

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/11/2013		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Flamingo Las Vegas Propco, LLC		10/11/2013
			LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Flamingo Las Vegas Operating Company, LLC		
Street Address:	One Caesars Palace Drive		
City:	Las Vegas		
State/Country:	NEVADA		
Postal Code:	89109		
Entity Type:	LIMITED LIABILITY COMPANY: NEVADA		
PROPERTY NUMBERS Total: 16			
	Property Type	Number	Word Mark
	Registration Number:	4202307	CENTER CUT
	Registration Number:	1948975	FLAMINGO
	Registration Number:	4210176	FLAMINGO
	Serial Number:	85784494	FLAMINGO
	Registration Number:	2517266	FLAMINGO
	Registration Number:	2517267	FLAMINGO
	Registration Number:	2350265	
	Registration Number:	2514373	FLAMINGO LAS VEGAS
	Registration Number:	2516588	FLAMINGO LAS VEGAS
	Registration Number:	4134035	FOREVER FABULOUS
	Serial Number:	85976088	FOREVER FABULOUS
	Registration Number:	1820290	FRUIT BASKET BUFFET

CH \$415.00 4202307

Registration Number:	3631248	O'SHEAS
Registration Number:	1692034	O'SHEAS CASINO
Registration Number:	3659293	PINK BEAN
Registration Number:	4207354	WHERE THE STRIP BEGAN.

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

ATTORNEY DOCKET NUMBER:	846280
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	10/16/2013

Total Attachments: 7
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Flamingo Las Vegas Propco, LLC

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other Limited Liability Company

Citizenship (see guidelines) Delaware

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Flamingo Las Vegas Operating Company, LLC

Internal

Address: _____

Street Address: One Caesars Palace Drive

City: Las Vegas

State: NV

Country: USA

Zip: 89109

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____

Other Limited Liability Co Citizenship Nevada

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) October 11, 2013

- Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Ron Conliffe

Internal Address: c/o Paul Weiss Rifking Wharton & Garrison LLP

Street Address: 1285 Avenue of the Americas

City: New York

State: NY

Zip: 10019-6064

Phone Number: 212-373-2768

Fax Number: 212-757-3990

Email Address: rconliffe@paulweiss.com

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

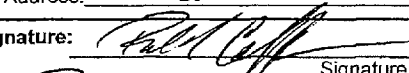
- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:



Signature

10/15/13

Date

RONALD CONLIFFE

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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:

"FLAMINGO LAS VEGAS PROPCO, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "FLAMINGO LAS VEGAS OPERATING COMPANY, LLC" UNDER THE NAME OF "FLAMINGO LAS VEGAS OPERATING COMPANY, 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.

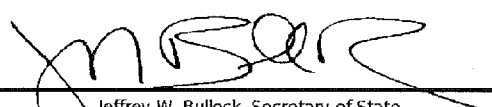
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE ELEVENTH DAY OF OCTOBER, A.D. 2013, AT 4:10 O'CLOCK P.M.

5413596 8100M

131187960

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0807817

DATE: 10-11-13

TRADEMARK
REEL: 005131 FRAME: 0848

CERTIFICATE OF MERGER

OF

FLAMINGO LAS VEGAS PROPCO, LLC
(a Delaware limited liability company)

WITH AND INTO

FLAMINGO LAS VEGAS OPERATING COMPANY, 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>
Flamingo Las Vegas Propco, LLC	Delaware
Flamingo Las Vegas Operating Company, 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 Flamingo Las Vegas Propco, LLC will merge with and into Flamingo Las Vegas Operating Company, LLC (the "Merger").

THIRD: Pursuant to the Agreement of Merger, Flamingo Las Vegas Operating Company, LLC shall be the surviving limited liability company (the "Surviving LLC"). The name of the Surviving LLC is "Flamingo Las Vegas Operating Company, LLC".

FOURTH: The articles of organization of Flamingo Las Vegas Operating Company, 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.

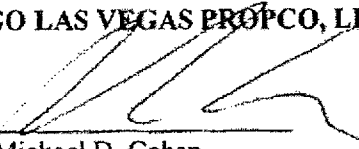
SIXTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving LLC, the address of which is as follows: One Caesars Palace Drive, Las Vegas, Nevada 89109.

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.

FLAMINGO LAS VEGAS PROPCO, LLC

By: 
Name: Michael D. Cohen
Title: Secretary

FLAMINGO LAS VEGAS OPERATING COMPANY, LLC

By: _____
Name: Donald Colvin
Title: Chief Financial Officer

Signature Page to Flamingo PropCo – OpCo Merger Certificate


TRADEMARK
REEL: 005131 FRAME: 0851

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

FLAMINGO LAS VEGAS PROPCO, LLC

By: _____
Name: Michael D. Cohen
Title: Secretary

FLAMINGO LAS VEGAS OPERATING COMPANY, LLC

By:  _____
Name: Donald Colvin
Title: Chief Financial Officer

Schedule I

Country/State	Trademark	Status	App. No.	App. Date	Reg. No.	Reg. Date
USA	Center Cut (Block)	Registered	85/528365	1/30/2012	4202307	9/4/2012
USA	Flamingo	Registered	74/636612	2/21/1995	1948975	1/16/1996
USA	Flamingo	Registered	85/601471	4/18/2012	4210176	9/18/2012
USA	Flamingo	Allowed	85/784494	11/20/2012		
USA	Flamingo (Stylized)	Registered	76/229989	3/22/2001	2517266	12/11/2001
USA	Flamingo (Stylized)	Registered	76/229990	3/22/2001	2517267	12/11/2001
USA	(Design)	Registered	75/769538	8/6/1999	2350265	5/16/2000
USA	Flamingo Las Vegas	Registered	76/006767	3/22/2000	2514373	12/4/2001
USA	Flamingo Las Vegas	Registered	76/006766	3/22/2000	2516588	12/11/2001
USA	Forever Fabulous (Block)	Registered	85/244988	2/17/2011	4134035	5/1/2012
USA	Forever Fabulous (Block)	Pending	85/976088	2/17/2011		
USA	Fruit Basket Buffet (Design)	Registered	74/388553	5/11/1993	1820290	2/8/1994
USA	O'Sheas (Block)	Registered	77/606233	11/3/2008	3631248	6/2/2009
USA	O'Sheas Casino (Design)	Registered	74/163977	5/6/1991	1692034	6/9/1992
USA	Pink Bean (Block)	Registered	77/603247	10/29/2008	3659293	7/21/2009
USA	Where the Strip Began.	Registered	85/355154	6/24/2011	4207354	9/11/2012