

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM737309

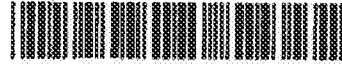
<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Circus and Eldorado Joint Venture		06/26/2013	Partnership: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Circus and Eldorado Joint Venture, 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		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2032577	SILVER BARON	
<b>Registration Number:</b>	2510740	SILVER LEGACY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>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.</i>			
<b>Phone:</b>	901-820-4550		
<b>Email:</b>	trademark@caesars.com		
<b>Correspondent Name:</b>	Jane Tyler Maners		
<b>Address Line 1:</b>	One Caesars Palace Drive		
<b>Address Line 4:</b>	Las Vegas, NEVADA 89109		
<b>NAME OF SUBMITTER:</b>	Jane Tyler Maners		
<b>SIGNATURE:</b>	/jt maners/		
<b>DATE SIGNED:</b>	06/27/2022		
<b>Total Attachments: 9</b>			
source=Conversion of Circus and Eldorado Joint Venture Partnership rv#page1.tif			
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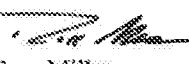


ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov



\*140301\*

**Articles of Conversion**  
 (PURSUANT TO NRS 92A.205)  
 Page 1

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20130425260-35</b> Filing Date and Time <b>06/26/2013 4:34 PM</b> Entity Number <b>E0316622013-4</b>
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Articles of Conversion**  
 (Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

CIRCUS AND ELDORADO JOINT VENTURE

Name of constituent entity

Nevada

Jurisdiction

General Partnership

Entity type \*

and,

CIRCUS AND ELDORADO JOINT VENTURE, LLC

Name of resulting entity

Nevada

Jurisdiction

Limited Liability Company

Entity type \*

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1  
 Revised: 8-31-11

**TRADEMARK**  
**REEL: 007763 FRAME: 0286**



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**Articles of Conversion**  
 (PURSUANT TO NRS 92A.205)  
**Page 2**

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn:

c/o:

5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date:  Time:

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity; must be signed by the constituent entity in the manner provided by the law governing it.

Circus and Eldorado Joint Venture		
<input checked="" type="checkbox"/>		Assistant Secretary of Gallatin, Inc. General Partner of Circus and Eldorado Joint Venture Date: June 24, 2013
<input checked="" type="checkbox"/>		Manager of Eldorado Resort, LLC, Manager of Eldorado Limited Liability Company, General Partner of Circus and Eldorado Joint Venture Date: June 24, 2013
	Signature	Title Date

\* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

**FILING FEE: \$350.00**

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Conversion Page 2  
 Revised: 8-31-11

**PLAN OF CONVERSION  
OF  
CIRCUS AND ELDORADO JOINT VENTURE  
a Nevada general partnership  
(the Constituent Entity)  
AND  
CIRCUS AND ELDORADO JOINT VENTURE, LLC  
a Nevada limited liability company  
(the Resulting Entity)**

**PLAN OF CONVERSION**

THIS PLAN OF CONVERSION (the "Plan") is entered into and effective as of the 1<sup>st</sup> day of July, 2013 by the undersigned partners of CIRCUS AND ELDORADO JOINT VENTURE, a Nevada general partnership. The partners hereby agree as follows:

1. **Purpose.** The partners intend to convert CIRCUS AND ELDORADO JOINT VENTURE, a Nevada general partnership (the "Constituent Entity"), pursuant to this Plan, into a Nevada limited liability company formed as a part of statutory conversion under Nev. Rev. Stat. Chapter 92A under the name of CIRCUS AND ELDORADO JOINT VENTURE, LLC, a Nevada limited liability company (the "Resulting Entity").

2. **Name and Address of Constituent Entity.** The name and address of the Constituent Entity is CIRCUS AND ELDORADO JOINT VENTURE, a Nevada general partnership, 2300 West Sahara Avenue, Suite 1110, Las Vegas, NV 89102.

