

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

THE PROMUS COMPANIES INCORPORATED
AND
EMBASSY SUITES, INC.

(Registration)

REVISED ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 6, 1992, and before the Nevada Gaming Commission ("Commission") on May 28, 1992, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

- a. The applications of The Promus Companies Incorporated, Embassy Suites, Inc., Harrah's, Harrah's Club, Harrah's Las Vegas, Inc., and Harrah's Laughlin, Inc. for continuous approval to participate in foreign gaming; and

b. The applications of The Promus Companies Incorporated and Embassy Suites, Inc. for an amendment to their Orders of Registration.

2. THAT the Orders of Registration of The Promus Companies Incorporated and Embassy Suites, Inc., entered on January 25, 1990, and the Amendments Nos. 1, 2, and 3 thereto entered on May 31, 1990, September 27, 1990, and June 26, 1991, respectively, are hereby consolidated and incorporated into, and updated by, these Revised Orders of Registration.

3. THAT The Promus Companies Incorporated is registered as a publicly traded corporation and is found suitable as the sole shareholder of Embassy Suites, Inc.

4. THAT Embassy Suites, Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of Harrah's.

5. THAT Harrah's is registered as an intermediary company and is found suitable as the sole shareholder of Harrah's Club and Harrah's Laughlin Inc.

6. THAT Harrah's Club is registered as an intermediary company; is found suitable as the sole shareholder of Harrah's Las Vegas, Inc.; is licensed as a manufacturer and distributor; that Harrah's Club, dba Harrah's Casino Hotel Reno, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 219 North Center Street, Reno; and that Harrah's Club, dba Harrah's Casino Hotel Lake Tahoe and dba Bill's Lake Tahoe Casino, is licensed to conduct nonrestricted gaming operations, including a race book and sports pool, at Highway 50, Stateline.

7. THAT Harrah's Las Vegas, Inc., dba Harrah's Casino Hotel Las Vegas, is licensed to conduct nonrestricted gaming operations, including a race book and sports pool, at 3473 Las Vegas Boulevard South, Las Vegas.

8. THAT Harrah's Laughlin, Inc., dba Harrah's Casino Hotel Laughlin, is licensed to conduct nonrestricted gaming operations, including a race book and sports pool, at 2900 South Casino Drive, Laughlin, and is licensed as a distributor.

9. THAT The Promus Companies Incorporated, Embassy Suites, Inc. and Harrah's are each granted approval to continue their gaming operations in the State of Nevada through their affiliated companies, Harrah's Club, Harrah's Las Vegas, Inc. and Harrah's Laughlin, Inc., while participating in gaming activities at Harrah's Casino Hotel Atlantic City.

10. THAT The Promus Companies Incorporated, Embassy Suites, Inc., Harrah's, Harrah's Club, Harrah's Las Vegas, Inc., and Harrah's Laughlin, Inc. are each granted continuous approval to participate in foreign gaming pursuant to NRS 463.680, et seq., and NGC Regulation 4.705, while continuing their gaming operations in the State of Nevada.

11. THAT the approvals granted in paragraph 10 above are expressly conditioned as follows:

a. The continuous approvals expire at midnight on the date of the May 1994 regular Commission meeting.

b. With respect to each foreign gaming operation, the applicants must:

(1) Submit personal background and financial information to the Board for the hotel manager, casino manager, controller and casino controller involved in foreign gaming operations, if any. The information provided shall include sufficient identification information (e.g., passport number, date of birth), to enable the Board to conduct a background and financial investigation.

(2) The following information within the knowledge of the applicants must be reported to the Board within 30 days after the end of each quarter regarding the occurrence or absence of the following:

(a) Any change in ownership or control of any interest in any foreign gaming operations.

(b) All gaming-related complaints, disputes, orders to show cause and disciplinary actions instituted, or presided over, by any state, the U.S., or any other foreign governmental jurisdiction concerning any foreign gaming operations.

(c) All arrests made of employees of the applicants or their affiliate(s) involving gaming cheating or theft in any foreign jurisdiction. This report must include the name, position, charge, arresting agency, and a brief description of the event.

(d) All arrests or convictions of officers, directors, key employees, and equity owners of the applicants or their affiliate(s) in any foreign jurisdiction, regarding offenses which would constitute a gross misdemeanor or felony in the State of Nevada. The report must include the name, position, charge, arresting agency, and a brief description of the event.

c. The approvals granted relate solely to the approvals which were voluntarily sought and received and do not involve any exercise of Nevada regulatory jurisdiction over the entities pertaining to any foreign gaming operations and activities. No representations shall be made by the applicants directly or indirectly, that any foreign gaming operations are within the regulatory control of the State of Nevada or any agency thereof.

d. The applicants must maintain at an office in Nevada,

designated to the Board, detailed records and records of ownership pertaining to any foreign gaming operations. Specifically, copies of the following documents or their equivalent for the business entities responsible for any foreign gaming operations, must be maintained:

- (1) Articles of incorporation, partnership, management, or joint venture agreements, and any amendments.
- (2) Bylaws and amendments.
- (3) A list of current and former partners, officers and directors, and any changes thereto.
- (4) Any minutes of meetings of partners, stockholders and directors.
- (5) A listing of each partner's or stockholder's name, address, available personal identification information, number of shares or interests held and the date such shares or interests were acquired.
- (6) A record of all transfers of the stock or other interests.
- (7) A record of all amounts paid to any foreign gaming operations related to stock issuances, capital contributions, and loans.

