

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

HILTON HOTELS CORPORATION

(Delayed Public Offering)

REVISED ORDER

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on November 12, 1996, at Las Vegas, Nevada, and regularly before the Nevada Gaming Commission ("Commission") on November 21, 1996, 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 for amendments to the September 20, 1996, approval of a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation ("Affiliate") and for approval to place restrictions on the transfer of, and to enter into agreements not to encumber, the equity securities of Bally's Intermediate Sub, Inc. pursuant to a public offering made by Hilton Hotels Corporation or its Affiliate(s), under the continuous or delayed public offering approval;

b. The applications of Bally's Intermediate Sub, Inc. for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Bally's Sub, Inc., pursuant to a public offering made by Hilton Hotels Corporation or its Affiliate(s), under the continuous or delayed public offering approval;

c. The application of Bally's Casino Holdings, Inc. for approval to place restrictions upon the transfer of, and to enter into an agreements not to encumber, the equity securities of Bally's CHLV, Inc. and Bally's Grand Management, Inc., pursuant to a public offering made by Hilton Hotels Corporation or its Affiliate(s), under the continuous or delayed public offering approval; and

d. The application of Bally's Grand Management Co., Inc. for approval to guarantee securities issued by, and to hypothecate its assets to secure the payment or performance of any obligations evidenced by securities issued by, Hilton Hotels Corporation or its Affiliate(s), under the continuous or delayed public offering approval.

e. The applications of Bally's Intermediate Sub, Inc., Bally's Sub, Inc., and Bally's CHLV, Inc. for approval to guarantee securities issued by Hilton Hotels Corporation or its Affiliate(s), under the continuous or delayed public offering approval.

2. THAT the Delayed Public Offering Order of Hilton Hotels Corporation dated September 20, 1996, is hereby amended and restated in its entirety, by this Revised Delayed Public Offering Order.

3. THAT for a period of ten months Hilton Hotels Corporation and its Affiliate(s) are hereby granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the ten months period, Hilton Hotels Corporation and its Affiliate(s), shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Hilton Hotels Corporation and its Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Hilton Hotels Corporation, or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the 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.

4. THE Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in paragraph 3(c) above.

5. THAT for a period of ten months Hilton Hotels Corporation is hereby granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions on the transfer of, and to enter into agreements not to encumber, the equity securities of Hilton Gaming Corporation and Bally's Intermediate Sub, Inc., pursuant to a public offering made under the approval granted by paragraph 3 of this Order.

6. THAT for a period of ten months Hilton Gaming Corporation is hereby granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions on the transfer of, and to enter into agreements not to encumber, the equity securities of Flamingo Hilton Corporation, pursuant to a public offering made under the approval granted by paragraph 3 of this Order.

7. THAT for a period of ten months Hilton Gaming Corporation is hereby granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions on the transfer of, and to

enter into agreements not to encumber, the equity securities of Las Vegas Hilton Corporation, Flamingo Hilton Corporation, Flamingo Hilton-Reno, Inc., and Reno Hilton Resort Corporation, pursuant to a public offering made under the approval granted by paragraph 3 of this Order.

8. THAT for a period of ten months Flamingo Hilton Corporation is hereby granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions on the transfer of, and enter into agreements not to encumber, the equity securities of Flamingo Hilton-Laughlin, Inc., pursuant to a public offering made under the approval granted by paragraph 3 of this Order.

9. THAT for a period of ten months Bally's Intermediate Sub, Inc. is hereby granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Bally's Sub, Inc., pursuant to a public offering made under the approvals granted by paragraph 3 of this Order.

10. THAT for a period of ten months Bally's Casino Holdings, Inc. is hereby granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as appropriate, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the common stock of Bally's Grand Management Co., Inc. and Bally's CHLV, Inc. pursuant to a public offering made under the approvals granted by paragraph 3 of this Order.

11. THAT for a period of ten months Las Vegas Hilton Corporation, Flamingo Hilton Corporation, Flamingo Hilton-Laughlin, Inc., Flamingo Hilton-Reno, Inc., Reno Hilton Resort Corporation, and Bally's Grand Management Co., Inc., are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Hilton Hotels Corporation or its Affiliate(s), pursuant to a public offering made under the approval granted by paragraph 3 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Hilton Hotels Corporation or its Affiliates, pursuant to a public offering made under the approval granted by paragraph 3 of this Order.

12. THAT for a period of ten months Bally's Intermediate Sub, Inc., Bally's Sub, Inc. and Bally's CHLV, Inc. are each hereby granted approval, pursuant to NGC Regulation

15.585.7-1, to guarantee securities issued by Hilton Hotels Corporation or Affiliate(s), pursuant to a public offering made under the approvals granted by paragraph 3 of this Order.

13. THAT this Revised Delayed Public Offering Order shall become effective upon the consummation of the merger of Bally Entertainment Corporation with and into Hilton Hotels Corporation, pursuant to, and as more fully described in that Agreement and Plan of Merger dated June 6, 1996, as amended ("the Merger"). If the Merger is not consummated by January 24, 1997, unless administratively extended by the Chairman of the Board or his designee, then this Revised Delayed Public Offering Order shall be rendered null and void, and Hilton Hotel Corporation's Delayed Public Offering Order dated September 20, 1996, and Bally Entertainment Corporation's Delayed Public Offering Order dated August 22, 1996, shall be effective, respectively.

ENTERED at Las Vegas, Nevada, this 21st day of November 1996.