

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Registration)

AMENDMENT NO. 1 TO SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on June 6, 1990, and before the Nevada Gaming Commission on June 21, 1990, 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 following applications, as amended and supplemented, are hereby accepted as filed:
 - a. The application of Flamingo Hilton-Laughlin, Inc., dba Flamingo Hilton-Laughlin, for a nonrestricted gaming license, including a race book and sports pool, and for a manufacturer and distributor license.
 - b. The application of Flamingo Hilton Corporation for registration as an intermediary company and for a finding of suitability as the sole shareholder of Flamingo Hilton-Laughlin, Inc.

c. The application of Hilton Hotels Corporation for an amendment to its Second Revised Order of Registration.

2. THAT paragraph 6 of the Second Revised Order of Registration of Hilton Hotels Corporation entered on June 22, 1989, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"6. THAT Flamingo Hilton Corporation is registered as an intermediary company and found suitable as the sole shareholder of Flamingo Hilton-Laughlin, Inc., is licensed as a manufacturer and distributor; and that Flamingo Hilton Corporation, dba Flamingo Hilton Las Vegas, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 3555 Las Vegas Boulevard South, Las Vegas."

3. THAT the Second Revised Order of Registration of Hilton Hotels Corporation entered on June 22, 1989, is hereby amended by adding thereto a new paragraph setting forth the following:

"18. THAT Flamingo Hilton-Laughlin, Inc., dba Flamingo Hilton-Laughlin, is licensed as a manufacturer and distributor, and to conduct nonrestricted gaming operations, including a race book and sports pool, at 1900 Casino Drive, Laughlin."

4. THAT except as expressly modified by this Amendment No. 1 to Second Revised Order of Registration, or other Commission action, all other terms and conditions of the Second Revised Order of Registration of Hilton Hotels

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. . . .
. . . .

Corporation entered on June 22, 1989, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Las Vegas, Nevada, this 21st day of June, 1990.

FOR THE COMMISSION:

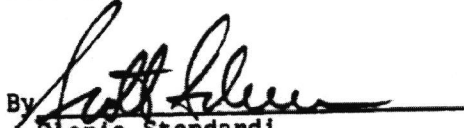

John V. O'Reilly, Chairman

Submitted by:


P. Gregory Giordano
Chief, Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By 
Gloria Stendardi
Deputy Attorney General
Gaming Division