

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Registration)

AMENDMENT NO. 4 TO REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on November 4, 1987, and before the Nevada Gaming Commission on November 19, 1987 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, are hereby accepted as filed:

a) Hilton Hotels Corporation for a corporate reorganization, for a finding of suitability as sole stockholder of Hilton Nevada Corporation, and for an Amendment to its Revised Order of Registration;

b) Hilton Nevada Corporation for registration as an intermediary holding company and a finding of suitability as sole stockholder of Las Vegas Hilton Corporation, Flamingo Hilton Corporation and Reno Hilton Corporation;

c) Las Vegas Hilton Corporation dba Las Vegas Hilton for a nonrestricted gaming license including race book and sports pool, and for licensure as a manufacturer and distributor;

d) Flamingo Hilton Corporation dba Flamingo Hilton for a nonrestricted gaming license including sports pool, and for licensure as a manufacturer and distributor; and

e) Reno Hilton Corporation dba Reno Hilton for a nonrestricted gaming license, and for licensure as a manufacturer and distributor.

2) THAT the following paragraphs of the Hilton Hotels Corporation Revised Order of Registration and Amendments thereto are hereby rescinded: Paragraphs 3 through 5, 7 and 8 of the Hilton Hotels Corporation Revised Order of Registration dated September 18, 1986; paragraph 2 of Amendment No. 1 to Revised Order of Registration for Hilton Hotels Corporation dated November 20, 1986; paragraph 2 of Amendment No. 2 to Revised Order of Registration for Hilton Hotels Corporation dated May 21, 1987; and paragraph 2 of Amendment No. 3 to Revised Order of Registration for Hilton Hotels Corporation dated July 16, 1987.

3) THAT Hilton Hotels Corporation is found suitable as sole stockholder of Hilton Nevada Corporation.

4) THAT Hilton Nevada Corporation is registered as an intermediary holding company and found suitable as sole shareholder of Las Vegas Hilton Corporation, Flamingo Hilton Corporation and Reno Hilton Corporation.

5) THAT Las Vegas Hilton Corporation dba Las Vegas Hilton is licensed to conduct gaming operations (nonrestricted gaming, race book and sports pool) at 3000 Paradise Road, Las Vegas, and is licensed as a manufacturer and distributor.

6) THAT Flamingo Hilton Corporation dba Flamingo Hilton is licensed to

conduct gaming operations (nonrestricted gaming and sports pool) at 3555 Las Vegas Boulevard South, Las Vegas, and is licensed as a manufacturer and distributor.

7) THAT Reno Hilton Corporation dba Reno Hilton is licensed to conduct nonrestricted gaming operations at 255 North Sierra Street, Reno, and is licensed as a manufacturer and distributor, subject to the following:

That the license issued to Reno Hilton Corporation 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.

8) THAT Hilton Hotels Corporation is granted approval to continue its gaming operations in the State of Nevada through its affiliated companies, Hilton Nevada Corporation, Las Vegas Hilton Corporation, Flamingo Hilton Corporation and Reno Hilton Corporation, subject to the provisions of paragraph 9 below, while participating in gaming activities at the Gold Coast Conrad Hilton Hotel and Jupiters Casino in Queensland, Australia.

9) THAT Hilton Hotels Corporation shall maintain a Compliance Committee whose composition is satisfactory to the Board. Said Compliance Committee shall administer the 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.

10) THAT Hilton Hotels Corporation is granted preliminary approval to pursue foreign gaming operations in Istanbul, Turkey while continuing its gaming operations in the State of Nevada through its affiliated companies, Hilton Nevada Corporation, Las Vegas Hilton Corporation, Flamingo Hilton Corporation and Reno Hilton Corporation. The approval granted herein does not authorize or constitute Commission approval to participate in gaming in Istanbul, Turkey, and the Commission hereby specifically reserves its determination as to such final approval.

11) THAT the approval in paragraph 10 above continues to be subject to the conditions stated in paragraph 3 of Amendment No. 2 to Revised Order of Registration of Hilton Hotels Corporation dated May 21, 1987.

12) THAT this Amendment shall become effective on January 1, 1988.

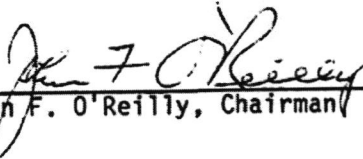
13) THAT except as expressly modified by this Amendment No. 4 to Revised Order of Registration, or other Commission action, all terms and conditions of

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the Revised Order of Registration dated September 18, 1986 and Amendments thereto are reaffirmed and made a part of this Amendment.


ENTERED at Las Vegas, Nevada this 19th day of November, 1987.

FOR THE COMMISSION:



John F. O'Reilly, Chairman

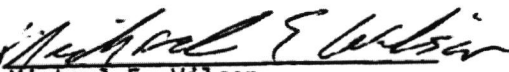
Submitted by:



Geri L. Kowitt
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN McKAY
ATTORNEY GENERAL

By 

Michael E. Wilson
Deputy Attorney General
Gaming Division