

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [FEE REQUIRED]
For the fiscal year ended December 31, 1993

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]
For the transition period from _____ to _____

Commission File No. 1-10410

- A. Full title of the plan and address of the plan, if
different from that of the issuer named below:

The Promus Companies Incorporated
Savings and Retirement Plan

- B. Name of issuer of the securities held pursuant to the
plan and the address of its principal executive office:

The Promus Companies Incorporated
1023 Cherry Road
Memphis, Tennessee 38117

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Trustees of The Promus Companies Incorporated
Savings and Retirement Plan:

We have audited the accompanying statements of net assets
available for plan benefits of THE PROMUS COMPANIES INCORPORATED
SAVINGS AND RETIREMENT PLAN as of December 31, 1993 and 1992, and
the related statements of changes in net assets available for
plan benefits for each of the three years in the period ended
December 31, 1993. These financial statements and the schedules
referred to below are the responsibility of the Plan
Administrator. Our responsibility is to express an opinion on
these financial statements based on our audits.

We conducted our audits in accordance with generally accepted
auditing standards. Those standards require that we plan and
perform the audit to obtain reasonable assurance about whether
the financial statements are free of material misstatement. An
audit includes examining, on a test basis, evidence supporting
the amounts and disclosures in the financial statements. An
audit also includes assessing the accounting principles used and
significant estimates made by management, as well as evaluating
the overall financial statement presentation. We believe that
our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above
present fairly, in all material respects, the net assets of The
Promus Companies Incorporated Savings and Retirement Plan as of
December 31, 1993 and 1992, and the changes in its net assets
available for plan benefits for each of the three years in the
period ended December 31, 1993, in conformity with generally
accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the
basic financial statements taken as a whole. The supplemental
schedules of investments as of December 31, 1993 (Exhibit I) and
of reportable transactions for the year ended December 31, 1993
(Exhibit II) are presented for the purpose of additional analysis
and are not a required part of the basic financial statements but
are supplementary information required by the Department of
Labor's Rules and Regulations for Reporting and Disclosure under
the Employee Retirement Income Security Act of 1974. Such
schedules have been subjected to the auditing procedures applied
in the audit of the basic financial statements and, in our
opinion, are fairly stated in all material respects in relation
to the basic financial statements taken as a whole.

ARTHUR ANDERSEN & CO.

Memphis, Tennessee,
April 25, 1994.

THE PROMUS COMPANIES INCORPORATED
SAVINGS AND RETIREMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 1993

	Income Investment Fund	Diversified Investment Fund	Promus Stock Fund	Treasury Fund	Loan Fund	ESOP Fund	Executive Life Fund (Note 4)	Total
ASSETS								
Investments, at fair value (Notes 1 and 2)								
Guaranteed investment contracts	\$24,591,922	\$ -	\$ -	\$ -	\$ -	\$ -	\$11,014,122	\$ 35,606,044
Bonds	37,642,524	-	-	-	-	-	-	37,642,524
Mutual funds	-	28,323,337	-	-	-	-	-	28,323,337
Promus common stock	-	-	255,810,210	-	-	22,310,033	-	278,120,243
Short-term securities	-	-	-	8,546,564	-	-	-	8,546,564
Temporary investments	335,282	169,352	1,166,643	39,344	-	-	-	1,710,621
Receivables								
Due from participants (Note 1)	-	-	-	-	20,184,547	-	-	20,184,547
Due from Promus	52,049	26,290	181,109	6,108	-	-	140,529	406,085
Due (to) from other funds	(2,284,011)	(1,097,124)	3,901,984	(551,351)	-	40,859	(10,357)	-
Contributions	-	-	-	-	-	730,722	-	730,722
Other	3,432	1,733	11,941	403	-	-	-	17,509
Accrued interest and dividends	105,635	-	-	-	-	-	-	105,635
Cash	100,743	3,678	27,132	854	-	69,147	-	201,554
Total assets	60,547,576	27,427,266	261,099,019	8,041,922	20,184,547	23,150,761	11,144,294	411,595,385
LIABILITIES								
Advances from Promus	-	-	-	-	-	-	(2,700,400)	(2,700,400)
Bank overdrafts	(152,630)	(77,094)	(531,090)	(17,911)	-	-	-	(778,725)
Accrued expenses	(21,805)	(11,014)	(75,875)	(2,559)	-	-	-	(111,253)
Accounts payable	(14,558)	(7,352)	(50,650)	(1,707)	-	-	-	(74,267)
Total liabilities	(188,993)	(95,460)	(657,615)	(22,177)	-	-	(2,700,400)	(3,664,645)
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$60,358,583	\$27,331,806	\$260,441,404	\$8,019,745	\$20,184,547	\$23,150,761	\$ 8,443,894	\$407,930,740

