

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment of Trademark and Domain Name Rights

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Harrah's License Company, LLC		08/31/2010	LIMITED LIABILITY COMPANY: NEVADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Rio Propco, LLC
<b>Street Address:</b>	One Harrah's Court
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89119
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 28**

Property Type	Number	Word Mark
Registration Number:	2849732	BEVERTAINERS
Registration Number:	3077332	BEVERTAINMENT
Registration Number:	2085147	BUZIOS
Registration Number:	1827883	CARNIVAL WORLD BUFFET
Registration Number:	2709302	EXOTIC. UNINHIBITED. FUN.
Registration Number:	3213527	GO WILD
Registration Number:	1697110	IPANEMA GIRLS
Registration Number:	3126836	JANELAS RESTAURANT & BAR
Registration Number:	3012833	MISS RIO
Registration Number:	2459105	PLAYRIO.COM
Registration Number:	1845968	RIO
Registration Number:	1997791	RIO
Registration Number:	1908880	RIO
Registration Number:	1984925	RIO

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Registration Number:	1997790	RIO
Registration Number:	1845967	RIO
Registration Number:	2739407	RIO ALL-SUITE HOTEL & CASINO LAS VEGAS
Registration Number:	2739406	RIO ALL-SUITE HOTEL & CASINO LAS VEGAS
Registration Number:	2715239	RIO JAVA
Registration Number:	2207791	RIO LAS VEGAS
Registration Number:	2053740	RIO LAS VEGAS
Registration Number:	2207792	RIO LAS VEGAS
Registration Number:	2221028	RIO LAS VEGAS
Registration Number:	1793006	RIO RITA
Registration Number:	1714332	RIO RITA'S
Registration Number:	2223924	RIO SECCO GOLF CLUB
Registration Number:	1757490	RIO SUITE HOTEL&CASINO
Registration Number:	1779291	SNEAKY QUEENS

**CORRESPONDENCE DATA**

Fax Number: (212)504-6666  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (212) 504-6423  
Email: jeffrey.liao@cwt.com  
Correspondent Name: Jeffrey Z.Y. Liao, Esq.  
Address Line 1: Cadwalader, Wickersham & Taft LLP  
Address Line 2: One World Financial Center  
Address Line 4: New York, NEW YORK 10281

ATTORNEY DOCKET NUMBER:	94987.010
NAME OF SUBMITTER:	Jeffrey Z.Y. Liao
Signature:	/Jeffrey Z.Y. Liao/
Date:	09/09/2010

**Total Attachments: 8**

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## ASSIGNMENT OF TRADEMARK AND DOMAIN NAME RIGHTS

**THIS ASSIGNMENT OF TRADEMARK AND DOMAIN NAME RIGHTS** (this “Assignment”) is made and entered into this 31st day of August 2010 (the “Effective Date”), by and between HARRAH’S LICENSE COMPANY, LLC, a Nevada limited liability company (the “Assignor”), and Rio Propco, LLC, a Delaware limited liability company (the “Assignee”).

**WHEREAS**, this Assignment is being entered into in connection with the transactions contemplated by the (i) Second Amended and Restated Mortgage Loan Agreement dated as of the date hereof between Assignee, as Borrower, JPMorgan Chase Bank, N.A., Bank of America, N.A., Citibank N.A., Credit Suisse A.G. Cayman Island Branch, Merrill Lynch Mortgage Lending, Inc., Goldman Sachs Mortgage Company, Morgan Stanley Mortgage Capital Holdings LLC, and German American Capital Corporation and the other parties thereto, and their successors and assigns (the “Amended Loan Agreement”), (ii) the Amended and Restated License Agreement dated as of the date hereof between Assignor and Assignee and the other parties thereto and (iii) the transactions contemplated by the foregoing (collectively, the “Restructuring”).

**WHEREAS**, in connection with the transactions contemplated by the Restructuring, Assignor wishes to assign to Assignee, and Assignee wishes to accept from Assignor, (i) the trademarks and trademark applications set forth on Schedule 1, attached hereto (the “Assigned Trademarks”) and (ii) the domain names set forth on Schedule 2, attached hereto (the “Assigned Domain Names”).

