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- Individual(s)
- General Partnership
- Corporation-State
- Other \_\_\_\_\_
- Additional name(s) of conveying party(ies) attached?
  - Yes
  - No

- 3. Nature of conveyance:
  - Assignment
  - Merger
  - Security Agreement
  - Change of Name
  - Other \_\_\_\_\_

Execution Date: 11/13/1998

- 2. Name and address of receiving party(ies):
  - Name: Hilton Hotels Corporation
  - Internal Address: 4th Floor
  - Street Address: 3930 Howard Hughes Parkway
  - City: Las Vegas State: NV ZIP: 89109
- 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

- 4. Application number(s) or registration number(s):
  - A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,519,150

Additional numbers attached?  Yes  No

- 5. Name and address of party to whom correspondence concerning document should be mailed:
  - Name: Mr. Louis J. Nunziata
  - Internal Address: 4th Floor, Park Place Entertainment Corporation
  - Street Address: 3930 Howard Hughes Parkway
  - City: Las Vegas State: NV ZIP: 89109

- 6. Total number of applications and registrations involved: 1
- 7. Total fee (37 CFR 3.41): \$ 40.00
  - Enclosed
  - Authorized to be charged to deposit account
- 8. Deposit account number: \_\_\_\_\_
- (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.

Louis J. Nunziata  
Name of Person Signing

Louis J. Nunziata  
Signature

8-25-2000  
Date

Total number of pages comprising cover sheet: 6

11/15/2000 MTR11 00000247 1519150

050748 DMB No. 0651-0011 (exp. 4/94) 40.00 DP

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State of Delaware  
Office of the Secretary of State PAGE 1

DEC 15 1998

C1553-70

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 OWNERSHIP, WHICH MERGES:

"HILTON GAMING CORPORATION", A NEVADA CORPORATION,  
WITH AND INTO "HILTON HOTELS CORPORATION" UNDER THE NAME OF "HILTON HOTELS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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981463534

AUTHENTICATION: 9437411

DATE: 12-03-98

TRADEMARK  
REEL: 002176 FRAME: 0082

**CERTIFICATE OF OWNERSHIP  
AND MERGER**  
of  
**HILTON GAMING CORPORATION**  
(a Nevada corporation)  
with and into  
**HILTON HOTELS CORPORATION**  
(a Delaware corporation)

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY** that:

1. Hilton Hotels Corporation ("HHC") is a business corporation in the State of Delaware.
2. HHC is the owner of all of the outstanding shares of capital stock of Hilton Gaming Corporation, a Nevada corporation ("HGC"), which is a business corporation in the State of Nevada.
3. The laws of the jurisdiction of organization of HGC permit the merger of a business corporation of the jurisdiction with a business corporation of another jurisdiction.
4. HHC hereby merges HGC with and into HHC.
5. The Board of Directors of HHC, by resolution of the Board of Directors attached hereto as Annex A and incorporated herein by reference, duly adopted by unanimous written consent on November 12, 1998, determined to merge HGC with and into itself pursuant to Section 253 of the Delaware General Corporation Law.

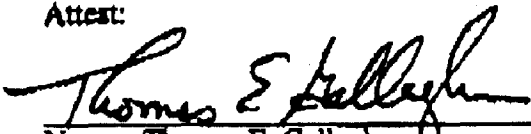
IN WITNESS WHEREOF, HILTON HOTELS CORPORATION has caused this Certificate of Ownership and Merger to be signed and attested as set forth below.

Dated: November 13, 1998

HILTON HOTELS CORPORATION,  
a Delaware corporation

By:   
Name: Scott A. LaPorta  
Title: Senior Vice President and Treasurer

Attest:

  
Name: Thomas E. Gallagher  
Title: Secretary

S-1

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REEL: 002176 FRAME: 0084

**ANNEX A**

**Approval of Plan of Liquidation and Merger of Hilton Gaming Corporation into  
the Corporation.**

**WHEREAS, the Corporation owns all of the issued and outstanding shares of capital stock of Hilton Gaming Corporation, a Nevada corporation ("HGC");**

**WHEREAS, in connection with the Distribution Agreement and the transactions contemplated thereby, there has been discussed and analyzed by this Board of Directors, a form of Plan of Liquidation and Merger (the "HGC Plan of Merger"), by and between HGC and the Corporation, pursuant to which, among other things, HGC will be merged with and into the Corporation, with the Corporation as the surviving corporation; and**

**WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation that HGC merge with and into the Corporation on the terms described in the HGC Plan of Merger and enter into and perform its obligations under the HGC Plan of Merger and the transactions described therein.**

**NOW, THEREFORE, BE IT RESOLVED, that the form of, and the terms and conditions set forth in, the HGC Plan of Merger be, and they hereby are, approved;**

**RESOLVED FURTHER, that the Corporation enter into the HGC Plan of Merger and perform its obligations pursuant thereto;**

**RESOLVED FURTHER, that HGC, a wholly owned subsidiary of the Corporation, will be merged with and into the Corporation, pursuant to which the Corporation will assume all of HGC's obligations pursuant to Section 253 of the Delaware General Corporation Law ("DGCL");**

**RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to execute and deliver, and to cause the Corporation to perform its obligations under, the HGC Plan of Merger, substantially in the form discussed and analyzed by this Board of Directors, with such changes therein, deletions therefrom or additions or amendments thereto as such appropriate officer or officers executing the same shall approve, his, her or their execution thereof to be conclusive evidence of such approval;**

**RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare or cause to be prepared a Certificate of Ownership and Merger with respect to the merger of the HGC with and into the Corporation, and to file or cause to be filed said Certificate of Ownership and Merger with the Delaware Secretary of State;**

**RESOLVED FURTHER**, that the appropriate officers of the Corporation be, and each of them hereby is, authorized to execute such other documents and take other actions as such appropriate officer or officers shall deem necessary, appropriate or advisable in order to effect the transaction contemplated by these resolutions and to effect the complete liquidation of HGC in accordance with Sections 337(a) and 332 of the Internal Revenue Code of 1986, as amended (the "Code") and Treasury Regulations Section 1.1502-34;

**RESOLVED FURTHER**, that any and all agreements, instruments or documents heretofore executed and acts heretofore done in connection with the HGC Plan of Merger and the transactions contemplated therein are hereby in all respects ratified and confirmed; and

**RESOLVED FURTHER**, that the appropriate officers of the Corporation shall be its President and Chief Executive Officer, its Executive Vice President and Chief Financial Officer, its Executive Vice President and General Counsel, its Senior Vice President and Controller and its Senior Vice President and Treasurer.