

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/13/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Caesars Entertainment, Inc.		06/13/2005	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Harrah's Operating Company, Inc.
Street Address:	One Harrah's Court
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89119
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	3021734	CAESARS ENTERTAINMENT

**CORRESPONDENCE DATA**

Fax Number: (901)537-3359  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: jtyler@harrahs.com  
 Correspondent Name: Jane E. Tyler  
 Address Line 1: 1023 Cherry Road  
 Address Line 2: Law Dept.  
 Address Line 4: Memphis, TENNESSEE 38117

ATTORNEY DOCKET NUMBER:	MERGER CEI-HOC
NAME OF SUBMITTER:	Jane E. Tyler
Signature:	/jane e. tyler/

CH \$40.00 3021734

Date:

03/01/2006

**Total Attachments: 3**

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# Delaware

PAGE 1

*The First State*

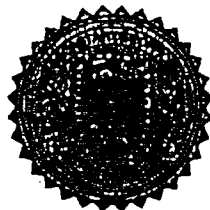
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CAESARS ENTERTAINMENT, INC.", A DELAWARE CORPORATION, WITH AND INTO "HARRAH'S OPERATING COMPANY, INC." UNDER THE NAME OF "HARRAH'S OPERATING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JUNE, A.D. 2005, AT 9:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTEENTH DAY OF JUNE, A.D. 2005, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2014547 8100M  
050489234



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3944263

DATE: 06-13-05

TRADEMARK  
REEL: 003256 FRAME: 0312

**CERTIFICATE OF MERGER  
OF  
CAESARS ENTERTAINMENT, INC.  
WITH AND INTO  
HARRAH'S OPERATING COMPANY, INC.**

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Pursuant to Section 251(c) of the Delaware  
General Corporation Law

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Harrah's Operating Company, Inc., a Delaware corporation, does hereby certify that:

1. The names and states of incorporation of the constituent corporations participating in the merger herein certified (the "Constituent Corporations") are:

- (a) Caesars Entertainment, Inc., a Delaware corporation; and
- (b) Harrah's Operating Company, Inc., a Delaware corporation.

2. An Agreement and Plan of Merger (the "Merger Agreement") dated as of July 14, 2004 by and among Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., and Caesars Entertainment, Inc., has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251(c) of the Delaware General Corporation Law.

3. The name of the surviving corporation in the merger herein certified is Harrah's Operating Company, Inc. (the "Surviving Corporation"), which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger herein certified pursuant to the provisions of the Delaware General Corporation Law.

4. The certificate of incorporation of Harrah's Operating Company, Inc. as now in force and effect shall continue to be the certificate of incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

5. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation, located at One Harrah's Court, Las Vegas, Nevada 89119-4312.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of either of the Constituent Corporations.

7. The future effective date and time of this Certificate of Merger shall be June 13, 2005 at 4:00 p.m. Eastern Time.

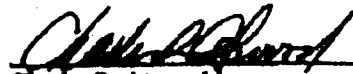
[Signature Page Follows]

OC746542.2

IN WITNESS WHEREOF, Harrah's Operating Company, Inc. has caused this Certificate of Merger to be executed on this 15<sup>th</sup> day of June, 2005.

HARRAH'S OPERATING COMPANY, INC.

By:



Charles L. Atwood  
Senior Vice President and Chief Financial  
Officer

Certificate of Merger