

(Hyatt) File No. SD-007
(Elsinore) File No. SD-025

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matters of
HYATT CORPORATION
and
ELSINORE CORPORATION
(Agenda Item No. 78-112)

AMENDMENT NO. 7 TO ORDER
OF REGISTRATION (HYATT CORPORATION)
AND ORDER OF REGISTRATION
(ELSINORE CORPORATION)

THESE MATTERS came on regularly for hearing before the State Gaming Control Board and the Nevada Gaming Commission at Carson City, Nevada, on December 15, 1978.

THE APPLICANTS having presented evidence in support of their applications;

NO PERSON having appeared in opposition to the granting of the applications;

THE BOARD AND COMMISSION having considered the reports of the Securities Division and Investigations Division of the Board, and the evidence presented by the applicants; and

IT APPEARING that it is desirable to consolidate all prior amendments to the Order of Registration heretofore granted to Hyatt Corporation;

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, be and they hereby are accepted:

(a) The application of Hyatt Corporation for approval of its Proxy Statement and public offering of stock of Elsinore Corporation to the public shareholders of Hyatt Corporation;

(b) The application of Elsinore Corporation for registration as a publicly-traded company and for findings of suitability as the sole stockholder of Four Queens, Inc., dba the Four Queens Hotel and Casino, and Hyatt Tahoe, Inc., dba Hyatt Lake Tahoe at Incline Village;

(c) The application of Hyatt Corporation to be found suitable as a controlling shareholder of Elsinore Corporation;

(d) The application of HC, Inc., for registration as a holding company and for a finding of suitability as the sole stockholder of Hyatt Corporation;

(e) The application of Four Queens, Inc., for a nonrestricted corporate gaming license to operate the Four Queens Hotel and Casino in Las Vegas, Nevada; and

(f) The applications of the various officers and directors of the respective corporations heretofore identified for licensing or finding of suitability, as appropriate.

2. That this Amendment to the Order of Registration heretofore issued to Hyatt Corporation and the Order of

Registration of Elsinore Corporation contained herein, and all related approvals, licenses and findings of suitability, are hereby conditioned to become effective only upon the occurrence of each of the following events:

(a) An affirmative vote of approval by a sufficient majority of the shareholders of Hyatt Corporation of the proposed Agreement and Plan of Merger described in the Hyatt Corporation Proxy Statement and 1977 Annual Report;

(b) The entry of an appropriate judgment and orders by The Delaware Chancery Court in the "Delaware Actions" as described in page 5 of the Proxy Statement,

(i) Approving the merger and the settlement provided in the Settlement Agreement;

(ii) Directing Hyatt to file the Merger Agreement (or a certificate of merger) with the Delaware Secretary of State; and

(iii) Dismissing the Delaware actions with prejudice subject only to the merger becoming effective in accordance with its terms and compliance by the parties with the terms and conditions of the Settlement Agreement; and

(c) The approval of the Chairman of the State Gaming Control Board upon final review of the transaction after the occurrence of the events described in paragraph 2(a) and (b). For the purposes of this Order, the Commission hereby delegates to the Chairman of the State Gaming Control Board the authority to review this transaction for compliance with the terms of this Order and to grant final approval or disapproval

of the transactions required prior to this Amendment to the Order of Registration of Hyatt Corporation and Order of Registration of Elsinore Corporation becoming effective.

If either or both of the preconditions described in Paragraph 2(a) and (b) herein do not occur, or if the Chairman of the Gaming Control Board does not give final approval to the transaction as provided in Paragraph 2(c), then this Amendment No. 7 to the Order of Registration of Hyatt Corporation and Order of Registration of Elsinore Corporation shall be null and void in its entirety and only those orders, approvals, licenses, and findings of suitability in effect as of the date of this Order shall continue.

3. That if the preconditions in Paragraphs 2(a) and (b) herein are met and if the Chairman of the State Gaming Control Board is satisfied that the transaction is completed pursuant to the terms of the Proxy Statement and proposed Agreement of Merger, then the Commission's Order of Registration granted to Hyatt Corporation on January 18, 1973, and all amendments thereto except this one, are rescinded.

4. That the P.G. Trusts (also referred to as the Pritzker Family Trusts) are registered as private holding companies and are found suitable to jointly own all of the stock of HC, Inc., a registered intermediary holding company.

