

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM706821

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/22/2021
RESUBMIT DOCUMENT ID:	900652545

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Caesars Interactive Entertainment, LLC		04/22/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	William Hill U.S. Holdco, Inc.
Street Address:	One Caesars Palace Drive
City:	LAS VEGAS
State/Country:	NEVADA
Postal Code:	89109
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	87556003	WORLD SERIES OF GAMING
Serial Number:	87556013	WORLD SERIES OF GAMING
Serial Number:	87960439	WSOG
Serial Number:	87960452	WSOG

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 901-820-4550
 Email: trademark@caesars.com
 Correspondent Name: William Hill U.S. Holdco, Inc
 Address Line 1: One Caesars Palace Drive
 Address Line 4: LAS VEGAS, NEVADA 89109

NAME OF SUBMITTER:	Jane Tyler Maners
SIGNATURE:	/jt maners/
DATE SIGNED:	02/07/2022

Total Attachments: 6

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Delaware

The First State

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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:

"CAESARS INTERACTIVE ENTERTAINMENT, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "WILLIAM HILL U.S. HOLDCO, INC." UNDER THE NAME OF "WILLIAM HILL U.S. HOLDCO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2021, AT 1:29 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4966401 8100M
SR# 20211406578

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

Authentication: 203033543
Date: 04-22-21

TRADEMARK
REEL: 007553 FRAME: 0896

CERTIFICATE OF MERGER

MERGING

CAESARS INTERACTIVE ENTERTAINMENT, LLC

(a Delaware limited liability company)

WITH AND INTO

WILLIAM HILL U.S. HOLDCO, INC.

(a Delaware corporation)

In accordance with Section 264(c) of the Delaware General Corporation Law, William Hill U.S. HoldCo, Inc., a Delaware corporation, DOES HEREBY CERTIFY as follows:

(1) The name and state of incorporation or formation, as applicable of the constituent entities are William Hill U.S. HoldCo, Inc., a Delaware corporation (the "**Corporation**"), and Caesars Interactive Entertainment, LLC, a Delaware limited liability company ("**Company**");

(2) An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264(c) of the Delaware General Corporation Law (the "**Merger**");

(3) The name of the Corporation, which shall be the surviving corporation, shall be William Hill U.S. HoldCo, Inc., a Delaware corporation;

(4) The certificate of incorporation (the "**Certificate**") of the surviving corporation as currently filed with the Secretary of State of the State of Delaware shall be amended to read in its entirety as set forth on Exhibit A attached hereto, and as so amended, shall be the Certificate of the Corporation;

(5) A copy of the executed agreement of merger is on file at the offices of the Corporation, the address of which is 100 West Liberty Street, 12th Floor, Reno, Nevada 89501;

(6) A copy of the agreement of merger will be furnished by the Corporation, upon request to any member of the Company or stockholder of the Corporation;

(7) This Certificate of Merger, and the Merger provided for herein, shall be effective upon filing of this Certificate of Merger.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has signed his name and affirmed that this instrument is the act and deed of the corporation and that the statements herein are true, under penalties of perjury, this 22nd day of April, 2021.

William Hill U.S. HoldCo, Inc.
(a Delaware corporation)

By: /s/ Bret Yunker
Name: Bret Yunker
Title: Chief Financial Officer

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

(attached)

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
WILLIAM HILL U.S. HOLDCO, INC.**

**ARTICLE I
NAME OF INCORPORATION**

The name of the Corporation is William Hill U.S. HoldCo, Inc.

**ARTICLE II
REGISTERED OFFICE**

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware, 19801, County of New Castle, and the name of its registered agent at that address is National Registered Agents, Inc.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The Corporation shall be authorized to issue one class of stock to be designated Common Stock; the total number of shares which the Corporation shall have authority to issue is 1,000, and each such share shall have a par value of \$0.01.

**ARTICLE V
REGULATORY MATTERS**

Notwithstanding anything to the contrary contained in this Certificate, this Certificate shall be deemed to include all provisions required by the Casino Control Act, N.J.S.A. 5:12-1 et seq., as amended and as may hereafter be amended from time to time (the “*Casino Control Act*”), and to the extent that anything contained herein or in the bylaws of the Corporation is inconsistent with the Casino Control Act, the provisions of such Act shall govern. All provisions of the Casino Control Act, to the extent required by law to be stated in this certificate, are herewith incorporated by reference.

This Certificate shall be generally subject to the provisions of the Casino Control Act and the rules and regulations promulgated thereunder by the New Jersey Division of Gaming Enforcement (the “*Division*”) and Casino Control Commission (“*Commission*”). Specifically, and in accordance with the provisions of Sections 82d(7) and 105a of the Casino Control Act,

N.J.S.A. 5:12-82d(7) and 5:12-105a, the Commission has the right to disapprove the transfer of securities, shares and other interests in the Corporation; any securities, shares or other interests in the Corporation are held subject to the condition that if a holder thereof is found to be disqualified pursuant to the provisions of the Casino Control Act, such holder will dispose of his interest in the Corporation; provided, however, that, notwithstanding any other provision of law to the contrary, nothing herein contained shall be deemed to require a certificate evidencing that any interest in the Corporation bear any legend to this effect. Specifically, and in accordance with the provisions of Section 82(d)(8) of the Casino Control Act, *N.J.S.A. 5:12-82(d)(8)*, the Corporation shall have the absolute right to repurchase, at the market price or the purchase price, whichever is less, any security, share or other interest in the Corporation, in the event that the Commission disapproves a transfer of such interest in accordance with the provisions of the Casino Control Act. Disqualified holders shall not be entitled to (i) receive any dividends or interest upon any security, share or other interests in the Corporation; (ii) exercise, directly or through any trustee or nominee, any right conferred by such securities, shares or other interests in the Corporation; or (iii) receive any remuneration in any form from the Corporation for services rendered or otherwise.

ARTICLE VI BOARD POWER REGARDING BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation.

ARTICLE VII ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE VIII LIABILITY

A director of the Corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE IX CORPORATE POWER

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.