The accompanying Notes to Financial Statements are an integral part of this statement.

THE PROMUS COMPANIES INCORPORATED
SAVINGS AND RETIREMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 1992

	Income Investment Fund	Diversified Investment Fund	Promus Stock Fund	Treasury Fund	Loan Fund	ESOP Fund	Executive Life Fund (Note 4)	Total
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ASSETS								
Investments, at fair value								
(Notes 1 and 2)								
Guaranteed investment contracts	\$43,179,429	\$ -	\$ -	\$ -	\$ -	\$ -	\$12,878,272	\$ 56,057,701
Bonds	40,630,755	-	-	-	-	-	-	40,630,755
Mutual funds	-	24,665,849	-	-	-	-	-	24,665,849
Promus common stock	-	-	79,211,275	-	-	8,979,795	-	88,191,070
Short-term securities	-	-	-	9,101,771	-	-	-	9,101,771
Temporary investments	2,204,276	390,629	754,005	99,928	-	-	-	3,448,838
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Receivables								
Due from participants	-	-	-	-	15,915,623	-	-	15,915,623
(Note 1)	-	-	-	-	-	-	-	-
Due from Promus	193,824	65,169	138,170	16,614	-	-	-	413,777
Due (to) from other funds	208,157	(38,010)	244,576	(458,178)	-	26,080	17,375	-
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Accrued interest and dividends	119,074	-	-	-	-	-	-	119,074
Cash	224,168	3,660	1,023,517	937	-	1,453	-	1,253,735
Prepaid	6,796	2,586	4,992	662	-	-	-	15,036
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Total assets	86,766,479	25,089,883	81,376,535	8,761,734	15,915,623	9,007,328	12,895,647	239,813,229
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LIABILITIES								
Advances from Promus	-	-	-	-	-	-	(2,391,900)	(2,391,900)
Bank overdrafts	(672,063)	(255,741)	(493,639)	(65,421)	-	-	-	(1,486,864)
Accounts payable	(73,785)	(28,077)	(54,196)	(7,183)	-	-	-	(163,241)
Accrued expenses	(60,750)	(23,117)	(44,621)	(5,914)	-	-	-	(134,402)
Unposted contributions	(54,000)	(20,549)	(39,664)	(5,256)	-	-	-	(119,469)
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Total liabilities	(860,598)	(327,484)	(632,120)	(83,774)	-	-	(2,391,900)	(4,295,876)
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NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$85,905,881	\$24,762,399	\$80,744,415	\$8,677,960	\$15,915,623	\$9,007,328	\$10,503,747	\$235,517,353
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The accompanying Notes to Financial Statements are an integral part of this statement.

