

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	10/11/2013

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Harrah's Las Vegas Propco, LLC		10/11/2013	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Harrah's Las Vegas, LLC
<b>Street Address:</b>	One Caesars Palace Drive
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89109
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEVADA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	3895394	KGB

**CORRESPONDENCE DATA**

Fax Number: 3026365454  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Phone: 800-927-9801 x 62348  
 Email: jpaterso@cscinfo.com  
 Correspondent Name: Corporation Service Company  
 Address Line 1: 1090 Vermont Avenue NW, Suite 430  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

<b>ATTORNEY DOCKET NUMBER:</b>	846280-1
<b>NAME OF SUBMITTER:</b>	Jean Paterson

Signature:	/jep/
Date:	10/16/2013
<b>Total Attachments: 7</b> source=10-16-13 Harrah Las Vegas Propco 1-TM#page1.tif source=10-16-13 Harrah Las Vegas Propco 1-TM#page2.tif source=10-16-13 Harrah Las Vegas Propco 1-TM#page3.tif source=10-16-13 Harrah Las Vegas Propco 1-TM#page4.tif source=10-16-13 Harrah Las Vegas Propco 1-TM#page5.tif source=10-16-13 Harrah Las Vegas Propco 1-TM#page6.tif source=10-16-13 Harrah Las Vegas Propco 1-TM#page7.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"HARRAH'S LAS VEGAS PROPCO, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "HARRAH'S LAS VEGAS, LLC" UNDER THE NAME OF "HARRAH'S LAS VEGAS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF OCTOBER, A.D. 2013, AT 11 O'CLOCK A.M.

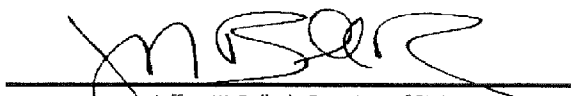
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE ELEVENTH DAY OF OCTOBER, A.D. 2013, AT 4:10 O'CLOCK P.M.

5413610 8100M

131187933

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0808006

DATE: 10-11-13

TRADEMARK  
REEL: 005131 FRAME: 0774

CERTIFICATE OF MERGER

OF

HARRAH'S LAS VEGAS PROPCO, LLC  
(a Delaware limited liability company)

WITH AND INTO

HARRAH'S LAS VEGAS, LLC  
(a Nevada limited liability company)

(Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act)

Dated as of October 11, 2013

The undersigned limited liability companies, duly formed and existing under and by virtue of the Delaware Limited Liability Company Act (as amended from time to time, the "DLLCA"), or Chapter 86 of the Nevada Revised Statutes, as applicable, hereby certify as follows:

**FIRST:** The name and jurisdiction of formation of each of the constituent limited liability companies are as follows:

<u>Name</u>	<u>State</u>
Harrah's Las Vegas Propco, LLC	Delaware
Harrah's Las Vegas, LLC	Nevada

**SECOND:** The Agreement of Merger, dated as of October 11, 2013, by and between Caesars Entertainment Corporation, a Delaware corporation, Flamingo Las Vegas Holding, LLC, a Nevada limited liability company, Paris Las Vegas Holding, LLC, a Nevada limited liability company, Rio Properties, LLC, a Nevada limited liability company, Harrah's Atlantic City Holding, Inc., a New Jersey corporation, Harrah's Las Vegas, LLC, a Nevada limited liability company, Harrah's Laughlin, LLC, a Nevada limited liability company, and the other parties listed on the signature pages thereto, including each of the constituent limited liability companies (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each constituent limited liability company in accordance with Section 18-209 of the DLLCA, pursuant to which Harrah's Las Vegas Propco, LLC will merge with and into Harrah's Las Vegas, LLC (the "Merger").

**THIRD:** Pursuant to the Agreement of Merger, Harrah's Las Vegas, LLC shall be the surviving limited liability company (the "Surviving LLC"). The name of the Surviving LLC is "Harrah's Las Vegas, LLC".

**FOURTH:** The articles of organization of Harrah's Las Vegas, LLC, as now in force and effect, shall continue to be the articles of organization of the Surviving LLC until amended and changed pursuant to applicable law.

**FIFTH:** The Merger is to become effective at 4:10 PM Eastern Time on the date of filing of this certificate with the Secretary of State of the State of Delaware.

**SIXTH:** The executed Agreement of Merger is on file at the principal place of business of the Surviving LLC, the address of which is as follows: One Caesars Palace Drive, Las Vegas, Nevada 89109.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the Surviving LLC on request, without cost, to any member of either of the constituent limited liability companies.

**EIGHTH:** The Surviving LLC may be served with process in the State of Delaware for the enforcement of any obligation of the constituent limited liability companies, and appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding. The address to which a copy of such process shall be mailed by the Secretary of State is: One Caesars Palace Drive, Las Vegas, Nevada 89109.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed as of the date first above written.

HARRAH'S LAS VEGAS PROPCO, LLC

By: 

Name: Michael D. Cohen

Title: Secretary

HARRAH'S LAS VEGAS, LLC

By: \_\_\_\_\_

Name: Donald Colvin

Title: Chief Financial Officer

*Signature Page to HLV PropCo - OpCo Merger Certificate*

TRADEMARK  
REEL: 005131 FRAME: 0777

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed as of the date first above written.

**HARRAH'S LAS VEGAS PROPCO, LLC**

By: \_\_\_\_\_  
Name: Michael D. Cohen  
Title: Secretary

**HARRAH'S LAS VEGAS, LLC**

By:   
Name: Donald Colvin  
Title: Chief Financial Officer

*Signature Page to HLV PropCo - OpCo Merger Certificate*

**Schedule I**

Country/State	Trademark	Status	App. No.	App. Date	Reg. No.	Reg. Date
USA	KGB (Block)	Registered	77/937772	2/17/2010	3895394	12/21/2010