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignor hereby assigns to Assignee its entire right, title and interest in and to the Assigned Trademarks, together with the goodwill of the business associated with the Assigned Trademarks, all other corresponding rights secured under the laws of the United States, state government and any foreign country and all claims for damages by reason of past, present or future infringement or other unauthorized use of the Assigned Trademarks, including the right to collect all proceeds and damages therefrom.
2. Assignor hereby assigns to Assignee its entire right, title and interest in and to the Assigned Domain Names and all claims for damages by reason of past, present or future infringement or other unauthorized use of the Assigned Domain Names, including the right to collect all proceeds and damages therefrom.
3. Assignor further agrees that should additional documentation of the assignment or further acts be required to protect, secure, vest and record good title to the Assigned Trademarks or the Assigned Domain Names in Assignee, Assignor will, without further consideration, provide or execute such other documents or take such further acts as may be reasonably necessary upon Assignee’s reasonable request.
4. Assignor hereby authorizes and requests the Commissioner for Trademarks of the United States Patent and Trademark Office, and the corresponding entities or agencies in any applicable state government or foreign countries, to record Assignee as the assignee and owner of the Assigned Trademarks registered in the corresponding jurisdiction.

5. This Assignment will be governed by and construed and interpreted in accordance with the substantive laws of the State of Nevada, without giving effect to any conflicts of law rule or principle that might result in the application of the laws of another jurisdiction.

6. This Assignment may be executed in one or more counterparts, each of which will be deemed an original and all of which, when taken together, will constitute one and the same Assignment.

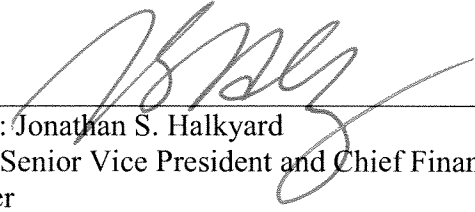
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IN WITNESS WHEREOF, the party hereto has duly executed this Assignment of Trademarks and Domain Name Rights as of the Effective Date.

ASSIGNOR:

HARRAH'S LICENSE COMPANY, LLC

By: Harrah's Operating Company, Inc., its sole member

By:   
Name: Jonathan S. Halkyard  
Title: Senior Vice President and Chief Financial Officer

STATE OF NEVADA  
COUNTY OF Clark

This instrument was acknowledged before me on

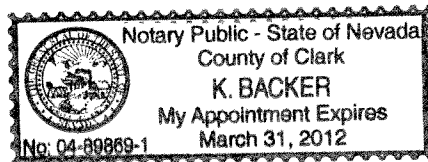
by J. Halkyard

K. Backer

Notary Public

(Seal)

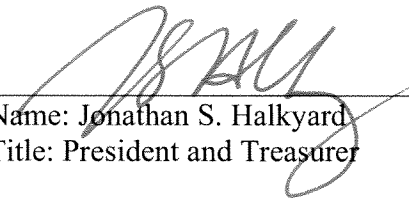
My Commission Expires:  
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IN WITNESS WHEREOF, the party hereto has duly executed this Assignment of Trademarks and Domain Name Rights as of the Effective Date.

ASSIGNEE:

RIO PROPCO, LLC

By:   
Name: Jonathan S. Halkyard  
Title: President and Treasurer

STATE OF NEVADA  
COUNTY OF Clark

This instrument was acknowledged before me on

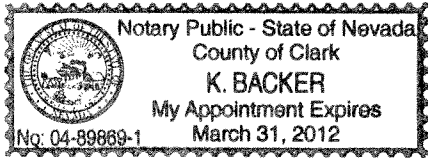
by J. Halkyard

K. Backer

Notary Public

(Seal)

My Commission Expires:  
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**Schedule 1**