THE PROMUS COMPANIES INCORPORATED
SAVINGS AND RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 1993

	Income Investment Fund	Diversified Investment Fund	Promus Stock Fund	Treasury Fund	Loan Fund	ESOP Fund	Executive Life Fund (Note 4)	Total
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NET INVESTMENT INCOME								
Interest	\$ 5,417,520	\$ 11,007	\$ 57,729	\$ 2,834	\$ 1,426,920	\$ -	\$ -	\$ 6,916,010
Dividends	-	1,316,933	-	252,130	-	-	-	1,569,063
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	5,417,520	1,327,940	57,729	254,964	1,426,920	-	-	8,485,073
REALIZED GAIN ON INVESTMENTS								
Aggregate proceeds	13,463,687	7,069,666	766,992	-	-	1,358,871	-	22,659,216
Aggregate cost (at average cost)	13,412,626	5,676,111	237,349	-	-	430,639	-	19,756,725
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Net realized gain	51,061	1,393,555	529,643	-	-	928,232	-	2,902,491
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UNREALIZED APPRECIATION (DEPRECIATION) OF INVESTMENTS	(372,908)	1,162,165	141,189,725	-	-	12,983,985	-	154,962,967
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CONTRIBUTIONS								
Participants	5,018,471	2,218,795	10,272,010	550,236	-	-	-	18,059,512
Promus	3,648,463	1,498,809	6,771,138	376,139	-	1,496,842	-	13,791,391
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	8,666,934	3,717,604	17,043,148	926,375	-	1,496,842	-	31,850,903
OTHER								
Distributions to participants and beneficiaries	(9,271,491)	(1,429,370)	(12,017,273)	(447,890)	-	(1,250,746)	(641,197)	(25,057,967)
Transfers between funds	(29,676,055)	(3,497,702)	33,131,262	(1,365,973)	2,842,004	(14,880)	(1,418,656)	-
Administrative expenses	(362,359)	(104,785)	(237,245)	(25,691)	-	-	-	(730,080)
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NET INCREASE (DECREASE) IN PLAN EQUITY	(25,547,298)	2,569,407	179,696,989	(658,215)	4,268,924	14,143,433	(2,059,853)	172,413,387
PLAN EQUITY, beginning of period	85,905,881	24,762,399	80,744,415	8,677,960	15,915,623	9,007,328	10,503,747	235,517,353
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PLAN EQUITY, end of period	\$ 60,358,583	\$27,331,806	\$260,441,404	\$ 8,019,745	\$20,184,547	\$23,150,761	\$ 8,443,894	\$407,930,740
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The accompanying Notes to Financial Statements are an integral part of this statement.

THE PROMUS COMPANIES INCORPORATED
SAVINGS AND RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 1992

	Income Investment Fund	Diversified Investment Fund	Promus Stock Fund	Treasury Fund	Loan Fund	ESOP Fund	Executive Life Fund (Note 4)	Total
NET INVESTMENT INCOME								
Interest	\$ 6,753,939	\$ 33,880	\$ 62,606	\$ 4,570	\$ 1,281,871	\$ -	\$ -	\$ 8,136,866
Dividends	-	1,057,141	-	191,286	-	-	-	1,248,427
	6,753,939	1,091,021	62,606	195,856	1,281,871	-	-	9,385,293
REALIZED GAIN (LOSS) ON INVESTMENTS								
Aggregate proceeds	7,900,016	3,800,686	4,637,439	-	-	1,002,695	-	17,340,836
Aggregate cost (at average cost)	7,966,622	3,230,229	3,391,241	-	-	1,386,096	-	15,974,188
Net realized gain (loss)	(66,606)	570,457	1,246,198	-	-	(383,401)	-	1,366,648
UNREALIZED APPRECIATION (DEPRECIATION) OF INVESTMENTS	(62,769)	170,422	45,653,992	-	-	5,875,133	-	51,636,778
CONTRIBUTIONS								
Participants	7,624,265	3,050,390	4,398,142	467,414	-	-	-	15,540,211
Promus	5,539,659	1,855,348	3,029,986	318,768	-	351,784	-	11,095,545
	13,163,924	4,905,738	7,428,128	786,182	-	351,784	-	26,635,756
OTHER								
Distributions to participants and beneficiaries	(13,376,264)	(2,755,982)	(5,939,585)	(633,300)	-	(695,190)	(1,260,347)	(24,660,668)
Transfers between funds	(9,127,815)	(670,269)	790,005	8,353,150	569,582	(4,646)	89,993	-
Administrative expenses	(635,920)	(158,902)	(189,435)	(23,928)	-	-	-	(1,008,185)
NET INCREASE (DECREASE) IN PLAN EQUITY	(3,351,511)	3,152,485	49,051,909	8,677,960	1,851,453	5,143,680	(1,170,354)	63,355,622
PLAN EQUITY, beginning of period	89,257,392	21,609,914	31,692,506	-	14,064,170	3,863,648	11,674,101	172,161,731
PLAN EQUITY, end of period	\$85,905,881	\$24,762,399	\$80,744,415	\$8,677,960	\$15,915,623	\$9,007,328	\$10,503,747	\$235,517,353

The accompanying Notes to Financial Statements are an integral part of this statement.

