

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

Assignment ID: TMI48077

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	04/01/2021		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Eldorado Resorts LLC		04/01/2021	Limited Liability Company: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Company 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: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	98221214	BREW BROTHERS EAT. DRINK. BET.	
<b>Serial Number:</b>	98221821	THE BREW BROTHERS MEALS, MUSIC & MICROBREWS	
<b>Serial Number:</b>	88514634	ELDORADO RESORT CASINO RENO	
<b>Serial Number:</b>	75788175	ELDORADO HOTEL CASINO RENO	
<b>Serial Number:</b>	74677478	THE BREW BROTHERS	
<b>Serial Number:</b>	74665561	THE BREW BROTHERS	
<b>Serial Number:</b>	88979590	ELDORADO RESORT CASINO RENO	
<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>	9012824557		
<b>Email:</b>	JTYLER@CAESARS.COM,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 Maners		
<b>SIGNATURE:</b>	Jane Maners		

CH \$190.00.00 98221214

**DATE SIGNED:**

02/23/2024

**Total Attachments: 10**

source=CIRCUS AND ELDORADO JOINT VENTURE LLC - NV - Merger Filing - Domestic#page1.tif

source=CIRCUS AND ELDORADO JOINT VENTURE LLC - NV - Merger Filing - Domestic#page2.tif

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STATE OF NEVADA

BARBARA K. CEGAVSKE

Secretary of State



OFFICE OF THE  
SECRETARY OF STATE

Commercial Recordings Division

202 N. Carson Street

Carson City, NV 89701

Telephone (775) 684-5708

Fax (775) 684-7138

North Las Vegas City Hall

2250 Las Vegas Blvd North, Suite 400

North Las Vegas, NV 89030

Telephone (702) 486-2880

Fax (702) 486-2888

KIMBERLEY PERONDI

Deputy Secretary for

Commercial Recordings

Business Entity - Filing Acknowledgement

04/01/2021

Work Order Item Number: W2021040101689-1238294

Filing Number: 20211355382

Filing Type: Articles of Merger

Filing Date/Time: 4/1/2021 1:03:00 PM

Filing Page(s): 9

Indexed Entity Information:

Entity ID: E0316622013-4

Entity Name: CIRCUS AND ELDORADO  
JOINT VENTURE, LLC

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

SIERRA CORPORATE SERVICES - RENO

100 WEST LIBERTY STREET 10TH FLOOR, Reno, NV 89501, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE

Secretary of State



**BARBARA K. CEGAUSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegauske</i>	Business Number E0316622013-4
Secretary of State State Of Nevada	Filing Number 20211355382
	Filed On 4/1/2021 1:03:00 PM
	Number of Pages 9

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 1**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**Articles of Merger**  
 (Pursuant to NRS Chapter 92A)

**1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):**

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Eldorado Resorts LLC

Name of merging entity

Nevada

Jurisdiction

Limited-Liability Company

Entity type \*

CC-Reno LLC

Name of merging entity

Nevada

Jurisdiction

Limited-Liability Company

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

Circus and Eldorado Joint Venture, LLC

Name of surviving entity

Nevada

Jurisdiction

Limited-Liability Company

Entity type \*

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

**Filing Fee: \$350.00**

*This form must be accompanied by appropriate fees.*



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 2

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**2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):**

Attn:

c/o:

**3) Choose one:**

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

**4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):**

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Name of **surviving** entity, if applicable

*This form must be accompanied by appropriate fees.*



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 3

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(b) The plan was approved by the required consent of the owners of \*:

Eldorado Resorts LLC

Name of **merging** entity, if applicable

CC-Reno LLC

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Name of **surviving** entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Name of **surviving** entity, if applicable



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 5**

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**5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:**

**6) Location of Plan of Merger (check a or b):**

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

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

Date:  Time:

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.





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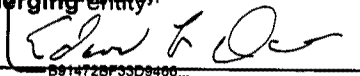
**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 6**

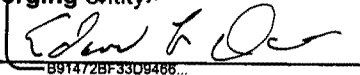
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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

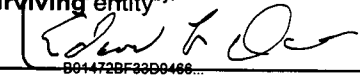
Eldorado Resorts LLC  
Name of merging entity:  
**X**  Exec VP, CLO and Secretary  
Signature B91472BF33D9466... Title Date 04/01/2021

CC-Reno LLC  
Name of merging entity:  
**X**  Exec VP, CLO and Secretary  
Signature B91472BF33D9466... Title Date 04/01/2021

Name of merging entity  
**X**    
Signature Title Date

Name of merging entity  
**X**    
Signature Title Date

and,

Circus and Eldorado Joint Venture, LLC  
Name of surviving entity:  
**X**  Exec VP, CLO and Secretary  
Signature B01472BF33D9466... Title Date 04/01/2021

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**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.

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of April 1, 2021 (this "Agreement"), by and among Eldorado Resorts LLC, a Nevada limited liability company ("Eldorado Resorts"), CC-Reno LLC, a Nevada limited liability company ("CC-Reno") and Circus and Eldorado Joint Venture, LLC, a Nevada limited liability company ("Circus" and, together with Eldorado Resorts and CC-Reno, the "Parties").

