

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

THE PROMUS COMPANIES INCORPORATED
AND
EMBASSY SUITES, INC.

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on April 6, 1994, and before the Nevada Gaming Commission ("Commission") on April 21, 1994, at Carson City, 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 and Embassy Suites, Inc. for approval of a continuous or delayed public offering; and

b. The applications of Harrah's Club, Harrah's Las Vegas, Inc. and Harrah's Laughlin, Inc. for approval to each guarantee securities issued by, or to hypothecate their assets to secure the payment or performance of any obligations evidenced by securities issued by The

Promus Companies Incorporated and Embassy Suites, Inc. pursuant to a public offering made under the continuous or delayed public offering approval.

2. THAT The Promus Companies Incorporated and Embassy Suites, Inc. and any affiliated company wholly-owned by either which is or would thereby become a publicly traded corporation (hereinafter "Affiliate"), are hereby granted approval, pursuant to NGC Regulation 16.115, to make public offerings for a period of one year, subject to the following conditions:

a. That at all times during the year, The Promus Companies Incorporated and Embassy Suites, Inc. shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, The Promus Companies Incorporated and Embassy Suites, Inc. and their Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on The Promus Companies Incorporated or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

3. THE Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in paragraph 2(c) above.

4. THAT Harrah's Club, Harrah's Las Vegas, Inc. and Harrah's Laughlin, Inc. for a period of one year are each granted approval, pursuant to NGC Regulation 16.100(3), to

guarantee securities issued by The Promus Companies Incorporated, or Embassy Suites, Inc. or their Affiliate(s), pursuant to a public offering made under the approval granted by paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of any obligations evidenced by securities issued by The Promus Companies Incorporated, or Embassy Suites, Inc. or their Affiliates(s), pursuant to a public offering made under the approval granted by paragraph 2 of this Order.

ENTERED at Carson City, Nevada, this 21st day of April 1994.