

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/13/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Caesars Entertainment, Inc.		06/13/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Harrah's Operating Company, Inc.
Street Address:	One Harrah's Court
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89119
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 90**

Property Type	Number	Word Mark
Registration Number:	2926199	THE PLACE TO PLAY.EVERYDAY!
Registration Number:	2340641	PARK PLACE ENTERTAINMENT
Registration Number:	2513331	CS3 CONSOLIDATED SUPPLIES, SERVICES ANDSYSTEMS
Registration Number:	2407315	C'EST SI BON
Registration Number:	2516588	FLAMINGO LAS VEGAS
Registration Number:	2883870	MILLION DOLLAR BLACKJACK TOURNAMENT
Registration Number:	2831194	PAYDAY!
Registration Number:	2532137	STAY ORIGINAL
Registration Number:	2673192	PARK PLACE CONNECTION
Registration Number:	2498816	CASCATA
Registration Number:	1432392	COMP CARD
Registration Number:	1426929	CLARIDGE CASINO HOTEL
Registration Number:	1842112	CLARIDGE

OP \$2265.00 2926199

Registration Number:	2771335	ALL SLOTS. ALL LOOSE. ALL THE TIME.
Registration Number:	1224155	
Registration Number:	2758476	PARK PLACE ENTERTAINMENT
Registration Number:	2758477	PARK PLACE ENTERTAINMENT
Registration Number:	2429886	7 HEAVEN
Registration Number:	2438409	THE RACE & SPORTS BOOK BALLY'S LAS VEGAS
Registration Number:	2432163	PARIS LAS VEGAS
Registration Number:	2514373	FLAMINGO LAS VEGAS
Registration Number:	1219913	PARK PLACE
Registration Number:	2523523	COYOTE KATE'S SLOT PARLOR
Registration Number:	2399183	REAL. LIVE. LAS VEGAS.
Registration Number:	2565667	CASCATA
Registration Number:	2517266	FLAMINGO
Registration Number:	2517267	FLAMINGO
Registration Number:	1173550	PARK PLACE
Registration Number:	1353936	PARK PLACE
Registration Number:	2377709	BALLY
Registration Number:	1973722	BALLY'S CASINO LAKESHORE RESORT
Registration Number:	1439550	7 HEAVEN DOLLARS
Registration Number:	1646697	BALLY
Registration Number:	1515843	BALLY'S
Registration Number:	2498924	THERE'S A LOT IN A NAME
Registration Number:	1012119	BALLY
Registration Number:	2462704	THERE'S A LOT IN A NAME
Registration Number:	1581959	BALLY'S
Registration Number:	1909427	BALLY
Registration Number:	2164444	B
Registration Number:	2103312	BALLY'S GAMING UNIVERSITY
Registration Number:	2112386	BALLY'S GAMING U.
Registration Number:	2012257	BALLY'S BELLE OF ORLEANS
Registration Number:	1572506	MVP
Registration Number:	1820490	BALLY GAMING
Registration Number:	1523910	BALLY'S
Registration Number:	0505218	BALLY
Registration Number:	2933371	RAPID FIRE

Registration Number:	2934998	JACQUES
Registration Number:	1835833	MR. MING'S
Registration Number:	1243194	CITY LITES
Registration Number:	1820290	FRUIT BASKET BUFFET
Registration Number:	2934412	AS VEGAS AS VEGAS GETS
Registration Number:	1702280	GARDEN OF THE DRAGON
Registration Number:	2350265	
Registration Number:	2015176	FLAMINGO PLAYERS CLUB
Registration Number:	1948975	FLAMINGO
Registration Number:	1692034	O'SHEAS CASINO
Registration Number:	2942300	NYC SHELL GAME
Registration Number:	1847026	BIG BUCKS
Registration Number:	1519150	SUPERBOOK
Registration Number:	2465866	PARIS CASINO RESORT
Registration Number:	2527696	PARIS
Registration Number:	2475977	PARIS
Registration Number:	2007114	CANDYMANIA
Registration Number:	1345187	THE BEEF BARRON
Registration Number:	2034472	BALLY'S COMMODORE CLUB
Registration Number:	1543909	BALLY'S GRAND
Registration Number:	1955699	BALLY'S SALOON & GAMBLING HALL
Registration Number:	1533712	BALLY'S GRAND
Registration Number:	1955688	BALLY BOB
Registration Number:	2032928	BALLY'S COMMODORE CLUB
Registration Number:	1821905	THE OAKS
Registration Number:	1982255	BALLY'S CASINO LAKESHORE RESORT NEW ORLEANS LOUISIANA
Registration Number:	2914615	PARIS LAS VEGAS
Registration Number:	2048291	BALLY'S SALOON GAMBLING HALL HOTEL
Registration Number:	1498142	BG
Registration Number:	2159687	LOS TRES HOMBRES CANTINA
Registration Number:	2914614	PARIS LAS VEGAS
Registration Number:	2914612	PARIS LAS VEGAS
Registration Number:	1801151	LIGHTNING QUARTERS
Registration Number:	2956370	THE WILD, WILD WEST CASINO AT BALLY'S