THE PROMUS COMPANIES INCORPORATED
SAVINGS AND RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 1991

	Income Investment Fund	Diversified Investment Fund	Promus Stock Fund	Loan Fund	ESOP Fund	Executive Life Fund (Note 4)	Total
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NET INVESTMENT INCOME							
Interest	\$ 7,066,376	\$ -	\$ -	\$ 1,176,455	\$ -	\$ -	\$ 8,242,831
Dividends	-	1,278,745	-	-	-	-	1,278,745
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	7,066,376	1,278,745	-	1,176,455	-	-	9,521,576
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REALIZED GAIN (LOSS) ON INVESTMENTS							
Aggregate proceeds	-	48,774	4,059,476	-	403,392	-	4,511,642
Aggregate cost (at average cost)	-	42,273	5,668,124	-	703,951	-	6,414,348
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Net realized gain (loss)	-	6,501	(1,608,648)	-	(300,559)	-	(1,902,706)
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UNREALIZED APPRECIATION OF INVESTMENTS	-	3,653,661	12,556,652	-	1,552,887	-	17,763,200
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CONTRIBUTIONS							
Participants	8,626,597	1,708,468	3,438,886	-	-	-	13,773,951
Promus	6,409,894	1,288,631	2,580,696	-	504,557	-	10,783,778
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	15,036,491	2,997,099	6,019,582	-	504,557	-	24,557,729
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OTHER							
Distributions to participants and beneficiaries	(14,035,845)	(1,594,613)	(3,430,859)	-	(532,509)	(1,196,628)	(20,790,454)
Transfers between funds	(10,797,049)	2,663,807	(4,373,403)	(364,365)	281	12,870,729	-
Administrative expenses	(715,355)	(108,984)	(206,742)	-	-	-	(1,031,081)
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NET INCREASE (DECREASE) IN PLAN EQUITY	(3,445,382)	8,896,216	8,956,582	812,090	1,224,657	11,674,101	28,118,264
PLAN EQUITY, beginning of period	92,702,774	12,713,698	22,735,924	13,252,080	2,638,991	-	144,043,467
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PLAN EQUITY, end of period	\$ 89,257,392	\$21,609,914	\$31,692,506	\$14,064,170	\$3,863,648	\$11,674,101	\$172,161,731
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The accompanying Notes to Financial Statements are an integral part of this statement.

THE PROMUS COMPANIES INCORPORATED
SAVINGS AND RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1993

NOTE 1 - SUMMARY DESCRIPTION OF THE PLAN

The following description of The Promus Companies Incorporated Savings and Retirement Plan ("the Plan") is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

The Plan

The Plan was established by The Promus Companies Incorporated effective February 6, 1990, to include eligible employees of The Promus Companies Incorporated and its affiliates ("Promus") for the primary purpose of allowing these employees to accumulate capital for their retirement. Participants can contribute either pre-tax payroll dollars (i.e., temporary deferral of federal and/or state income taxes) or after-tax dollars to the Plan, as provided for under Sections 401(k) and 401(m) of the Internal Revenue Code. Promus matches the first six percent of eligible participant contributions to the Plan, defined as basic contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Investment Funds

By election of a participant, his or her account balances (contributions, Promus matching funds and accumulated earnings) can be invested in one or in a combination of two, three or four separate funds of the Plan in 10 percent units as follows:

- I. Income Investment Fund - invested in "guaranteed investment contracts" issued by major insurance companies and other financial institutions and Marinvest Intermediate Bond Fund. This fund was formerly named Guaranteed Investment Fund;
- II. Diversified Stock Investment Fund - invested mainly in stocks through mutual funds which provide a return based on the performance of the stocks included within the mutual funds, including dividends thereon;
- III. Promus Stock Fund - invested in Promus common stock which provides a return based on the change in market value of Promus' common stock, including any dividends declared thereon; or
- IV. Treasury Fund - invested in a money market fund that invests solely in United States Treasury Department backed short-term securities issued by the United States Government. This fund was instituted by an amendment to the Plan and became available April 1, 1992.

