

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
HILTON HOTELS CORPORATION  
(Registration)

AMENDMENT NO. 4 TO ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on February 13, 1985, and before the Nevada Gaming Commission on February 21, 1985 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 of Hilton Hotels Corporation, as amended and supplemented, are hereby accepted as filed:

(a) For a corporate reorganization and Hilton Hotels Corporation for suitability as sole stockholder of Hilton Gaming Corporation;

(b) Hilton Gaming Corporation for registration as an intermediary holding company and suitability as sole stockholder of Hilton Nevada Corporation;

(c) Hilton Nevada Corporation for registration as an intermediary holding company and suitability to acquire 100% of the stock of Hilton Casinos, Inc. from Hilton Hotels Corporation; and

(d) Hilton Casinos, Inc. to change its name to Hilton Nevada Casinos, Inc.

2. THAT paragraphs 4 and 5 of Amendment No. 2 to Order of Registration are hereby rescinded and the following paragraphs are substituted in lieu thereof.

3. THAT Hilton Hotels Corporation's proposed corporate reorganization is hereby approved.

4. THAT Hilton Hotels Corporation is registered as a publicly traded corporation and is found suitable as sole stockholder of Hilton Gaming Corporation.

5. THAT Hilton Gaming Corporation is registered as an intermediary holding company and is found suitable as sole stockholder of Hilton Nevada Corporation.

6. THAT Hilton Nevada Corporation is registered as an intermediary holding company, and is approved to acquire from Hilton Hotels Corporation all the stock of Hilton Casinos, Inc.

7. THAT Hilton Casinos, Inc. is approved to change its name to Hilton Nevada Casinos, Inc. and is licensed to conduct non-restricted gaming at the Las Vegas Hilton, Flamingo Hilton and Reno Hilton, subject to the following:

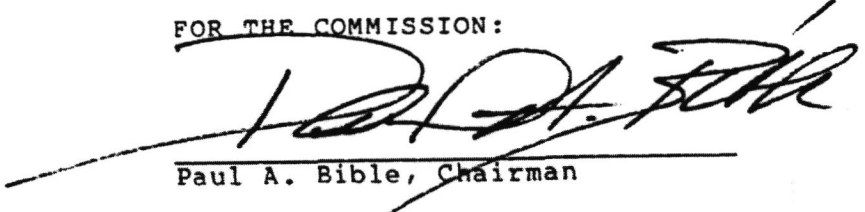
That the license issued to Hilton Nevada Casinos, Inc., to conduct gaming at the Reno Hilton is expressly conditioned upon the existence and maintenance of a pedestrian walkway linking the Reno Hilton at 241 North Virginia Street and 255 North Sierra Street and, further, that said pedestrian walkway be open and accessible to the public during all times that gaming is conducted

upon the premises of the Reno Hilton at the aforementioned addresses.

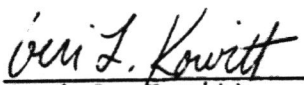
8. THAT except as expressly modified by this Amendment to Order of Registration, or other Commission action, all other terms and conditions of Amendments No. 2 and No. 3 to Hilton Hotels Corporation's Order of Registration are reaffirmed and made a part of this Amendment to Order of Registration.

ENTERED at Las Vegas, Nevada this 21st day of February, 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