Registration Number:	2961555	SEAHORSE
Registration Number:	2837537	WILD, WILD WEST CASINO
Serial Number:	76461565	LOOSE SLOT LOUIE
Serial Number:	78473865	VIALE
Serial Number:	78381582	GIGI PARIS
Serial Number:	78457601	CHAMPAGNE SLOTS
Serial Number:	78439241	PENNY VILLE
Serial Number:	78366079	BE INSPIRED

**CORRESPONDENCE DATA**

Fax Number: (901)537-3359  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 9017628755  
Email: jtyler@harras.com  
Correspondent Name: Jane Tyler  
Address Line 1: 1023 Cherry Road  
Address Line 4: Memphis, TENNESSEE 38117

NAME OF SUBMITTER:	Jane E. Tyler
Signature:	/jane e. tyler/
Date:	07/17/2005

Total Attachments: 3  
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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, 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:

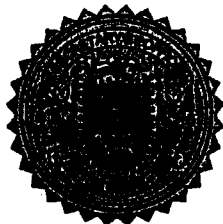
"CAESARS ENTERTAINMENT, INC.", A DELAWARE CORPORATION, WITH AND INTO "HARRAH'S OPERATING COMPANY, INC." UNDER THE NAME OF "HARRAH'S OPERATING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JUNE, A.D. 2005, AT 9:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTEENTH DAY OF JUNE, A.D. 2005, AT 4 O'CLOCK P.M.

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

2014547 8100M

050489234



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3944263

DATE: 06-13-05

TRADEMARK  
REEL: 003122 FRAME: 0475

**CERTIFICATE OF MERGER  
OF  
CAESARS ENTERTAINMENT, INC.  
WITH AND INTO  
HARRAH'S OPERATING COMPANY, INC.**

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Pursuant to Section 251(c) of the Delaware  
General Corporation Law

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Harrah's Operating Company, Inc., a Delaware corporation, does hereby certify that:

1. The names and states of incorporation of the constituent corporations participating in the merger herein certified (the "Constituent Corporations") are:

- (a) Caesars Entertainment, Inc., a Delaware corporation; and
- (b) Harrah's Operating Company, Inc., a Delaware corporation.

2. An Agreement and Plan of Merger (the "Merger Agreement") dated as of July 14, 2004 by and among Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., and Caesars Entertainment, Inc., has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251(c) of the Delaware General Corporation Law.

3. The name of the surviving corporation in the merger herein certified is Harrah's Operating Company, Inc. (the "Surviving Corporation"), which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger herein certified pursuant to the provisions of the Delaware General Corporation Law.

4. The certificate of incorporation of Harrah's Operating Company, Inc. as now in force and effect shall continue to be the certificate of incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

5. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation, located at One Harrah's Court, Las Vegas, Nevada 89119-4312.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of either of the Constituent Corporations.

7. The future effective date and time of this Certificate of Merger shall be June 13, 2005 at 4:00 p.m. Eastern Time.

[Signature Page Follows]

IN WITNESS WHEREOF, Harrah's Operating Company, Inc. has caused this Certificate of Merger to be executed on this 15<sup>th</sup> day of June, 2005.

HARRAH'S OPERATING COMPANY, INC.

By:



Charles L. Atwood  
Senior Vice President and Chief Financial  
Officer

Certificate of Merger