

NR #12

DRAFT # 1

File No. SD-075

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
THE PROMUS COMPANIES INCORPORATED
AND
EMBASSY SUITES, INC.
(Registration)

AMENDMENT NO. 3 TO ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on May 8, 1991, and before the Nevada Gaming Commission on May 30, 1991, at Carson City, 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, are hereby accepted as filed:

a. The application of Harrah's for continuous approval to participate in foreign gaming and for exemption from NGC Regulations 4.700, 4.710 and 4.715; and

b. The application of The Promus Companies Incorporated and Embassy

Suites, Inc. for an amendment to their Orders of Registration; for continuous approval to participate in foreign gaming; and for exemption from NGC Regulations 4.700, 4.710, and 4.715.

2. THAT the Orders of Registration of The Promus Companies Incorporated and Embassy Suites, Inc., entered on January 25, 1990, are hereby amended by adding thereto the following new paragraphs:

"29. THAT The Promus Companies Incorporated, Embassy Suites, Inc. and Harrah's are granted continuous approval to participate in foreign gaming and to continue their gaming operations in the State of Nevada through their affiliated companies, Harrah's Club, Harrah's Laughlin, Inc., and Holiday Casino, Inc."

"30. THAT the approval granted in paragraph 29 above is expressly conditioned as follows:

a. The continuous approval applies only to any jurisdiction in which a Nevada licensee has received final approval pursuant to NGC Regs. 4.700, 4.710 or 4.715 to conduct foreign gaming operations therein, and to gaming operations conducted on cruise ships.

b. The applicants are exempted from the requirements of NGC Regulations 4.700, 4.710 and 4.715 only with respect to the jurisdictions described in paragraph 30(a) above;

c. The continuous approval expires at midnight on the date of the May 1992 Nevada Gaming Commission meeting.

d. With respect to each foreign gaming operation, the applicants must:

(1) Submit personal background and financial information to the Board for the hotel manager, casino manager, controller and casino controller involved in gaming operations. The information provided shall include sufficient identification information, (e.g., passport number, date of birth) to enable the Board to conduct a background and financial investigation.

(2) The following information must be reported to the Board within 30 days after the end of the quarter during which the event occurred:

(a) Any change in ownership or control of any interest in the foreign operation.

(b) All gaming-related complaints, disputes, orders to show cause and disciplinary actions instituted, or presided over, by any state, the U.S., or any other foreign governmental jurisdiction concerning the foreign gaming operation.

(c) All arrests made of employees of the foreign affiliate of the licensee involving gaming cheating or theft in the foreign jurisdiction. This report must include the name, position, charge, arresting agency, and a brief description of the event.

(d) All arrests or convictions of officers, directors, key employees, and equity owners of the licensee's affiliate in the foreign jurisdiction, regarding offenses which would constitute a gross misdemeanor or felony in the State of Nevada. The report must include the name, position, charge, arresting agency, and a brief description of the event.

e. The approval granted relates solely to the approval which was voluntarily sought and received and does not involve any exercise of Nevada

regulatory jurisdiction over the entity pertaining to these operations and activities. No representations shall be made by the applicants directly or indirectly, that the operations are within the regulatory control of the State of Nevada or any agency thereof.

f. The applicants must maintain at an office in Nevada, designated to the Board, detailed records and records of ownership pertaining to the foreign gaming operation. Specifically, copies of the following documents or equivalent documents for the business entity responsible for the gaming operations, must be maintained:

- (1) Copy of the articles of incorporations and any amendments.
- (2) Bylaws and amendments.
- (3) A list of current and former officers and directors and any changes thereto.
- (4) Minutes of all meetings of stockholders and directors.
- (5) A listing of each stockholder's name, address, number of shares held and date shares were acquired.
- (6) A record of all transfers of the stock.
- (7) A record of all amounts paid to the foreign gaming operation related to stock issuances, capital contributions, and loans.

Such records of accounting and ownership must be maintained by the applicants within Nevada for at least five years after they are made and must be made available for inspection to agents of the Board immediately upon request.

g. The applicant shall comply with any additional reporting or other requirements as may be imposed by the Board or which are required by NGC Reg. 4.705.

h. This approval does not apply in jurisdictions where it is not possible to conduct or investigate foreign gaming operations because of:

(i) prohibitions by the President of the United States pursuant to the International Emergency Economic Powers Act, 50 U.S.C. 1702-1706;

(ii) the Foreign Assets Control Regulations, 31 C.F.R. 500.101-565.901; and

(iii) restrictions on travel of holders of United States passports.

