

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Registration)

AMENDMENT NO. 3 TO ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on September 14, 1983, and before the Nevada Gaming Commission on September 22, 1983, at Las Vegas, Nevada, and

THE APPLICANT having presented evidence in support of its application, and

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

THE BOARD AND COMMISSION having considered the report of the Investigation Division,

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

1. THAT the application, as amended and supplemented, of Hilton Hotels Corporation, a Nevada publicly traded corporation, for approval for subsidiary corporations to participate in foreign (Queensland, Australia) gaming be, and it hereby is, accepted as filed.

2. THAT Hilton Hotels Corporation is hereby granted approval to continue to conduct its gaming operations in the State of Nevada through its Nevada corporate gaming licensee subsidiary, Hilton Casinos, Inc., dba Las Vegas Hilton, Flamingo Hilton and Reno Hilton, and approval to commence all appropriate action necessary to engage in gaming activities in Queensland, Australia. The approval granted herein does not authorize or constitute Commission approval to participate in gaming in Queensland, Australia, and the Commission specifically reserves its determination as to such final approval.

3. THE approval in paragraph two above is conditioned as follows:

(a) THAT Hilton Hotels Corporation shall immediately advise the Board of any change of equity ownership or control, or any other material events relating to the proposed gaming operations in Queensland, Australia, and shall meet with the Board or its designated representatives on a semi-annual basis to advise the Board of the status of its proposed gaming operations.

(b) THAT Hilton Hotels Corporation shall comply with any reporting requirements as may be imposed by the Board prior to final action being taken on this matter.

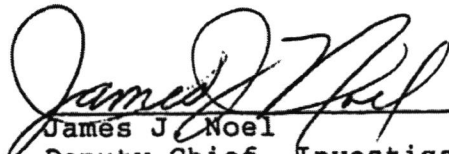
(c) THAT prior to the public opening of gaming operations in Queensland, Australia the Commission must find that applicant and Queensland, Australia comply with all criteria specified in NRS 463.710 as of the effective date of final approval.

4. THAT Hilton Hotels Corporation shall deposit and maintain with the Board a \$25,000 revolving fund for the purpose of funding investigative reviews conducted in the sole discretion of the Board to confirm compliance with this Order and to monitor progress of gaming regulations and controls in Queensland, Australia.

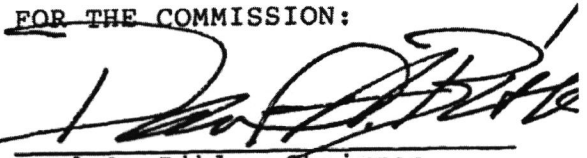
5. THAT, except as above modified by this Amendment No. 3 to Order of Registration or other Commission action, all other terms and conditions of Amendment No. 2 to Order of Registration, dated December 23, 1981, are reaffirmed.

ENTERED at Las Vegas, Nevada, this 22nd day of September, 1983.

Submitted by:

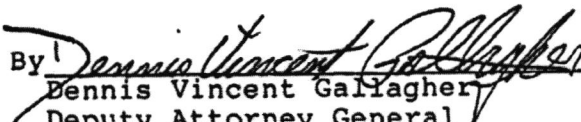

James J. Noel
Deputy Chief, Investigations
Corporate Securities

FOR THE COMMISSION:


Paul A. Bible, Chairman

APPROVED:

BRIAN MCKAY
ATTORNEY GENERAL

By 
Dennis Vincent Gallagher
Deputy Attorney General
Gaming Division