NOTE 1 - SUMMARY DESCRIPTION OF THE PLAN (Continued)

The Plan also includes three other special purpose funds, as follows:

- V. Loan Fund - created to separately track loans to participants as provided for under the Plan. See Loans in the Summary Description of the Plan for further details.

- VI. ESOP Fund - created to account for special contributions by Promus of its common stock or cash equivalents to eligible employees. The ESOP Fund was established within the Plan to serve as a means to monitor the accounts and records of the participants. Participants are not allowed to make contributions to their ESOP account and distributions can be made after a participant stops working for Promus.

- VII. Executive Life Fund - established during 1991 to segregate the assets and participants' equity accounts related to the investment in Executive Life Insurance Company's guaranteed investment contract. See Note 4 - Executive Life Investment for further details.

On February 18, 1994, the Trustees of the Plan elected to add two additional investment funds. An aggressive equity fund and a bond fund will serve as additional investment options for Plan participants.

Plan Administration

The general administration of the Plan is the responsibility of the Trustees of the Plan, who are appointed by the Promus Board of Directors, and who act as the Plan Administrator. The Trustees perform the duties and exercise the authority set forth in the Plan and Trustee Agreements. The Trustees have delegated certain of their authority to individuals for purposes of day-to-day administration.

Employee Eligibility, Vesting and Termination

Employees of Promus become eligible to join the Plan on the first entry date (January 1 or July 1) following completion of 12 months during which the employee is credited with at least 1,000 hours of service. Participants vest in Promus matching contributions over seven calendar years of credited service as follows:

Years of Credited Service	Vested Percentage
-----	-----
One	10
Two	20
Three	30
Four	40
Five	60
Six	80
Seven	100

NOTE 1 - SUMMARY DESCRIPTION OF THE PLAN (Continued)

An employee's active participation in the Plan ceases upon separation of service at which time his or her vested account balance can then be withdrawn or remain in the Plan according to the Plan Document.

Plan Expenses

As sponsor of the Plan, Promus, through its wholly-owned subsidiary Embassy Suites, Inc. ("Embassy"), initially pays many of the costs associated with the operation of the Plan. These costs include salaries for employees who perform administrative services for the Plan, rent, various service charges and other direct costs of operation. The Plan reimbursed Embassy for these costs in the amounts of approximately \$0.7 million, \$1.0 million and \$1.0 million for 1993, 1992 and 1991, respectively. Such costs are reflected as administrative expenses in the accompanying statements of changes in net assets available for plan benefits.

Participants' Contributions and Withdrawals

During 1993, participants could elect to make basic contributions ranging from two to six percent of their eligible earnings, as defined. If a non-highly compensated participant is making basic pre-tax contributions of six percent of his earnings to the Plan, the participant could elect to make supplemental contributions of up to an additional 10% of which 8% can be pre-tax dollars. Highly compensated employees could contribute an additional 10% of after-tax dollars. Promus will match the first six percent of all participants' contributions.

Participants' contributions, vested matching Promus contributions and related income may be withdrawn by giving 30 days written notice subject to Plan and Internal Revenue Service rules. In-service withdrawals of pre-tax contributions are subject to hardship rules if the withdrawal occurs before age 59 1/2. Withdrawal of basic after-tax and matching contributions will not prohibit participants from making further contributions; however, if these contributions or any other funds are withdrawn, Promus will not match subsequent contributions for six months. Supplemental after-tax contributions and any earnings thereon may be withdrawn without this penalty. If a participant ceases to make contributions to the Plan, the participant's equity may remain constant, except for allocation of earnings and losses on the Plan's investments.

In January 1994, the Plan made payments of approximately \$5.5 million to both active and terminated participants for withdrawals, a portion of which had been requested prior to December 31, 1993.