3. THAT paragraph 11 of the Orders of Registration of the Promus Companies Incorporated and of Embassy Suites, Inc., entered on January 25, 1990, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"11. THAT except as permitted NRS 463.690 and the regulations promulgated thereunder, or as provided in paragraphs 9, 10, 29, and 30 herein, neither The Promus Companies Incorporated, nor any person controlling, controlled by, or under common control with The Promus Companies Incorporated, shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission."

4. THAT except as expressly modified by this Amendment No. 3 to Orders of Registration, or other Commission action, all other terms and conditions of the Orders of Registration of The Promus Companies Incorporated and Embassy Suites, Inc. entered on January 25, 1990, and of the Amendments Nos. 1 and 2

thereto entered on May 31, 1990, and September 27, 1990, respectively, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Carson City, Nevada, this 30th day of May, 1991.

FOR THE COMMISSION:

Bill Curran, Chairman

Submitted by:

P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By
Deputy Attorney General
Gaming Division

DRAFT # 2

File No. SD-075

BEFORE THE NEVADA GAMING COMMISSION

AND THE STATE GAMING CONTROL BOARD

In the Matter of

THE PROMUS COMPANIES INCORPORATED
AND
EMBASSY SUITES, INC.

(Registration)

AMENDMENT NO. 3 TO ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on November 8, 1990, and before the Nevada Gaming Commission on September 29, 1990, at Carson City, 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, are hereby accepted as filed:

a. The application of Harrah's for expedited final foreign gaming approval to participate in riverboat gaming operations in Joliet, Illinois.

b. The application of The Promus Companies Incorporated and Embassy Suites, Inc. for an amendment to their Orders of Registration and for expedited

final foreign gaming approval to participate in riverboat gaming operations in Joliet, Illinois.

2. THAT the Orders of Registration of The Promus Companies Incorporated and of Embassy Suites, Inc., entered on January 25, 1990, are hereby amended by adding thereto the following new paragraphs:

"29. THAT The Promus Companies Incorporated, Embassy Suites, Inc. and Harrah's are granted preliminary approval to participate in riverboat gaming operations in Joliet, Illinois, while continuing their gaming operations in the State of Nevada through their affiliated companies, Harrah's Club, Harrah's Laughlin, Inc., Holiday Casino, Inc. and Nob Hill Casino, Inc."

"30. THAT the approval granted in paragraph 29 above is specifically conditioned as follows:

a. That The Promus Companies Incorporated, Embassy Suites, Inc. and Harrah's, and their affiliates ("Harrah's"), shall abide by and comply with the provisions of NGC Reg. 4.710(4), (5), and (6).

b. That Harrah's shall file its application for final approval to be involved in foreign gaming operations in Joliet, Illinois, no later than ninety (90) days prior to the expected date of actual commencement of said foreign gaming operations.

c. That the approval granted relates solely to the approval which was voluntarily sought and received and does not involve any exercise of Nevada regulatory jurisdiction over the entity pertaining to these operations and activities. Harrah's shall ensure that no representation shall be made by it, directly or indirectly, that the operations are within the regulatory control of the State of Nevada or any agency thereof.

3. THAT paragraph 11 of the Orders of Registration of the Promus Companies Incorporated and of Embassy Suites, Inc., entered on January 25, 1990, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"11. THAT except as permitted by NRS 463.690 and the regulations promulgated thereunder, or as provided in paragraphs 9, 10, 29 and 30 above, neither The Promus Companies Incorporated, nor any person controlling, controlled by, or under common control with The Promus Companies Incorporated, shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission."

4. THAT except as expressly modified by this Amendment No. 3 to Orders of Registration, or other Commission action, all other terms and conditions of the Orders of Registration of The Promus Companies Incorporated and Embassy Suites, Inc. entered on January 25, 1990, and of the Amendments Nos. 1 and 2

.
.
.
.
.
.
.
.
.
.
.
.

thereto entered on May 31, 1990, and September 27, 1990, respectively, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Carson City, Nevada, this 29th day of November, 1990.

FOR THE COMMISSION:

John F. O'Reilly, Chairman

Submitted by:

P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

BRIAN McKAY
ATTORNEY GENERAL

By Catherine B. Thayer
Deputy Attorney General
Gaming Division