TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	10/11/2013	

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Paris Las Vegas Propco, LLC		10/11/2013 LIMITED LIABILITY COMPANY: DELAWARE	

RECEIVING PARTY DATA

Name:	Paris Las Vegas Operating Company, LLC		
Street Address:	One Caesars Palace Drive		
City:	Las Vegas		
State/Country:	NEVADA		
Postal Code:	89109		
Entity Type: LIMITED LIABILITY COMPANY: NEVADA			

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark			
Registration Number:	2407315	C'EST SI BON			
Registration Number:	3530914	EVERYTHING'S SEXIER IN PARIS			
Registration Number:	3026776	GIGI PARIS			
Registration Number:	2934998	JACQUES			
Serial Number:	86023058	L' APOTHICAIRE BATH BODY HOME			
Registration Number:	2475977	PARIS			
Registration Number:	3355033	PARIS			
Registration Number:	3361414	PARIS			
Registration Number:	2527696	PARIS			
Registration Number:	3198006	PARIS LAS VEGAS			
Registration Number:	2432163	PARIS LAS VEGAS			
Registration Number:	2914614	PARIS LAS VEGAS			
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Registration Number:	2914615	PARIS LAS VEGAS	
Registration Number:	3190882	PARIS LAS VEGAS	

CORRESPONDENCE DATA

Fax Number: 3026365454

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

via US Mail.

Phone: 800-927-9801 x 62348 Email: jpaterso@cscinfo.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	8462280-2
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	10/16/2013

Total Attachments: 7

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TRADEMARK REEL: 005131 FRAME: 0827 Form PTO-1594 (Rev. 12-08)
OMB Collection 0651-0027 (exp. 01/31/2009)

U.S. DEPARTMENT OF COMMERCE United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY				
To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.				
1. Name of conveying party(ies): Paris Las Vegas Propco, LLC	2. Name and address of receiving party(ies) Additional names, addresses, or citizenship attached? No			
☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation- State: ☐ Other Limited Liability Company Citizenship (see guidelines)Delaware Additional names of conveying parties attached? ☐ Yes ☐ No 3. Nature of conveyance)/Execution Date(s): Execution Date(s)October 11, 2013 ☐ Assignment ☐ Merger ☐ Security Agreement ☐ Change of Name ☐ Other	Name: Paris Las Vegas Operating Company, LLC Internal Address: Street Address: One Caesars Palace Drive City: Las Vegas State: NV Country: USA Zip: 89109 Association Citizenship General Partnership Citizenship Limited Partnership Citizenship Corporation Citizenship Softer Limited Liability Co Citizenship Nevada If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment)			
4. Application number(s) or registration number(s) and A. Trademark Application No.(s) See Attached C. Identification or Description of Trademark(s) (and Filing)	d identification or description of the Trademark. B. Trademark Registration No.(s) Additional sheet(s) attached? Yes No			
Name & address of party to whom correspondence concerning document should be mailed: Name: Ron Conliffe	6. Total number of applications and registrations involved:			
Internal Address: c/o Paul Weiss Rifkind Wharton & Garrison LLP Street Address: 1285 Avenue of the Americas	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ X Authorized to be charged to deposit account Enclosed			
City: New York State: NY 7in: 10019-6064	8. Payment Information:			
Phone Number: 212-373-2768 Fax Number: 212-757-3990 Email Address: rconliffe@paulweiss.com	Deposit Account Number Authorized User Name			
9. Signature: Signature Date Signature Total number of pages including cover 7 Sheet affactments and document 7				
Name of Person Signing	sheet, attachments, and document:			

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or malled to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450



The First State

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:

"PARIS LAS VEGAS PROPCO, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "PARIS LAS VEGAS OPERATING COMPANY, LLC" UNDER THE NAME OF "PARIS LAS VEGAS OPERATING COMPANY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF OCTOBER, A.D. 2013, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE ELEVENTH DAY OF OCTOBER, A.D. 2013, AT 4:10 O'CLOCK P.M.

