

08-23-2000

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



ET

To the Honorable Commissioner of Patents

101440025

1 documents or copy thereof.

1. Name of conveying party(ies):
Horseshoe Gaming, L.L.C.

MKS
7.26.00

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

Name: Horseshoe Gaming Holding Corp.

Internal Address: _____

Street Address: 2300 Empress Drive

City: Joliet State: Illinois Zip: 60436

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

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

Additional name(s) of conveying parties(ies) attached: Yes No

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

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

Execution Date: December 1, 1999

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

A. Trademark Application No.(s)
75/358,121; 75/514,388; 75/514,387; 75/767,529 and 75/671,343

B. Trademark registration No.(s):
2,312,618; 2,221,012; 2,101,797 and 2,323,248

Additional numbers attached? Yes No

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

Name: Rachel L. St. Peter

Internal Address: ICE MILLER DONADIO & RYAN

Street Address: One American Square, Box 82001

City: Indianapolis State: Indiana ZIP: 46282

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41): \$ 360.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 09-0007

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Rachel L. St. Peter
Name of Person Signing

Rachel L. St. Peter
Signature

7/19/00
Date

Total number of pages including cover sheet: 4

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

06/22/2000 MTHA11 00000101 75358121

01 FC:481
02 FC:482

40.00 OP
200.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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Refund Total:

TRADEMARK

REEL: 002124 FRAME: 0289

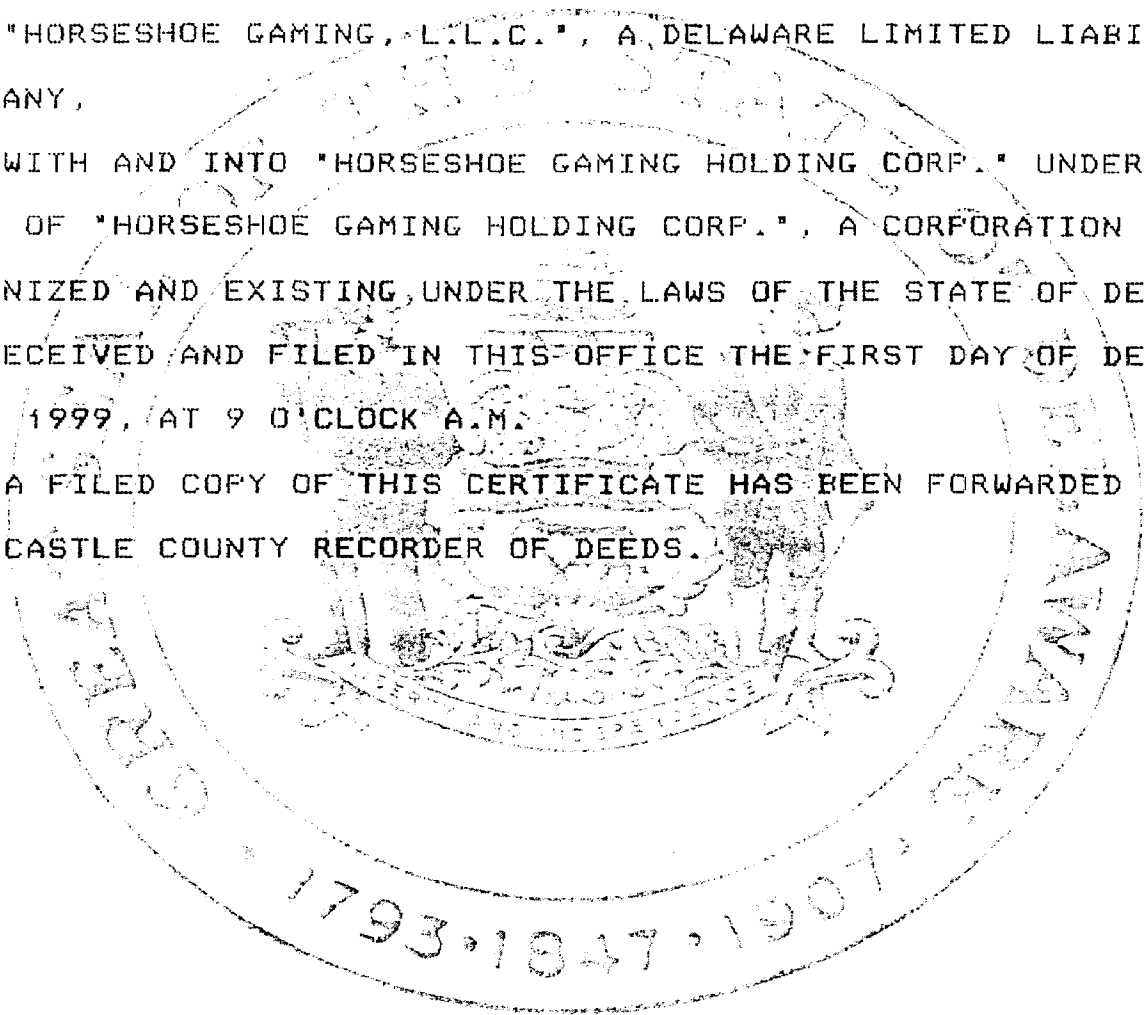
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HORSESHOE GAMING, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "HORSESHOE GAMING HOLDING CORP." UNDER THE NAME OF "HORSESHOE GAMING HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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991514439