5. That Meyer Goldman is found suitable as Trustee of the P.G. Trusts.

6. That HC, Inc., a company wholly owned by the P.G. Trusts is registered as a private intermediary holding

company and is found suitable to own all of the stock of Hyatt Corporation.

7. That the following officers and directors of HC, Inc., are found suitable in the capacities indicated:

Jay A. Pritzker, President, Treasurer and
Director

William Hartauer, Vice President of
Administration

A.N. Pritzker, Secretary and Director

Robert Pritzker, Director

8. That permission is given to HC, Inc., to change its corporate name prior to this Amendment to Order of Registration of Hyatt Corporation and Order of Registration of Elsinore Corporation becoming effective, conditioned however, that said corporation qualify to do business in the State of Nevada. If the corporate name of HC, Inc. is changed then all references, in this Amendment to Order of Registration of Hyatt Corporation and Order of Registration of Elsinore Corporation, to HC, Inc. shall be construed as references to the new name given to HC, Inc.

9. That the Hyatt Corporation Proxy Statement and 1977 Annual Report and the proposed Agreement of Merger contained therein, are approved and Hyatt Corporation is registered as a private intermediary holding company and is found suitable:

(a) As sole stockholder of Northridge Industries, Inc., a holding company of all of the stock of Two-Two-Four Corporation, a corporate gaming licensee, and

(b) As a controlling stockholder of approximately twenty-seven percent (27%) of the outstanding shares of voting securities of Elsinore Corporation.

10. That the following officers and directors of Hyatt Corporation are found suitable in the capacities indicated:

Jay A. Pritzker, President, Treasurer and
Director

William N. Hartauer, Vice President of
Administration

A.N. Pritzker, Secretary and Director

Robert A. Pritzker, Director

11. That the documents, agreements, and undertakings required by Paragraph 4 of this Commission's Order of Registration of January 18, 1973, as amended, which remains in effect as of the date of this Amendment of Order of Registration of Hyatt Corporation and Order of Registration of Elsinore Corporation, shall continue in effect until terminated pursuant to their respective terms or until otherwise ordered by the Commission, namely:

(a) The resignation of Robert A. Pritzker from the Board of Directors of Hyatt International Corporation;

(b) The voting agreement exercised by Joseph J. Amoroso on January 18, 1973, regarding the stock of Hyatt International Corporation;

(c) The voting agreement exercised by William N. Hartauer on January 18, 1973, regarding the stock of Hyatt International Corporation;

(d) The assignment dated January 15, 1973, by Robert A. Pritzker of shares of stock in Hyatt International Corporation to the A.N.P. Trusts 19 through 24; and

(e) The assignment dated January 15, 1973, by Jay A. Pritzker of shares of stock in Hyatt International Corporation to the A.N.P. Trusts 7 through 12.

12. That neither Hyatt Corporation nor any other person controlling, controlled by, or under common control with Hyatt Corporation shall have any involvement in gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission except (a) as provided by NRS 463.690(2), or (b) as permitted by the Commission's action on January 18, 1973, but limited to the extent described on pages 3 and 4 of the Application of Meyer Goldman as filed with the Board on July 27, 1978.

13. That Northridge Industries, Inc., is registered as a private intermediary holding company and is found suitable to own all of the stock of Two-Two-Four Corporation, a licensed gaming corporation.

14. That the following officers and directors of Northridge Industries, Inc., are found suitable in the capacities indicated:

Jeanne Hood, President, Treasurer

J. Patrick Foley, Director

15. That Two-Two-Four Corporation is granted a restricted gaming license to operate fifteen or fewer slot machines at The Gold Key Motel in Las Vegas, Nevada.

16. That the following officers, directors and key employee of Two-Two-Four Corporation are licensed in the capacities indicated:

Jeanne Hood, President, Treasurer

J. Patrick Foley, Director

Robert V. Appleyard, Jr., Manager (Key Employee)

17. That Elsinore Corporation is registered as a publicly-traded company and is found suitable to own all of the stock of Four Queens, Inc., and Hyatt Tahoe, Inc.