3. **Proposed Name for Resulting Entity.** The proposed name and address of the Resulting Entity is CIRCUS AND ELDORADO JOINT VENTURE LLC, a Nevada limited liability company, 407 North Virginia St, Reno, NV 89501.

4. **Governing Jurisdiction and Law.** The Constituent Entity was organized in Nevada and laws of the State of Nevada govern the Constituent Entity. The Resulting Entity will be organized in Nevada and the laws of the State of Nevada will govern the Resulting Entity upon conversion of the Constituent Entity into the Resulting Entity.

5. **Terms and Conditions of Conversion.** The statutory conversion contemplated by this Plan shall be effective on the date the Articles of Conversion are filed with the Nevada Secretary of State's office in accordance with Nev. Rev. Stat. Section 92A.240. Upon conversion, the Resulting Entity shall be a continuation of the existence of the Constituent Entity. The Resulting Entity shall continue to hold all the rights and property of Constituent Entity, without reversion or impairment, and shall be subject to all the debts and liabilities of Constituent Entity, in the same manner as if Resulting Entity itself had incurred them. A proceeding pending against the Constituent Entity may be continued as if the conversion had not occurred or the Resulting Entity may be substituted in the proceeding for the Constituent Entity.

6. Conversion of Members' Interest. Upon conversion, the partners of the Constituent Entity will continue their ownership as the members of the Resulting Entity, with each member holding the same proportion of membership interests in the Resulting Entity as he or she held partnership interests in the Constituent Entity. From and after the effectiveness of the conversion, the membership interests in the Resulting Entity shall be subject to the terms and conditions of the Operating Agreement governing the operation and management of the Resulting Entity, executed by all members of the Resulting Entity of even date herewith.

7. Charter Documents of the Resulting Entity. The charter documents of the Resulting Entity are the Articles of Organization and Operating Agreement, attached hereto as Exhibits "A" and "B", respectively.

8. Further Assignments and Assurances. If at any time the Resulting Entity shall consider or be advised that any further assignments or assurances in law are necessary to vest or perfect or to confirm of record in the Resulting Entity the title to any property or gifts of the Constituent Entity, or otherwise carry out the provisions hereof, the Partners of the Constituent Entity, as of the effective date of the conversion, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in the Resulting Entity, and otherwise carry out the provisions hereof.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned, constituting all of the partners of CIRCUS AND ELDORADO JOINT VENTURE, a Nevada general partnership, have approved and consented to this Plan of Conversion on the date first written above.

ELDORADO LIMITED LIABILITY COMPANY,  
a Nevada limited liability company

By: ELDORADO RESORTS LLC  
Its Manager

By: \_\_\_\_\_  
Donald L. Carano, Manager

By: RECREATIONAL ENTERPRISES, INC.  
Manager

By: \_\_\_\_\_  
Donald L. Carano, President

By: HOTEL-CASINO MANAGEMENT, INC.  
Manager

By: \_\_\_\_\_  
Raymond J. Poncia, Jr., President

GALLEON, INC.,  
a Nevada corporation

By: \_\_\_\_\_  
Andrew Hagopian III, Assistant Secretary

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By: RECREATIONAL ENTERPRISES, INC.  
Manager

By: \_\_\_\_\_  
Donald L. Carano, President

By: HOTEL-CASINO MANAGEMENT, INC.  
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By:   
Raymond A. Poncis, Jr., President

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Andrew Hagopian III, Assistant Secretary



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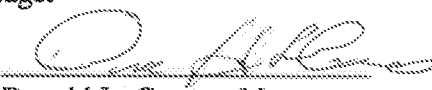
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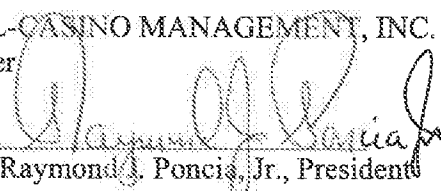
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