

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: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2986903	PINK GINGER
Registration Number:	3069678	THE PLACE TO PLAY.

CORRESPONDENCE DATA

Fax Number: (901)537-3359
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 901-762-8755
 Email: jtyler@harrahs.com
 Correspondent Name: Jane Tyler, Harrah's Entertainment, Inc.
 Address Line 1: 1023 Cherry Road
 Address Line 2: Law Department
 Address Line 4: Memphis, TENNESSEE 38117

ATTORNEY DOCKET NUMBER:	MERGER-CEI TO HOC
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CH \$65.00 2986903

NAME OF SUBMITTER:	Jane E. Tyler
Signature:	/jane e. tyler/
Date:	04/24/2006
Total Attachments: 3 source=Merger CEI to HOC#page1.tif source=Merger CEI to HOC#page2.tif source=Merger CEI to HOC#page3.tif	

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:

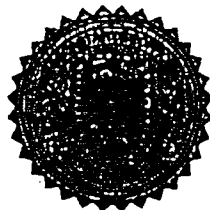
"CAESARS ENTERTAINMENT, INC.", A DELAWARE CORPORATION, WITH AND INTO "HARRAH'S OPERATING COMPANY, INC." UNDER THE NAME OF "HARRAH'S OPERATING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JUNE, 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: 003295 FRAME: 0029

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

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

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.

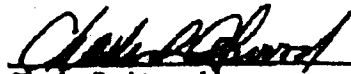
[Signature Page Follows]

OC746542.2

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

HARRAH'S OPERATING COMPANY, INC.

By:



Charles L. Atwood
Senior Vice President and Chief Financial
Officer

Certificate of Merger