

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board on January 8, 1987, and before the Nevada Gaming Commission on January 22, 1987 at Las Vegas, 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 Corporation 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 Corporation shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934;

(b) That Hilton Hotels Corporation 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(c) That the approval herein granted may be rescinded without notice upon the issuance of an interlocutory stop order by the Chairman of the State Gaming Control Board.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 said interlocutory stop order for good cause; which shall remain in effect until lifted by the Commission as provided in 2(c) above.

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

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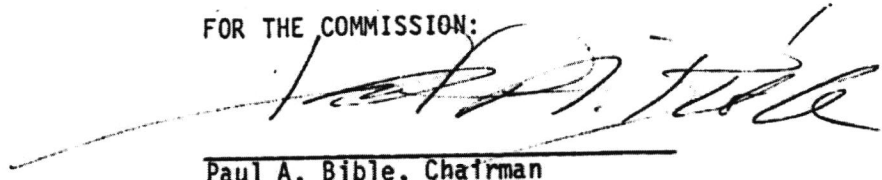
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conducted in the sole discretion of the Board, for compliance with this Order,
and monitoring the progress of these public offerings.

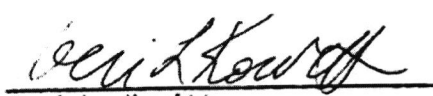
ENTERED at Las Vegas, Nevada this 22nd day of January, 1987.

FOR THE COMMISSION:



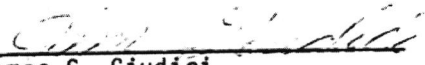
Paul A. Bible, Chairman

Submitted by:


Geri L. Kowitt
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