

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Registration)

AMENDMENT NO. 2 TO ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board, and the Nevada Gaming Commission on December 23, 1981, at Las Vegas, Nevada, and

THE APPLICANTS having presented evidence in support of their applications, and

NO PERSON having appeared in opposition to the granting of the applications, and

THE BOARD AND COMMISSION having considered the report of Investigations;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the applications of Hilton Hotels Corporation, as amended and supplemented, with respect to the proposed acquisition of certain real property and personal property of Sahara Reno Hotel, Inc., and to acquire an option to purchase the leasehold estate and personal property comprising the hotel/casino facility known as the Sahara Tahoe at Stateline, Nevada, are hereby accepted as filed.

2. THAT the application of Hilton Casinos, Inc., to conduct gaming at the Reno Hilton, 241 North Virginia Street, Reno, Nevada, is hereby accepted as filed.

3. THAT this Commission's Order of Registration, dated September 17, 1970, and the Amended Orders of Registration, pertaining to Hilton Hotels Corporation, entered by this Commission on May 24, 1973 and August 23, 1973, respectively, are hereby rescinded.

4. In substitution therefor, Hilton Hotels Corporation is hereby registered as a publicly traded corporation and is found suitable to be the sole stockholder of Hilton Casinos, Inc., dba Las Vegas Hilton, Flamingo Hilton, and Reno Hilton; and the following officers, directors, and controlling stockholders of Hilton Hotels Corporation are found suitable in the capacities indicated:

Estate of Conrad N. Hilton	Controlling Stockholder Barron Hilton/James E. Bates Co-Executors of the Estate
Barron Hilton	President, Chairman of the Board, Chief Executive Officer, a Controlling Stockholder
James E. Bates	Director
Donald W. Douglas, Jr.	Director
William H. Edwards	Executive Vice President, Director
Frank B. Wangeman	Sr. Vice President, Director
John V. Giovenco	Executive Vice President-Finance, Director
E. Timothy Applegate	Sr. Vice President, Secretary, General Counsel
Heinz G. Lewin	Executive Vice President

Thomas R. Wilcox	Director
Steven O. Michel	Vice President-Finance
Robert Lewis Kelley	Vice President
James E. Garrett	Vice President

5. THAT Hilton Casinos, Inc., is licensed to conduct gaming at the Las Vegas Hilton, Flamingo Hilton, and Reno Hilton, conditioned upon the following:

(i) That the license issued to Hilton Casinos, Inc., to conduct gaming activities at the Reno Hilton is expressly conditioned upon the existence and maintenance of a pedestrian walkway linking the Reno Hilton 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 gaming is conducted upon the premises of the Reno Hilton, at the aforementioned addresses.

a. That the following persons are licensed in the positions indicated for Hilton Casinos, Inc.:

Barron Hilton	Chairman of the Board, President, Director
John V. Giovenco	Vice President, Director
E. Timothy Applegate	Vice President, Secretary, Director
Heinz G. Lewin	Vice President
John B. Oakes	Vice President
Guy R. Hudson	Vice President
Steven O. Michel	Treasurer
James E. Garrett	Vice President
Robert Lewis Kelley	Vice President
William Barry Gilbride	Vice President

6. THAT pursuant to NRS 463.625(2), Hilton Hotels Corporation is hereby exempted from compliance with NRS 463.585(1), (2), (5), (6), and (7) and NRS 463.595 through NRS 463.615, inclusive and shall instead comply with NRS 463.635 through 463.645, inclusive.

7. THAT Hilton Hotels Corporation is hereby exempted from Regulation 15, except for the provisions of Reg. 15.585.3-1, Reg. 15.585.3-2, and Reg. 15.585.4-1, and shall instead comply with Regulation 16.

8. THAT except as permitted by NRS 463.690(2), neither Hilton Hotels Corporation nor any person controlled by or under common control with Hilton Hotels Corporation shall have any involvement with gaming or parimutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission.

9. THAT Hilton Hotels Corporation is hereby granted approval to hold an option to purchase the leasehold estate and personal property comprising the hotel facilities commonly known as the Sahara Tahoe located at Stateline, Nevada. If this option is not exercised on or before March 31, 1982 the approval granted herein is withdrawn.

10. THAT Hilton Hotels Corporation is hereby granted approval to pay to the Del E. Webb Corporation a deposit to be applied against the purchase price of the property described in paragraph 9 above. This deposit shall be in the amount set forth in the "Letter Agreement", dated December 8, 1981, from

Hilton Hotels Corporation to the Del E. Webb Corporation, and agreed to on December 10, 1981 by the Del E. Webb Corporation.

11. THAT Hilton Hotels Corporation is hereby granted approval to acquire from the Del E. Webb Corporation, and its wholly owned subsidiary, Sahara Reno Hotel, Inc., the real and personal property comprising the hotel/casino facility commonly known as the Sahara Reno and Primadonna Club, both located in Reno, Nevada.

12. THAT Hilton Hotels Corporation is hereby granted approval to pay to the Del E. Webb Corporation funds comprising the selling price as set forth in the "Purchase and Sales Agreement", dated December 22, 1981, by and among Hilton Hotels Corporation, as buyer, and Sahara Reno Hotel, Inc., as seller.

13. THAT the Commission hereby expressly finds the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.130 and NRS 463.489(2).

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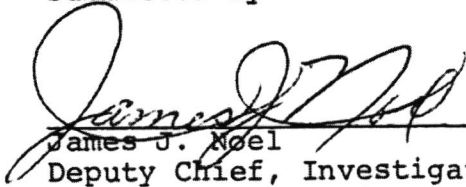
ENTERED at Las Vegas, Nevada this 23rd day of December,
1981.

FOR THE COMMISSION:



Carl F. Dodge, Chairman


Submitted by:



James J. Noel
Deputy Chief, Investigations
Corporate Securities

APPROVED:

RICHARD BRYAN
Attorney General

By: 

Patricia Becker
Deputy Attorney General
Chief, Gaming Division