18. That the following officers and directors of Elsinore Corporation are found suitable in the capacities indicated:

Joseph J. Amoroso, President, Treasurer and
Director

Jeanne Hood, Secretary and Director

Jay A. Pritzker, Director

19. That every certificate evidencing beneficial ownership of any voting security of Elsinore Corporation shall bear a written statement substantially as follows:

"Beneficial owners of the voting securities issued by this corporation are subject to the regulatory provisions of the Nevada Gaming Control Act (NRS 463.010, et seq.) and the regulations of the Nevada Gaming Commission. If at any time the Nevada Gaming Commission finds a beneficial owner of such securities to be unsuitable to hold such securities, the beneficial

owner must dispose of the securities. The laws and gaming regulations of the State of Nevada restrict the rights of a beneficial owner under certain circumstances (i) to receive any dividend or interest upon such securities, or (ii) to exercise directly or indirectly any voting rights conferred by such securities, or (iii) to receive any remuneration in any form from the corporation for services rendered or otherwise."

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

21. That Elsinore Corporation is exempted from compliance with the provision of 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 the provisions of Reg. 16.

22. The Commission expressly finds that the exemptions hereinabove granted to Elsinore Corporation are consistent with the State policy as set forth in NRS 463.130 and NRS 463.489(1).

23. That neither Elsinore Corporation nor any person controlling, controlled by, or under common control with Elsinore Corporation shall have any involvement in gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission except

(a) as permitted by NRS 463.690(2), and (b) as permitted by the provisions of Paragraph 12 of this Amendment to Order of Registration of Hyatt Corporation and Order of Registration of Elsinore Corporation.

24. That Four Queens, Inc., is granted a nonrestricted gaming license to conduct gaming at the establishment known as the Four Queens Hotel and Casino in Las Vegas, Nevada.

25. That the following officers, directors and key employees of Four Queens, Inc., are licensed in the capacities indicated:

Jeanne Hood, President and Director

Joseph J. Amoroso, Secretary and Director

Leonard D. Marxen, Vice President and Treasurer

Jay A. Pritzker, Director

Charles W. Stump, Vice President and Casino
Manager

James G. Brown, Shift Boss (Key Employee)

Jack R. DeBorde, Slot Director (Key Employee)

Clifton O. McGinnis, Shift Boss (Key Employee)

Peter Stojanovich, Shift Boss (Key Employee)

26. That Hyatt Tahoe, Inc., is granted a nonrestricted gaming license to conduct gaming at the establishment known as Hyatt Lake Tahoe at Incline Village, Incline Village, Nevada.

27. That the following officers, directors and key employees of Hyatt Tahoe, Inc., are licensed in the capacities indicated:

Jeanne Hood, President, Treasurer and Director

Joseph J. Amoroso, Secretary and Director

Jay A. Pritzker, Director

John "Jack" M. Hardy, General Manager

(Key Employee)

Neil Brooks, Controller (Key Employee)

Paul L. Marazzo, Casino Manager (Key Employee)

28. That the applicants shall keep the Corporate Securities Division of the Board fully informed as to the progress of the proposed Agreement and Plan of Merger and shall, by post-effective amendments to their Application for Approval and to Publicly Offer Stock, and for Registration (PTC-110/200/320(a)), do the following:

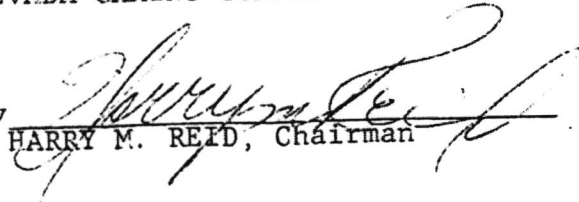
(a) Advise the Commission whether the preconditions described in Paragraphs 2(a) and (b) herein have occurred, and

(b) Advise the Commission of any change in the name of the corporation herein registered as a private holding company and referred to as "HC, Inc.", and provide proof that said corporation has qualified to do business in the State of Nevada, as required by NRS 463.585(1)(a).

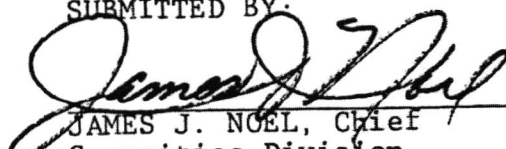
ENTERED at Carson City this 15th day of December, 1978.

NEVADA GAMING COMMISSION

By


HARRY M. REID, Chairman

SUBMITTED BY:


JAMES J. NOEL, Chief
Securities Division