

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to Hilton Hotels Corporation, entered by this Commission on May 24, 1973 and August 23, 1973, respectively, are hereby rescinded.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:

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| 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 |