

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Registration)

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 6, 1992, and before the Nevada Gaming Commission ("Commission") on May 28, 1992, 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, have been filed:
 - a. The applications of Hilton Hotels Corporation and Hilton Nevada Corporation for continuous approval to participate in foreign gaming; and
 - b. The application of Hilton Hotels Corporation for an amendment

to its Order of Registration.

2. THAT the Second Revised Order of Registration of Hilton Hotels Corporation entered on June 22, 1989, and the Amendments Nos. 1, 2, and 3 thereto entered on June 21, 1990, September 27, 1990, and August 29, 1991, respectively, are hereby consolidated into and updated by this Third Revised Order of Registration.

3. THAT Hilton Hotels Corporation is registered as a publicly traded corporation and is found suitable as the sole shareholder of Hilton Nevada Corporation.

4. THAT Hilton Nevada Corporation is registered as an intermediary company and is found suitable as the 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 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.

6. THAT Flamingo Hilton Corporation is registered as an intermediary company and found suitable as the sole shareholder of Flamingo Hilton-Laughlin, Inc.; is licensed as a manufacturer and distributor; and that Flamingo Hilton Corporation, dba Flamingo Hilton Las Vegas, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 3555 Las Vegas Boulevard South, Las Vegas.

7. THAT Reno Hilton Corporation, dba Flamingo Hilton Reno, 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