

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Registration)

AMENDMENT NO. 2 TO SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board on September 25, 1990, at Las Vegas, Nevada, and regularly for hearing before the Nevada Gaming Commission on September 27, 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 following applications, as amended and supplemented, are hereby accepted as filed:
 - a. The application of Flamingo Hilton-Laughlin, Inc., dba Flamingo Hilton-Laughlin, for a license to conduct off-track pari-mutuel wagering.
 - b. The application of Reno Hilton Corporation, dba Flamingo Hilton Reno, for a license to conduct off-track pari-mutuel wagering.
 - c. The application of Las Vegas Hilton Corporation, dba Las Vegas

Hilton, for a license to conduct off-track pari-mutuel wagering.

d. The application of Hilton Hotels Corporation for an amendment to its Second Revised Order of Registration.

2. THAT paragraph 5 of the Second Revised Order of Registration of Hilton Hotels Corporation entered on June 22, 1989, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"5. THAT Las Vegas Hilton Corporation, dba Las Vegas Hilton, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 3000 Paradise Road, Las Vegas, and is licensed as a manufacturer and distributor."

3. THAT paragraph 7 of the Second Revised Order of Registration of Hilton Hotels Corporation entered on June 22, 1989, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

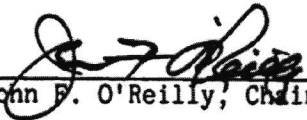
"7. THAT Reno Hilton Corporation, dba Flamingo Hilton Reno, formerly dba Reno Hilton, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 255 North Sierra Street, Reno, and is licensed as a manufacturer and distributor, subject to the following:

That the license issued to Reno Hilton Corporation to conduct gaming at the Flamingo Hilton Reno is expressly conditioned upon the existence and maintenance of a pedestrian walkway linking the Flamingo Hilton Reno 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

Corporation entered on June 22, 1989, and of the Amendment No. 1 thereto entered on June 21, 1990, are hereby reaffirmed and incorporated by reference herein.

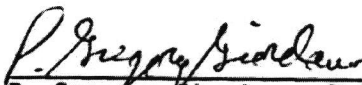
ENTERED at Carson City, Nevada, this 27th day of September, 1990.

FOR THE COMMISSION:



John F. O'Reilly, Chairman

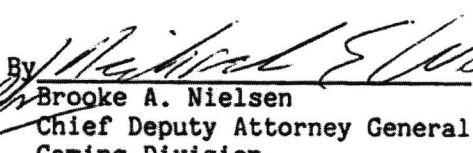
Submitted by:



P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

BRIAN McKAY
ATTORNEY GENERAL

By 

Brooke A. Nielsen
Chief Deputy Attorney General
Gaming Division