

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
HILTON HOTELS CORPORATION  
(Public Offering)

ORDER

THIS MATTER came on specially for hearing before the State Gaming Control Board on July 23, 1990, at Las Vegas, Nevada, and regularly for hearing before the Nevada Gaming Commission on July 26, 1990, 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 application of Hilton Hotels Corporation, as amended and supplemented, for approval of a public offering pursuant to NGC Reg. 16.110, is hereby accepted as filed.

2. THAT Hilton Hotels Corporation is hereby granted approval pursuant to NGC Reg. 16.110, to make a public offering of up to \$1 billion principal amount of Liquid Yield Option<sup>TM</sup> Notes due 2005 ("LYONs"<sup>TM</sup>) and to register a currently indeterminable number of shares of Hilton Hotels Corporation common stock, as defined in and pursuant to the Securities and Exchange Commission ("SEC") Form

S-3 Registration Statement (SEC Registration No. 33-35951) (the "Registration Statement").

3. THAT pursuant to NGC Reg. 16.125, the potential conversion of the LYONs into common stock of Hilton Hotels Corporation and the potential purchase of the LYONs from their holders by Hilton Hotels Corporation in exchange for common stock or Ten-Year Subordinated Extension Notes of Hilton Hotels Corporation, as defined in and pursuant to the Registration Statement, are also approved.

4. THAT the approvals set forth in paragraphs 2 and 3 hereinabove are subject to the following conditions:

a. That Hilton Hotels Corporation shall keep the State Gaming Control Board, Corporate Securities Division, continuously and promptly informed as to the progress of the public offering and related events through the LYONs' maturity date in 2005, and as to any other event that would have a material effect on Hilton Hotels Corporation or its subsidiaries which could be subject to reporting on SEC Form 8-K;

b. That the approvals herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the State Gaming Control Board.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; and


c. That Hilton Hotels Corporation shall provide within thirty (30) days after the effective date of the public offering, and annually thereafter, to the State Gaming Control Board, Corporate Securities Division, a complete list of the names, addresses, federal tax identification numbers, and principal amount of



Control Board or his designee, then all approvals granted herein shall be deemed terminated and rendered null and void.

ENTERED at Carson City, Nevada, this 26th day of July, 1989.

FOR THE COMMISSION:

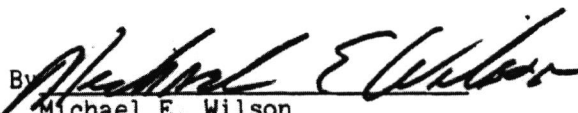
  
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John F. O'Reilly, Chairman

Submitted by:

  
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P. Gregory Giordano  
Chief, Corporate Securities

APPROVED AS TO FORM:

BRIAN McKAY  
ATTORNEY GENERAL

By   
\_\_\_\_\_  
Michael E. Wilson  
Deputy Attorney General  
Gaming Division