

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board on October 16, 1985, and before the Nevada Gaming Commission on October 24, 1985 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 application of Hilton Hotels Corporation, as amended and supplemented, for approval of a continuous or delayed public offering pursuant to Regulation 16.115, is hereby accepted as filed.

2. THAT Hilton Hotels Corporaton is hereby granted approval to make public offerings for a period of one year, subject to the following conditions:

(a) That at all times during the year, Hilton Hotels Corporaton shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934;

(b) That Hilton Hotels Corporaton shall notify the State Gaming Control Board, Investigation Division, Corporate Securities, prior to the sale of any securities for which Commission approval would otherwise be required; and

(c) That the approval herein granted may be rescinded without notice upon the issuance of an interlocutory stop order by the Chairman of the State Gaming Control Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

3. THE COMMISSION hereby delegates to the Chairman of the State Gaming Control Board the authority to issue interlocutory stop orders for good cause; which shall remain in effect until lifted by the Commission as provided in 2(c) above.

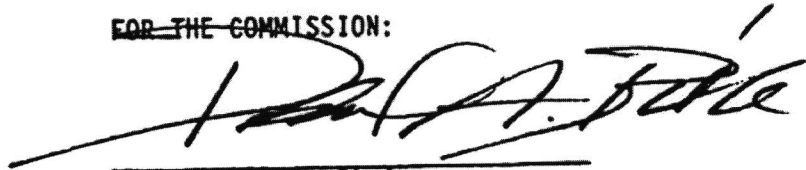
4. THAT Hilton Hotels Corporaton shall maintain a \$5,000 revolving fund with the Board for the purpose of funding investigative reviews, conducted in the

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sole discretion of the Board, for compliance with this Order, and monitoring the progress of these public offerings.

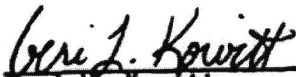
ENTERED at Carson City, Nevada this 24th day of October 1985.

~~FOR THE COMMISSION:~~



Paul A. Bible, Chairman

Submitted by:




Geri L. Kowitt
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By



James C. Giudici
Deputy Attorney General
Gaming Division