

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Registration)

REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on September 4, 1986 and September 11, 1986, and before the Nevada Gaming Commission on September 18, 1986 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 application of Hilton Nevada Casinos, Inc. as amended and supplemented, for a manufacturer's and distributor's license, is hereby accepted as filed.

2) THAT the following Hilton Hotels Corporation Orders are superceded by this Revised Order:

Amendment No. 2 to Order of Registration	December 23, 1981
Amendment No. 3 to Order of Registration	September 22, 1983
Amendment No. 4 to Order of Registration	February 21, 1985
Amendment No. 5 to Order of Registration	October 24, 1985

3) THAT Hilton Hotels Corporation is registered as a publicly traded corporation and is found suitable as sole stockholder of Hilton Gaming

Corporation.

4) THAT Hilton Gaming Corporation is registered as an intermediary holding company and is found suitable as sole stockholder of Hilton Nevada Corporation.

5) THAT Hilton Nevada Corporation is registered as an intermediary holding company and found suitable as sole stockholder of Hilton Nevada Casinos, Inc.

6) THAT Hilton Nevada Casinos, Inc. is licensed as a manufacturer and distributor, and approved to continue nonrestricted gaming operations at the Las Vegas Hilton, Flamingo Hilton and Reno Hilton, subject to the following:

That the license issued to Hilton Nevada Casinos, Inc. to conduct gaming at the Reno Hilton is expressly conditioned upon the existence and maintenance of a pedestrian walkway linking the Reno Hilton at 241 North Virginia Street and 255 North Sierra Street and further, that said pedestrian walkway be open and accessible to the public during all times that gaming is conducted upon the premises of the Reno Hilton.

7) THAT Hilton Hotels Corporation is granted approval to continue its gaming operations in the State of Nevada through its affiliated companies, Hilton Nevada Casinos, Inc., Hilton Nevada Corporation and Hilton Gaming Corporation subject to the provisions of paragraph 8 below, while participating in gaming activities at the Gold Coast Conrad Hilton Hotel and Jupiters Casino in Queensland, Australia.

8) THAT Hilton Hotels Corporation shall maintain a Compliance Committee whose composition is satisfactory to the Board. Said Compliance Committee shall establish an internal reporting system, and shall have other duties as more fully described in Exhibit A, which is attached to this Order and incorporated by

reference herein. Hilton Hotels Corporation shall hereafter make such amendments to the Compliance Committee and Internal Reporting System specifications and duties as may be required by the Board, and may not make any other amendments without prior approval of the Board.

9) THE COMMISSION hereby delegates to the Chairman of the State Gaming Control Board the authority to require and administratively approve amendments to both the Compliance Committee and Internal Reporting System.

10) THAT Hilton Hotels Corporation shall continue to maintain a \$25,000 revolving fund for the purpose of funding investigative reviews, conducted in the sole discretion of the Board, to confirm compliance with this Order, and to monitor the Company's gaming activities in Queensland, Australia.

11) THAT pursuant to NRS 463.625(2), Hilton Hotels Corporation is hereby exempted from compliance with NRS 463.585(1), (2), (5), (6), and (7) and NRS 463.595 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

12) THAT Hilton Hotels Corporation is hereby exempted from Regulation 15, except for the provisions of Reg. 15.585.3-1, Reg. 15.585.3-2, and Reg. 15.585.4-1, and shall instead comply with Regulation 16.

13) THAT except as provided by paragraph 7 above, neither Hilton Hotels Corporation nor any person controlling, controlled by, or under common control with Hilton Hotels Corporation shall have any involvement with gaming or parimutual wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission.

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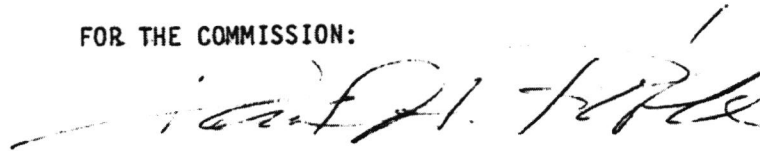
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14) THAT Commission hereby expressly finds that the exemptions herein-
above granted are consistent with the State policy set forth in NRS 463.0129 and
463.489(2).

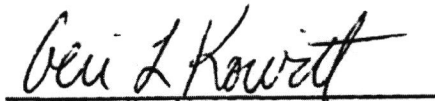
ENTERED at Las Vegas, Nevada this 18th day of September, 1986.

FOR THE COMMISSION:



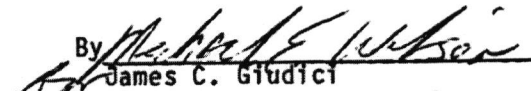
Paul A. Bible, Chairman

Submitted by:


Geri L. Kowitt
Geri L. Kowitt
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By 
James C. Giudici
Deputy Attorney General
Gaming Division