AUTHENTICATION: 0113703

DATE: 12-02-99

TRADEMARK
REEL: 002124 FRAME: 0290

CERTIFICATE OF MERGER
OF
HORSESHOE GAMING, L.L.C.
(a Delaware limited liability company)
WITH AND INTO
HORSESHOE GAMING HOLDING CORP.
(a Delaware corporation)

In accordance with Section 264 of the
General Corporation Law of the State of Delaware
and
in accordance with Section 18-209 of the
Limited Liability Company Act of the State of Delaware

Horseshoe Gaming Holding Corp., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the name and the state of incorporation or formation of each of the constituent entities of the merger are as follows:

<u>Name</u>	<u>State of Incorporation or Formation</u>
Horseshoe Gaming, L.L.C.	Delaware
Horseshoe Gaming Holding Corp.	Delaware

SECOND: An agreement of merger has been adopted, approved, certified, executed and acknowledged by each of the constituent entities pursuant to Section 264(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Horseshoe Gaming Holding Corp.

FOURTH: The certificate of incorporation of Horseshoe Gaming Holding Corp. shall be the certificate of incorporation of the surviving corporation.

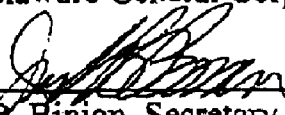
FIFTH: The executed agreement of merger is on file at an office of the surviving corporation that is located at 4024 South Industrial Road, Las Vegas, Nevada 89103. A copy of the agreement of merger may be obtained, upon request without cost, by any stockholder of the Corporation or any member of Horseshoe Gaming, L.L.C.

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the merger of the constituent entities, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of Horseshoe Gaming Holding Corp. and the facts stated herein are true and accordingly has herunto signed this Certificate of Merger as of December 1, 1999.

HORSESHOE GAMING HOLDING CORP.

By: 
Jack B. Binion, President

Jack B. Binion, the duly elected Secretary of Horseshoe Gaming Holding Corp., hereby certifies that an agreement of merger has been adopted by Horseshoe Gaming Holding Corp. pursuant to the first sentence of Section 251(f) of the Delaware General Corporation Law.

By: 
Jack B. Binion, Secretary

Mark: WINNERS CIRCLE
Registration No.: 2,101,797
Registered: September 30, 1997
Owner: Horseshoe Gaming, L.L.C.
Our File No.: T01783-US-1 (13516.0005)

Mark: CAFE SONOMA (and Design)
Registration No.: 2,323,248
Registered: February 29, 2000
Owner: Horseshoe Gaming, L.L.C.
Our File No.: T01773-US-0 (13516.0005)

Mark: INNER CIRCLE
Application No.: 75/514,388
Filed: July 6, 1998
Owner: Horseshoe Gaming, L.L.C.
Our File No.: T01781-US-0 (13516.0005)

Mark: WINNERS CIRCLE
Application No.: 75/514,387
Filed: July 6, 1998
Owner: Horseshoe Gaming, L.L.C.
Our File No.: T01783-US-0 (13516.0005)

Mark: MID-AMERICAN POKER CLASSIC
Application No.: 75/767,529
Filed: August 4, 1999
Owner: Horseshoe Gaming, L.L.C.
Our File No.: T1672-US-0 (13516.0005)

Mark: THE MORE YOU PLAY THE MORE WE'LL PAY
Application No.: 75/671,343
Filed: March 31, 1999
Owner: Horseshoe Gaming, L.L.C.
Our File No.: T01759-US-0 (13516.0005)

To Sir/Madam:

Attached hereto is a Form PTO-1594, Recordation Cover Sheet for Trademarks, together with a copy of the original document attesting to the name change of the owner from Horseshoe