Such records of accounting and ownership must be maintained by the applicants within Nevada for at least five years after they are made and must be made available for inspection to agents of the Board immediately upon request.

e. The applicants shall comply with any additional reporting or other requirements as may be imposed by the Board or which are required by NGC Regulation 4.705.

f. These approvals do not apply in jurisdictions where it is

not possible to conduct or investigate foreign gaming operations because of:

(i) prohibitions by the President of the United States pursuant to the International Emergency Economic Powers Act, 50 U.S.C. 1702-1706;

(ii) the Foreign Assets Control Regulations, 31 C.F.R. 500.101-565.901; and

(iii) restrictions on travel of holders of United States passports.

13. THAT The Promus Companies Incorporated is hereby granted approval to pledge the common stock of Embassy Suites, Inc. and to place certain restrictions upon the common stock of Embassy Suites, Inc. regarding the transfer, assignment, hypothecation, or encumbrance thereof.

14. THAT Embassy Suites, Inc. is hereby granted approval to pledge the common stock of Harrah's and to place certain restrictions upon the common stock of Harrah's regarding the transfer, assignment, hypothecation, or encumbrance thereof.

15. THAT Harrah's is hereby granted approval to pledge the common stock of Harrah's Club and Harrah's Laughlin, Inc. and to place certain restrictions upon the common stock of Harrah's Club and Harrah's Laughlin, Inc. regarding the transfer, assignment, hypothecation, or encumbrance thereof.

16. THAT Harrah's Club is hereby granted approval to pledge the common stock of Harrah's Las Vegas, Inc. and to place certain restrictions upon the common stock of Harrah's Las Vegas, Inc. regarding the transfer, assignment, hypothecation, or encumbrance thereof.

17. THAT the approvals granted in paragraphs 13, 14, 15 and 16 above are expressly conditioned that the prior approval of the Commission must be obtained

of any foreclosure of the possessory security interests in any of the above-named common stock, or any other resort to the above-named common stock collateral or other enforcement of the security interests in the above-named common stock.

18. THAT except as permitted NRS 463.690 and the regulations promulgated thereunder, or as provided in paragraphs 9, 10, and 11 herein, neither The Promus Companies Incorporated, nor any person controlling, controlled by, or under common control with The Promus Companies Incorporated, shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Commission.

19. THAT Pursuant to NRS 463.625(2), The Promus Companies Incorporated is hereby exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive, except for NRS 463.635(1)(a)(1) and in lieu thereof is required to maintain its stockholders list at the Company's executive offices in Memphis, Tennessee, and that The Promus Companies Incorporated is required to pay all costs incurred by the Board to review said stockholders list so long as The Promus Companies Incorporated is a registrant.

20. THAT The Promus Companies Incorporated is hereby exempted from compliance with NGC Regulation 15 and shall instead comply with NGC Regulation 16, provided that, The Promus Companies Incorporated shall not sell or transfer beneficial ownership of any voting securities of Embassy Suites, Inc. without the prior approval of the Commission.

21. THAT pursuant to NRS 463.625(2), Embassy Suites, Inc. is hereby exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

22. THAT Embassy Suites, Inc. is hereby exempted from compliance with NGC Regulation 15 except for the provisions of NGC Regulations 15.585.4-1 and 15.585.7-6, and shall instead comply with NGC Regulation 16; provided that, The Promus Companies Incorporated shall not sell or transfer beneficial ownership of any voting securities of Embassy Suites, Inc. without the prior approval of the Commission.

23. THAT The Promus Companies Incorporated shall fund and maintain with the Board a revolving fund in the total amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of these Revised Orders of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board or its staff in the surveillance, monitoring and investigative reviews of all activities, including public offerings, of The Promus Companies Incorporated, Embassy Suites, Inc., Harrah's, Harrah's Las Vegas, Inc., Harrah's Club, and Harrah's Laughlin, Inc., and their affiliated companies.


24. THAT the COMMISSION hereby expressly finds that the exemptions

.
.
.
.
.
.
.
.

hereinabove granted are consistent with the State policy set forth in NRS
463.0129 and NRS 463.489.

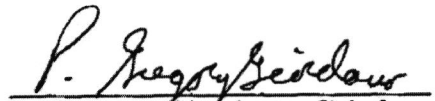
ENTERED at Las Vegas, Nevada, this 28th day of May, 1992.

FOR THE COMMISSION:



Bill Curran, Chairman


Submitted by:



P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 
Deputy Attorney General
Gaming Division