

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HILTON HOTELS CORPORATION
(Registration)

AMENDMENT NO. 5 TO ORDER OF REGISTRATION

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, seeking approval to participate in foreign gaming in Queensland, Australia is accepted as filed.

2. THAT Hilton Hotels Corporation is granted approval to continue its gaming operations in the State of Nevada through its affiliated companies, Hilton Nevada Casinos, Inc., Hilton Gaming Corporation & Hilton Nevada Corporation, subject to the provisions of paragraph no. 3 below, while participating in gaming activities at the Gold Coast Conrad Hilton Hotel and Jupiters Casino in Queensland, Australia.

3. THAT Hilton Hotels Corporation shall create and maintain a Compliance Committee whose composition is satisfactory to the Board. Said Compliance Committee shall establish an internal reporting system, and shall have other duties as more fully described in Exhibit A, which is attached to this Order and incorporated by reference herein. Hilton Hotels Corporation shall hereafter make such amendments to the Compliance Committee and Internal Reporting System specifications and duties as may be required by the Board, and may not make any other amendments without prior approval of the Board.

4. THE COMMISSION hereby delegates to the Chairman of the State Gaming Control Board the authority to require and administratively approve amendments to both the Compliance Committee and Internal Reporting System.

5. THAT Hilton Hotels Corporation shall continue to maintain a \$25,000 revolving fund for the purpose of funding investigative reviews conducted in the sole discretion of the Board to confirm compliance with this Order, and to monitor the Company's gaming activities in Queensland, Australia.

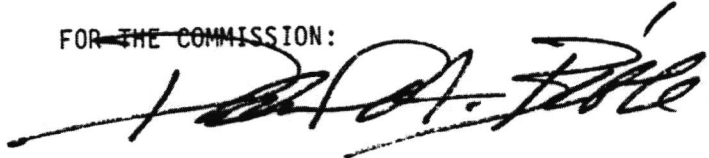
6. THAT except as modified by this Amendment No. 5 to Order of Registration, or other Commission action, all other terms and conditions of

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Amendment nos. 2, 3 and 4 to Hilton Hotels Corporation's Order of Registration are reaffirmed and made a part of this Amendment to Order of Registration.

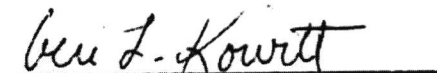
ENTERED at Carson City, Nevada this 24th day of October, 1985.

FOR THE COMMISSION:



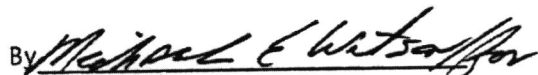
Paul A. Bible, Chairman

Submitted by:


Geri L. Kowitt
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By 
David Johnson
Chief Deputy Attorney General
Gaming Division