

## 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
	Rio Propco, LLC		10/11/2013
			LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Rio Properties, 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: 23			
	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:	3126836	JANELAS RESTAURANT & BAR
	Registration Number:	1845968	RIO
	Registration Number:	1997791	RIO
	Registration Number:	1908880	RIO
	Registration Number:	1984925	RIO
	Registration Number:	1997790	RIO

Registration Number:	1845967	RIO
Registration Number:	1757490	RIO ALL-SUITE HOTEL&CASINO
Registration Number:	2739407	RIO ALL-SUITE HOTEL & CASINO LAS VEGAS
Registration Number:	2739406	RIO ALL-SUITE HOTEL & CASINO LAS VEGAS
Registration Number:	4305095	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:	2223924	RIO SECCO GOLF CLUB

**CORRESPONDENCE DATA**

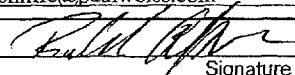
Fax Number: 3026365454  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 800-927-9801 x 62348  
Email: jpaterso@cscinfo.com  
Correspondent Name: Corporation Service Company  
Address Line 1: 1090 Vermont Avenue NW, Suite 430 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

ATTORNEY DOCKET NUMBER:	846280-4
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	10/16/2013

**Total Attachments: 8**  
source=10-16-13 Rio Propco LLC 4-TM#page1.tif  
source=10-16-13 Rio Propco LLC 4-TM#page2.tif  
source=10-16-13 Rio Propco LLC 4-TM#page3.tif  
source=10-16-13 Rio Propco LLC 4-TM#page4.tif  
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source=10-16-13 Rio Propco LLC 4-TM#page6.tif  
source=10-16-13 Rio Propco LLC 4-TM#page7.tif  
source=10-16-13 Rio Propco LLC 4-TM#page8.tif

**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.

<p><b>1. Name of conveying party(ies):</b>                  Rio Propco, LLC</p> <p> <input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation- State: _____  <input checked="" type="checkbox"/> Other <u>Limited Liability Company</u> </p> <p>Citizenship (see guidelines) <u>Delaware</u></p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p><b>2. Name and address of receiving party(ies)</b> <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Name: <u>Rio Properties, LLC</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>One Caesars Palace Drive</u></p> <p>City: <u>Las Vegas</u></p> <p>State: <u>NV</u></p> <p>Country: <u>USA</u>      Zip: <u>89109</u></p> <p> <input type="checkbox"/> Association      Citizenship _____  <input type="checkbox"/> General Partnership      Citizenship _____  <input type="checkbox"/> Limited Partnership      Citizenship _____  <input type="checkbox"/> Corporation      Citizenship _____  <input checked="" type="checkbox"/> Other <u>Limited Liability Co</u>      Citizenship <u>Nevada</u> </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No                  (Designations must be a separate document from assignment)</p>
<p><b>3. Nature of conveyance / Execution Date(s) :</b></p> <p>Execution Date(s) <u>October 11, 2013</u></p> <p> <input type="checkbox"/> Assignment      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____                 </p>	
<p><b>4. Application number(s) or registration number(s) and identification or description of the Trademark.</b></p> <p>A. Trademark Application No.(s)      B. Trademark Registration No.(s)</p> <p><u>See Attached</u>      <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Additional sheet(s) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p><b>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</b></p>	
<p><b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b></p> <p>Name: <u>Ron Conliffe</u></p> <p>Internal Address: <u>c/o Paul Weiss Rifkind Wharton &amp; Garrison LLP</u></p> <p>Street Address: <u>1285 Avenue of the Americas</u></p> <p>City: <u>New York</u></p> <p>State: <u>NY</u>      Zip: <u>10019-6064</u></p> <p>Phone Number: <u>212-373-2768</u></p> <p>Fax Number: <u>212-757-3990</u></p> <p>Email Address: <u>rconliffe@paulweiss.com</u></p>	<p><b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px;">23</span></p> <p><b>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41) \$</b> _____</p> <p> <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <input type="checkbox"/> Enclosed                 </p> <p><b>8. Payment Information:</b></p> <p>Deposit Account Number _____</p> <p>Authorized User Name _____</p>
<p><b>9. Signature:</b> <u></u>      <u>10/15/13</u></p> <p style="text-align: center;">Signature      Date</p> <p><u>RONALD CONLIFFE</u>      Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">8</span></p> <p style="text-align: center;">Name of Person Signing</p>	

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:

"RIO PROPCO, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "RIO PROPERTIES, LLC" UNDER THE NAME OF "RIO PROPERTIES, 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.