8100M

131187948

DATE: 10-11-13

AUTHENTICATION: 0807786

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Jeffrey W. Bullock, Secretary of State

State of Delaware Secretary of State Division of Corporations Delivered 10:54 AM 10/11/2013 FILED 11:00 AM 10/11/2013 SRV 131187948 - 4512912 FILE

CERTIFICATE OF MERGER

OF

PARIS LAS VEGAS PROPCO, LLC (a Delaware limited liability company)

WITH AND INTO

PARIS LAS VEGAS OPERATING COMPANY, LLC (a Nevada limited liability company)

(Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act)

Dated as of October 11, 2013

The undersigned limited liability companies, duly formed and existing under and by virtue of the Delaware Limited Liability Company Act (as amended from time to time, the "DLLCA"), or Chapter 86 of the Nevada Revised Statutes, as applicable, hereby certify as follows:

FIRST: The name and jurisdiction of formation of each of the constituent limited liability companies are as follows:

<u>Name</u>	<u>State</u>
Paris Las Vegas Propco, LLC	Delaware
Paris Las Vegas Operating Company, LLC	Nevada

SECOND: The Agreement of Merger, dated as of October 11, 2013, by and between Caesars Entertainment Corporation, a Delaware corporation, Flamingo Las Vegas Holding, LLC, a Nevada limited liability company, Paris Las Vegas Holding, LLC, a Nevada limited liability company, Rio Properties, LLC, a Nevada limited liability company, Harrah's Atlantic City Holding, Inc., a New Jersey corporation, Harrah's Las Vegas, LLC, a Nevada limited liability company, Harrah's Laughlin, LLC, a Nevada limited liability company, and the other parties listed on the signature pages thereto, including each of the constituent limited liability companies (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each constituent limited liability company in accordance with Section 18-209 of the DLLCA, pursuant to which Paris Las Vegas Propco, LLC will merge with and into Paris Las Vegas Operating Company, LLC (the "Merger").

THIRD: Pursuant to the Agreement of Merger, Paris Las Vegas Operating Company, LLC shall be the surviving limited liability company (the "<u>Surviving LLC</u>"). The name of the Surviving LLC is "Paris Las Vegas Operating Company, LLC".

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FOURTH: The articles of organization of Paris Las Vegas Operating Company, LLC, as now in force and effect, shall continue to be the articles of organization of the Surviving LLC until amended and changed pursuant to applicable law.

FIFTH: The Merger is to become effective at 4:10 PM Eastern Time on the date of filing of this certificate with the Secretary of State of the State of Delaware.

SIXTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving LLC, the address of which is as follows: One Caesars Palace Drive, Las Vegas, Nevada 89109.

SEVENTH: A copy of the Agreement of Merger will be furnished by the Surviving LLC on request, without cost, to any member of either of the constituent limited liability companies.

EIGHTH: The Surviving LLC may be served with process in the State of Delaware for the enforcement of any obligation of the constituent limited liability companies, and appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding. The address to which a copy of such process shall be mailed by the Secretary of State is: One Caesars Palace Drive, Las Vegas, Nevada 89109.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed as of the date first above written.

PARIS LAS VEGAS PROPÇO/LLC

By: ________Name: Michael D. Cohen Title: Secretary

PARIS LAS VEGAS OPERATING COMPANY, LLC

Name: Donald Colvin

Title: Chief Financial Officer

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed as of the date first above written.

PARIS LAS VEGAS PROPCO, LLC

By: Name: Michael D. Cohen

Title: Secretary

PARIS LAS VEGAS OPERATING COMPANY, LLC

Name Donald Colvin

Title: Chief Financial Officer

Schedule I

Country/State	Trademark	Status	App. No.	App. Date	Reg. No.	Reg. Date
USA	C'est Si Bon	Registered	75/728104	6/14/1999	2407315	11/21/2000
USA	Everything's Sexier in Paris	Registered	77/451232	4/17/2008	3530914	11/11/2008
USA	Gigi Paris	Registered	78/381582	3/10/2004	3026776	12/13/2005
USA	Jacques	Registered	78/379402	3/5/2004	2934998	3/22/2005
USA	L' Apothicaire Bath Body Home (Logo)	Pending	86/023058	7/30/2013		
USA	Paris	Registered	74/653425	3/29/1995	2475977	8/7/2001
USA	Paris	Registered	77/074187	1/2/2007	3355033	12/18/2007
USA	Paris (Design)	Registered	77/070558	12/22/2006	3361414	1/1/2008
USA	Paris (Stylized)	Registered	74/703331	7/18/1995	2527696	1/8/2002
USA	Paris Las Vegas (Design)	Registered	78/320459	10/29/2003	3198006	1/16/2007
USA	Paris Las Vegas (Design)	Registered	75/622575	1/14/1999	2432163	2/27/2001
USA	Paris Las Vegas (Design)	Registered	78/319907	10/28/2003	2914614	12/28/2004
USA	Paris Las Vegas (Design)	Registered	78/320257	10/29/2003	2914615	12/28/2004
USA	Paris Las Vegas (Design)	Registered	78/319829	10/28/2003	3190882	1/2/2007

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RECORDED: 10/16/2013