WHEREAS, Circus desires to acquire the properties and other assets, and to assume all of the liabilities and obligations, of Eldorado Resorts and CC-Reno by means of a merger of Eldorado Resorts and CC-Reno with and into Circus; and

WHEREAS, each sole member of the Parties has approved the merger of Eldorado Resorts and CC-Reno with and into Circus on the terms set forth in this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and for other good and valuable consideration, the value, receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows:

*Section 1.01 The Merger.* Upon the terms set forth in this Agreement, at the Effective Time (as defined herein) Eldorado Resorts and CC-Reno will be merged with and into Circus (the "Merger") in accordance with the applicable provisions of Chapter 92A of the Nevada Revised Statutes of the State of Nevada (the "NRS"). Following the Merger, Circus will continue as the surviving entity (the "Surviving Entity") and the separate existence of Eldorado Resorts and CC-Reno will cease.

*Section 1.02 Effective Time.* The Merger will be consummated by the filing of the articles of merger (the "Articles of Merger") with the Secretary of State of the State of Nevada in accordance with Section 92A.200 of the NRS. The Merger shall become effective at the time the Articles of Merger are accepted and declared effective by the Secretary of State of the State of Nevada (the "Effective Time").

*Section 1.03 Effects of the Merger.* The Merger will have the effects set forth in Section 92A.250 of the NRS and this Agreement. Without limiting the generality of the foregoing, as of the Effective Time, (a) all properties, rights, privileges, powers and franchises of Eldorado Resorts and CC-Reno will vest in Circus, as the Surviving Entity, and all debts, liabilities and duties of Eldorado Resorts and CC-Reno will become debts, liabilities and duties of Circus, as the Surviving Entity and (b) all properties, rights, privileges, powers and franchises of Circus will remain in Circus, as the Surviving Entity, and all debts, liabilities and duties of Circus will remain debts, liabilities and duties of Circus, as the Surviving Entity.

*Section 1.04 Articles of Organization and Limited Liability Company Agreement.*

(a) Articles of Organization. The articles of organization of Circus in effect at the Effective Time shall be the articles of organization of the Surviving Entity, until amended in accordance with applicable law.

(b) Surviving Entity Operating Agreement. The Amended and Restated Operating Agreement of Circus, as amended by the First Amendment to Amended and Restated Operating Agreement, shall be the operating agreement of the Surviving Entity, until amended in accordance with applicable law.

*Section 1.05 Impact of Merger on the Outstanding Equity of Circus*. Each membership interest of Circus outstanding immediately prior to the Effective Time will not be converted or exchanged in any manner, but each such membership interest shall continue to represent a membership interest of the Surviving Entity.

*Section 1.06 Impact of Merger on the Outstanding Equity of Eldorado Resorts*. Each membership interest of Eldorado Resorts outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to be outstanding.

*Section 1.07 Impact of Merger on the Outstanding Equity of CC-Reno*. Each membership interest of CC-Reno outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to be outstanding.

*Section 1.08 Counterparts*. This Agreement may be executed in one or more counterparts (which may be delivered by facsimile or electronic transmission), all of which shall be considered one and the same agreement, and shall become effective when one or more such counterparts have been signed by each of the Parties hereto and delivered to the other Party. If any signature is delivered by facsimile or electronic transmission, such signature shall create a valid and binding obligation of the party executing (or on whose behalf the signature is executed) with the same force and effect as if such facsimile or electronic signature were an original of such signature.


*Section 1.09 Governing Law*. This Agreement and any disputes arising under or related thereto (whether for breach of contract, tortious conduct or otherwise) shall be governed by and construed in accordance with the internal laws of the State of Nevada applicable to agreements made and to be performed entirely within such state, without regard to the conflicts of law principles of such state.

*Section 1.10 Third Party Beneficiaries*. This Agreement is for the sole benefit of the Parties hereto and their permitted assigns and nothing herein, express or implied, is intended to or shall confer upon any other person any legal or equitable benefit, claim, cause of action, remedy or right of any kind.


[Signature Page Follows]

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be duly executed as of the date first written above.


**ELDORADO RESORTS LLC**

By:  DocuSigned by:  
8914728F33D9406...  
Name: Edmund L. Quatmann, Jr.  
Title: Executive Vice President, Chief  
Legal Officer and Secretary

**CC-RENO LLC**

By:  DocuSigned by:  
8914728F33D9406...  
Name: Edmund L. Quatmann, Jr.  
Title: Executive Vice President, Chief  
Legal Officer and Secretary

**CIRCUS AND ELDORADO JOINT  
VENTURE, LLC**

By:  DocuSigned by:  
8914728F33D9406...  
Name: Edmund L. Quatmann, Jr.  
Title: Executive Vice President, Chief  
Legal Officer and Secretary

[Signature Page to Agreement and Plan of Merger]