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File No. SD-006

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Registration)

AMENDMENT NO. 1 TO THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on July 29, 1992, and regularly for hearing before the Nevada Gaming Commission ("Commission") on July 30, 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 application of Reno Hilton Resort Corporation, dba Reno Hilton, for a license to conduct off-track pari-mutuel wagering and for a nonrestricted gaming license, including a race book and sports pool;
 - b. The application of Hilton Nevada Corporation for a finding of suitability as the sole shareholder of Reno Hilton Resort Corporation; and

c. The application of Hilton Hotels Corporation for an amendment to its Order of Registration.

2. THAT paragraph 4 of the Third Revised Order of Registration of Hilton Hotels Corporation entered on May 28, 1992, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"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, Reno Hilton Resort Corporation, and Reno Hilton Corporation."

3. THAT the Third Revised Order of Registration of Hilton Hotels Corporation entered on May 28, 1992, is hereby amended by adding thereto the following new paragraph:

"20. THAT Reno Hilton Resort Corporation, dba Reno Hilton, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 2500 East Second Street, Reno."

4. THAT except as expressly modified by this Amendment No. 1 to Third Revised Order of Registration, or other Commission action, all other terms and conditions of the Third Revised Order of Registration of Hilton Hotels

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