, **DAVID MAROTE**, a Notary Public, residing in the county and state aforesaid, do certify that **THOMAS E. GALLAGHER**, who is to me known, this day appeared before me personally and did acknowledge that he did sign, seal and deliver the foregoing instrument of his own free will and accord, for the purposes therein named and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this *23rd* day of April, 1999.




Notary Public