

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 August 8, 1990, and before the Nevada Gaming Commission on August 30, 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 application of Hilton Hotels Corporation, as amended and supplemented, for approval of a continuous or delayed public offering pursuant to NGC Reg. 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 upon filing documents with the United States Securities and Exchange Commission regarding the sale of any securities for which approval

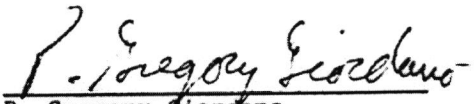
which shall remain in effect until lifted by the Commission as provided in 2(c) above.

ENTERED at Las Vegas, Nevada, this 30th day of August, 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 
Neil Friedman
Deputy Attorney General
Gaming Division