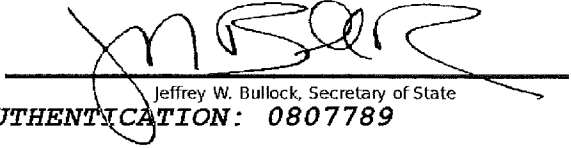
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE ELEVENTH DAY OF OCTOBER, A.D. 2013, AT 4:10 O'CLOCK P.M.

5413603 8100M

131187938

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: 0807789

DATE: 10-11-13

TRADEMARK  
REEL: 005131 FRAME: 0862

CERTIFICATE OF MERGER

OF

RIO PROPCO, LLC  
(a Delaware limited liability company)

WITH AND INTO

RIO PROPERTIES, 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>
Rio Propco, LLC	Delaware
Rio Properties, 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 Rio Propco, LLC will merge with and into Rio Properties, LLC (the "Merger").

**THIRD:** Pursuant to the Agreement of Merger, Rio Properties, LLC shall be the surviving limited liability company (the "Surviving LLC"). The name of the Surviving LLC is "Rio Properties, LLC".

**FOURTH:** The articles of organization of Rio Properties, 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.

**RIO PROPCO, LLC**

By: 

Name: Michael D. Cohen  
Title: Secretary

**RIO PROPERTIES, LLC**

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

Name: Donald Colvin  
Title: Chief Financial Officer

*Signature Page to Rio PropCo – Rio Properties Merger Certificate*

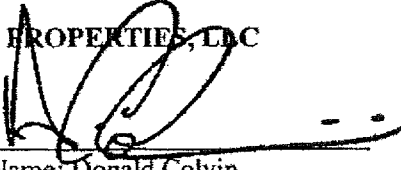
**TRADEMARK**  
**REEL: 005131 FRAME: 0865**

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

**RIO PROPCO, LLC**

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

**RIO PROPERTIES, LLC**

By:  \_\_\_\_\_  
Name: Donald Colvin  
Title: Chief Financial Officer

*Signature Page to Rio PropCo – Rio Properties Merger Certificate*

**TRADEMARK**  
**REEL: 005131 FRAME: 0866**



**Schedule I**

Country/State	Trademark	Status	App. No.	App. Date	Reg. No.	Reg. Date
USA	Bevertainers (Block)	Registered	78/217653	2/21/2003	2849732	6/1/2004
USA	Bevertainment (Block)	Registered	78/217642	2/21/2003	3077332	4/4/2006
USA	Buzios (Block)	Registered	74/442023	9/29/1993	2085147	8/5/1997
USA	Carnival World Buffet (Block)	Registered	74/401180	6/14/1993	1827883	3/22/1994
USA	Exotic. Uninhibited. Fun.	Registered	76/438775	8/6/2002	2709302	4/22/2003
USA	Go Wild	Registered	78/911523	6/19/2006	3213527	2/27/2007
USA	Janelas Restaurant & Bar (Design)	Registered	78/706472	9/2/2005	3126836	8/8/2006
USA	Rio (Block)	Registered	74/442024	9/29/1993	1845968	7/19/1994
USA	Rio (Block)	Registered	74/442025	9/29/1993	1997791	9/3/1996
USA	Rio (Sign Design)	Registered	74/442012	9/29/1993	1908880	8/1/1995
USA	Rio (Sign Design)	Registered	74/442018	9/29/1993	1984925	7/9/1996
USA	Rio (Stylized Script)	Registered	74/442020	9/29/1993	1997790	9/3/1996
USA	Rio (Stylized Script)	Registered	74/442021	9/29/1993	1845967	7/19/1994

Country/State	Trademark	Status	App. No.	App. Date	Reg. No.	Reg. Date
USA	Rio All-Suite Hotel & Casino (Design)	Registered	74/021711	1/23/1990	1757490	3/9/1993
USA	Rio All-Suite Hotel & Casino Las Vegas	Registered	75/732713	6/21/1999	2739407	7/22/2003
USA	Rio All-Suite Hotel & Casino Las Vegas	Registered	75/732712	6/21/1999	2739406	7/22/2003
USA	Rio Java (Block)	Registered	85/686596	7/25/2012	4305095	3/19/2013
USA	Rio Las Vegas (Block)	Registered	74/442016	9/29/1993	2207791	12/8/1998
USA	Rio Las Vegas (Block)	Registered	74/442017	9/29/1993	2053740	4/22/1997
USA	Rio Las Vegas (Stylized Script)	Registered	74/442019	9/29/1993	2207792	12/8/1998
USA	Rio Las Vegas (Stylized Script)	Registered	74/442022	9/29/1993	2221028	2/2/1999
USA	Rio Rita (Block)	Registered	74/330889	11/13/1992	1793006	9/14/1993
USA	Rio Secco Golf Club (Block)	Registered	75/370303	10/8/1997	2223924	2/16/1999