**ASSIGNED TRADEMARKS**

<b>Jurisdiction</b>	<b>Trademark</b>	<b>Appl. No.</b>	<b>Filing Date</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Status</b>
U.S.	Bevertainer (Block)	78/217653	2/21/2003	2849732	6/1/2004	Registered
U.S.	Bevertainment (Block)	78/217642	2/21/2003	3077332	4/4/2006	Registered
U.S.	Buzios (Block)	74/442023	9/29/1993	2085147	8/5/1997	Registered
U.S.	Carnival World Buffet (Block)	74/401180	6/14/1993	1827883	3/22/1994	Registered
U.S.	Exotic. Uninhibited. Fun.	76/438775	8/6/2002	2709302	4/22/2003	Registered
U.S.	Go Wild	78/911523	6/19/2006	3213527	2/27/2007	Registered
U.S.	Ipanema Girls (Block)	74/021847	1/23/1990	1697110	6/23/1992	Registered
U.S.	Janelas (Design)	78/706472	9/2/2005	3126836	8/8/2006	Registered
U.S.	Miss Rio	78/159715	8/30/2002	3012833	11/8/2005	Registered
U.S.	Playrio.com (Block)	75/742469	7/2/1999	2459105	6/12/2001	Registered
U.S.	Rio (Block)	74/442024	9/29/1993	1845968	7/19/1994	Registered
U.S.	Rio (Block)	74/442025	9/29/1993	1997791	9/3/1996	Registered
U.S.	Rio (Sign Design)	74/442012	9/29/1993	1908880	8/1/1995	Registered
U.S.	Rio (Sign Design)	74/442018	9/29/1993	1984925	7/9/1996	Registered
U.S.	Rio (Stylized Script)	74/442020	9/29/1993	1997790	9/3/1996	Registered
U.S.	Rio (Stylized Script)	74/442021	9/29/1993	1845967	7/19/1994	Registered
U.S.	Rio All-Suite Hotel & Casino Las Vegas	75/732713	6/21/1999	2739407	7/22/2003	Registered
U.S.	Rio All-Suite Hotel & Casino Las Vegas	75/732712	6/21/1999	2739406	7/22/2003	Registered
U.S.	Rio Java (Design)	76/352432	12/26/2001	2715239	5/13/2003	Registered
U.S.	Rio Las Vegas (Block)	74/442016	9/29/1993	2207791	12/8/1998	Registered
U.S.	Rio Las Vegas (Block)	74/442017	9/29/1993	2053740	4/22/1997	Registered
U.S.	Rio Las Vegas (Stylized Script)	74/442019	9/29/1993	2207792	12/8/1998	Registered
U.S.	Rio Las Vegas (Stylized Script)	74/442022	9/29/1993	2221028	2/2/1999	Registered
U.S.	Rio Rita (Block)	74/330889	11/13/1992	1793006	9/14/1993	Registered
U.S.	Rio Rita's (Block)	74/227113	12/4/1991	1714332	9/8/1992	Registered
U.S.	Rio Secco Golf Club (Block)	75/370303	10/8/1997	2223924	2/16/1999	Registered
U.S.	Rio Suite Hotel & Casino (Design)	74/021711	1/23/1990	1757490	3/9/1993	Registered

Jurisdiction	Trademark	Appl. No.	Filing Date	Reg. No.	Reg. Date	Status
U.S.	Sneaky Queens (Block)	74/330885	11/13/1992	1779291	6/29/1993	
Nevada	All American Bar & Grille (Design)		11/12/1991	24-833	11/12/1991	Registered
Nevada	Buzios Seafood Restaurant (Design)		11/21/1995	28-648	11/21/1995	Registered
Nevada	Calor			20070502731-47	7/24/2007	Registered
Nevada	Cash is King (Design)		8/9/1996	29-298	8/9/1996	Registered
Nevada	Club Rio (Design)		11/12/1991	24-837	11/12/1991	Registered
Nevada	Latin Libido			E0289892007-3	4/23/2007	Registered
Nevada	Masquerade Show in the Sky			E0796512007-3	11/16/2007	Registered
Nevada	Masquerade Showroom (Block)			E0542812007-3	7/31/2007	Registered
Nevada	Masquerade Village		8/8/1996	29-285	8/8/1996	Registered
Nevada	Napa Restaurant (Design)		4/15/1996	28-940	4/15/1996	Registered
Nevada	Rio Rita (Stylized)		11/12/1991	24-832	11/12/1991	Registered
Nevada	Rio Secco Golf Club (Design)		5/27/1999	32-041	5/27/1999	Registered
Nevada	Rio Suite Hotel & Casino (Block)		7/6/1989	22-821	7/6/1989	Registered
Nevada	Rio Suite Hotel & Casino (Standardized Chinese Translation) Trade Name		11/25/1996	29-612	11/25/1996	Registered
Nevada	Sao Paulo Cafe (Design)		12/10/2002	35-154	12/10/2002	Registered
Nevada	The Spa at the Rio		11/21/1995	28-649	11/21/1995	Registered
Nevada	The Village		7/16/1996	29-172	7/16/1996	Registered
Nevada	The Village Seafood Buffet (Design)		4/15/1996	28-941	4/15/1996	Registered
Nevada	The Wine Cellar Tasting Room (Design)		4/15/1996	28-937	4/15/1996	Registered



