

03-16-2001

FORM PTO-1618A
Expires 06/30/00
OMB 0661-0027



101636037

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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 License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

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

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

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.)

FOR OFFICE USE ONLY

1090E

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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: 002253 FRAME: 0774

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

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.** #

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)

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

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

Method of Payment: Enclosed Deposit Account

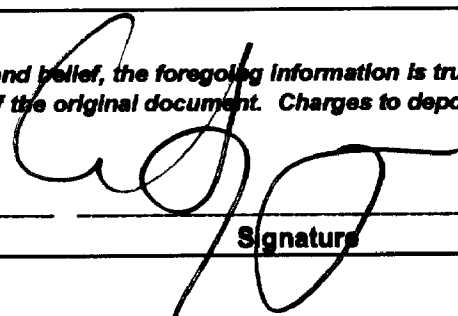
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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 deposit account are authorized, as indicated herein.

Whitney Thier, Esq.



2.26.01

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

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Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

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Trademark Application Number(s)

Registration Number(s)

75263964	75263965	75264076
75264078	75264082	75264077
75712527	75712526	

2319663	2170691	2344345
2238271	2082755	2207881
1999223	2125079	2128706
2119795	2112806	1999222
2003988	1973692	2055661
1909480	1809172	

**ARTICLES OF MERGER
OF
MGM GRAND HOTEL, INC.
a Nevada corporation
INTO
MGM GRAND HOTEL & CASINO MERGER SUB LLC
a Nevada limited liability company**

FILED # LLC6875-00

DEC 22 2000

IN THE OFFICE OF
Dean Hill
DEAN HILLER SECRETARY OF STATE

Pursuant to Section 92A.200 of the Nevada Revised Statutes ("NRS"), MGM GRAND HOTEL & CASINO MERGER SUB LLC, a Nevada limited liability company, as the surviving entity, does hereby deliver to the Nevada Secretary of State the following Articles of Merger:

Article I

The constituent entities to the merger are (i) MGM GRAND HOTEL, INC., a Nevada corporation (the "Merging Entity"), as the merging entity, and (ii) MGM GRAND HOTEL & CASINO MERGER SUB LLC, a Nevada limited liability company ("Surviving Entity"), as the surviving entity (each, a "Constituent Entity" and together, the "Constituent Entities").

Article II

An agreement and plan of merger (the "Plan of Merger"), has been adopted by the Surviving Entity and by the Merging Entity.

Article III

Approval by the owners of the Constituent Entities was required, thus the Plan of Merger was submitted to the owners of the Constituent Entities.

(a) The Plan of Merger was approved by the written consent of the sole stockholder of the Merging Entity.

(b) The Plan of Merger was approved by the written consent of the sole member of the Surviving Entity.

Article IV

The Articles of Organization of the Surviving Entity filed with the Nevada Secretary of State on July 19, 2000 ("Original Articles"), shall be amended solely to change the name of the Surviving Entity to "MGM GRAND HOTEL, LLC." Except as provided in the immediately preceding sentence, the Articles of Organization of the Surviving Entity shall not be amended as a result of the Merger.

Article V

Since the entire Plan of Merger is not set forth herein, the complete executed Plan of Merger is on file at the registered office or other place of business of the Surviving Entity, and a copy of the complete executed Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member or stockholder of any Constituent Entity.

Article VI

This merger shall become effective on midnight of December 31, 2000.

Article VII

These Articles of Merger may be executed in one or more counterparts, each of which shall be deemed an executed original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on the 14th day of December, 2000.

"SURVIVING ENTITY"

MGM GRAND HOTEL & CASINO MERGER SUB LLC,
a Nevada limited liability company

By: MGM Grand Hotel, Inc.,
sole Member and Manager

By: Scott Langsner
Scott Langsner, Secretary and Treasurer

"MERGING ENTITY"

MGM GRAND HOTEL, INC., a Nevada corporation

By: William J. Hornbuckle
William J. Hornbuckle, President

By: Scott E. Langsner
Scott E. Langsner, Secretary