

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' APOTHIKAIRE 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

CH \$365.00 2407315

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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Delaware

PAGE 1

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,

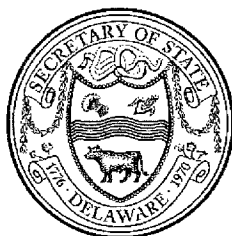
WITH AND INTO "PARIS LAS VEGAS OPERATING COMPANY, LLC" UNDER THE NAME OF "PARIS LAS VEGAS OPERATING COMPANY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF OCTOBER, A.D. 2013, AT 11 O'CLOCK A.M.

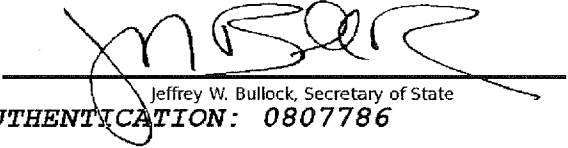
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE ELEVENTH DAY OF OCTOBER, A.D. 2013, AT 4:10 O'CLOCK P.M.

5413607 8100M

131187948

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0807786

DATE: 10-11-13

TRADEMARK
REEL: 005131 FRAME: 0829

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 "Surviving LLC"). The name of the Surviving LLC is "Paris Las Vegas Operating Company, LLC".

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 PROPCO, LLC

By: _____

Name: Michael D. Cohen
Title: Secretary

PARIS LAS VEGAS OPERATING COMPANY, LLC

By: _____

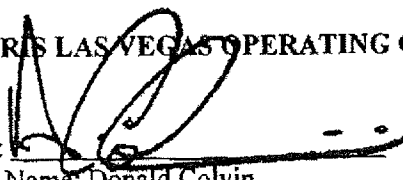
Name: Donald Colvin
Title: Chief Financial Officer

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

By: 
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