**Schedule 2**

**ASSIGNED DOMAIN NAMES**

	<b>Registrant</b>	<b>Domain Name</b>	<b>Registrar</b>
1.	Harrah's License Company	BETRIO.COM	NSI
2.	Harrah's License Company	BETRIOSPORTS.COM	NSI
3.	Harrah's License Company	CHOICESATRIO.COM	NSI
4.	Harrah's License Company	CLUB-RIO.COM	NSI
5.	Harrah's License Company	DLGRIO.COM	NSI
6.	Harrah's License Company	ELRIOCASINO.COM	NSI
7.	Harrah's License Company	ESPANOLRIOVEGAS.COM	NSI
8.	Harrah's License Company	LAUGHLINFLAMINGO.COM	NSI
9.	Harrah's License Company	MIRIOLASVEGAS.COM	NSI
10.	Harrah's License Company	PLAYRIO.BIZ	NSI
11.	Harrah's License Company	PLAY-RIO.BIZ	NSI
12.	Harrah's License Company	playRIO.com.pe	NSI
13.	Harrah's License Company	PLAYRIO.NET	NSI
14.	Harrah's License Company	PLAYRIO.ORG	NSI
15.	Harrah's License Company	playRIO.pe	NSI
16.	Harrah's License Company	PLAYRIOGAMING.COM	NSI
17.	Harrah's License Company	PLAYRIOGAMING.NET	NSI
18.	Harrah's License Company	PLAYRIOLASVEGAS.COM	NSI
19.	Harrah's License Company	PLAYRIOLASVEGAS.NET	NSI
20.	Harrah's License Company	PLAYRIOVEGAS.COM	NSI
21.	Harrah's License Company	PLAYRIOVEGAS.NET	NSI
22.	Harrah's License Company	RIO.BIZ	NSI
23.	Harrah's License Company	RIOALLSUITECASINO.BIZ	NSI
24.	Harrah's License Company	RIOALLSUITECASINO.COM	NSI
25.	Harrah's License Company	RIOALLSUITECASINO.US	NSI
26.	Harrah's License Company	RIOALLSUITEHOTEL.COM	NSI
27.	Harrah's License Company	RIOCASINO.BIZ	NSI
28.	Harrah's License Company	RIO-CASINO.BIZ	NSI
29.	Harrah's License Company	RIOcasino.cn	NSI
30.	Harrah's License Company	RIOcasino.jobs	NSI
31.	Harrah's License Company	RIOCASINO.NET	NSI
32.	Harrah's License Company	RIOCASINO.US	NSI

	<b>Registrant</b>	<b>Domain Name</b>	<b>Registrar</b>
33.	Harrah's License Company	RIOCASINOONLINE.COM	NSI
34.	Harrah's License Company	RIOCHAPELS.COM	NSI
35.	Harrah's License Company	RIOCLUBCASINO.COM	NSI
36.	Harrah's License Company	RIO-EMAIL.COM	NSI
37.	Harrah's License Company	RIOGOWILD.COM	NSI
38.	Harrah's License Company	RIOHOTELANDCASINO.COM	NSI
39.	Harrah's License Company	RIOHOTELCASINO.COM	NSI
40.	Harrah's License Company	RIO-HOTEL-LAS-VEGAS.BIZ	NSI
41.	Harrah's License Company	RIOHOTELLASVEGAS.COM	NSI
42.	Harrah's License Company	RIOINROOMCASINO.COM	NSI
43.	Harrah's License Company	RIOLASVEGAS.COM	NSI
44.	Harrah's License Company	RIOLASVEGAS.ORG	NSI
45.	Harrah's License Company	RIOLASVEGASSUCKS.COM	NSI
46.	Harrah's License Company	RIOLOGIN.COM	NSI
47.	Harrah's License Company	RIOLV.MOBI	NSI
48.	Harrah's License Company	RIOLVSOCIAL.COM	NSI
49.	Harrah's License Company	RIOMEETINGS.COM	NSI
50.	Harrah's License Company	RIOPACKAGES.COM	NSI
51.	Harrah's License Company	RIORITA.COM	NSI
52.	Harrah's License Company	RIOSPORTS.COM	NSI
53.	Harrah's License Company	RIO-SUCKS.COM	NSI
54.	Harrah's License Company	RIOSUITECASINO.COM	NSI
55.	Harrah's License Company	RIOSUITESLASVEGAS.COM	NSI
56.	Harrah's License Company	RIOVEGASNIGHTS.COM	NSI
57.	Harrah's License Company	RIOWEDDINGS.COM	NSI
58.	Harrah's License Company	RIOWORLDSPORTS.COM	NSI
59.	Harrah's License Company	THERIOCASINO.COM	NSI

Schedule 2

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RECORDED: 09/09/2010

TRADEMARK  
REEL: 004274 FRAME: 0949