

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Registration)

AMENDMENT NO. 2 TO THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on November 5, 1992, at Las Vegas, Nevada, and before the Nevada Gaming Commission ("Commission") on November 19, 1992, 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, have been filed:
 - a. The applications of Flamingo Hilton Corporation, dba Flamingo Hilton Las Vegas, for a license to conduct off-track pari-mutuel wagering and for the addition of a race book;
 - b. The application of Hilton Hotels Corporation for an amendment to its Order of Registration.

2. THAT paragraph 6 of the Third Revised Order of Registration of Hilton Hotels Corporation entered on May 28, 1992, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"6. THAT Flamingo Hilton Corporation is registered as an intermediary company and is 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 off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 3555 Las Vegas Boulevard South, Las Vegas."


3. THAT except as expressly modified by this Amendment No. 2 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

.
.
.
.
.
.
.
.
.
.
.
.

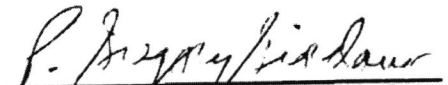
Corporation entered on May 28, 1992, and of the Amendment No. 1 thereto entered on July 30, 1992, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Carson City, Nevada, this 19th day of November, 1992.

FOR THE COMMISSION:

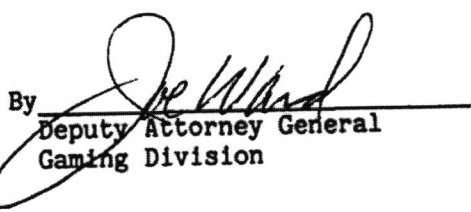

Bill Curran, Chairman

Submitted by:


P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 
Deputy Attorney General
Gaming Division