NOTE 1 - SUMMARY DESCRIPTION OF THE PLAN (Continued)

Allocation of Forfeitures and Net Plan Income

As required by the Plan, forfeited amounts attributed to non-vested Promus matching contributions of terminated employees will not be reallocated to remaining participants for a period of five years. Employees who return to service within that period will be credited, subject to further vesting, at the date of rehire with the unallocated equity amount. The total amount of potential forfeitures of terminated non-vested participants at December 31, 1993 was \$3.8 million. Forfeitures are allocated to active participants based upon their total basic contributions for the year. The Plan Administrator reallocated approximately \$0.7 million, \$0.6 million and \$0.7 million of forfeited funds during 1993, 1992 and 1991, respectively.

Net Plan income (i.e. unrealized appreciation/depreciation of investments, dividend and interest income, and realized gains or losses on the sale of investments) is allocated monthly to active participants based upon the individual's prior month-end equity balance. For purposes of calculating the realized gains or losses on investments, the Plan uses a cumulative average cost per share.

Loans

Loans may be made to participants upon written application to the Plan Administrator. All loans, other than those used to acquire or construct the principal residence of the participant, shall be repaid within five years. The minimum amount that may be borrowed is \$500. The balance of loans outstanding under the Plan to a participant may not exceed \$50,000 (which maximum is subject to reduction if another loan is outstanding) or one-half of the vested balance of the participant's account, whichever is less. Loans bear interest at a rate set by the Plan Administrator. This rate was changed on September 1, 1992 from 9.5% to 7.5%. The interest rate was 9.5% for 1991. Principal and interest paid by a participant are credited to the participant's account.

Reclassifications

Certain amounts for prior years have been reclassified to conform with the presentation for 1993.

NOTE 2 - VALUATION OF INVESTMENTS

Guaranteed investment contracts are stated at contract values. Investments in securities and mutual funds are stated at market values on December 31, 1993.

Due to the volatility of the stock market, the per share value of Promus common stock has decreased from \$45.75 at December 31, 1993, to \$34.125 at April 25, 1994. This decrease in per share market value would result in a \$190,809,255 and \$16,641,090 balance in Promus common stock for the Promus Stock Fund and the ESOP Fund, respectively, if such funds were valued at April 25, 1994.

NOTE 3 - EXCESS CONTRIBUTIONS

Plan participants received a refund of a portion of their contributions and attributable earnings totaling approximately \$68,000, \$134,000 and \$805,000 in 1993, 1992 and 1991, respectively. These refunds were paid in accordance with Internal Revenue Code Section 401(m) which requires that certain nondiscriminatory tests related to the overall composition of participants' contributions be met and Section 415 which requires annual contributions not to exceed 25% of the participant's compensation, as defined.

NOTE 4 - EXECUTIVE LIFE INVESTMENT

On May 1, 1991, the Plan was amended to provide that approximately \$12.9 million attributable to a guaranteed investment contract issued by Executive Life Insurance Company ("Executive Life") and held in the Plan's Income Investment Fund would be frozen until such time as the contract is finally paid out. The \$12.9 million represented the book value of this contract as of March 31, 1991. The action was taken by Promus due to the conservatorship imposed on Executive Life by the State of California Insurance Commissioner. Promus has agreed to pay to the Plan any deficiency between the \$12.9 million and any amounts finally paid under the contract. Promus has also agreed to make interest free loans to the Plan, which are to be repaid out of any amounts received under the contract, so that persons who leave or who have already left Promus' employment may withdraw the vested portion of the Executive Life guaranteed investment contract, as well as other vested funds. Amounts loaned to the Plan are reflected in the accompanying statements of net assets available for plan benefits as Advances from Promus.

On September 3, 1993, the California Department of Insurance closed on a rehabilitation transaction with Aurora National Life Insurance Company ("Aurora"), whereby substantially all Executive Life assets and restructured liabilities were transferred to Aurora. Additionally, on September 3, 1993, Aurora made a payment of \$1,864,150 to the Plan which reduced the principal of the Executive Life contract. Of this payment, \$414,829 was paid to Promus to reduce the Advances from Promus balance. The remaining amount was used to unfreeze part of the Executive Life Fund for each participant on a pro-rata basis. On February 4, 1994, the Plan elected to participate in the rehabilitation plan offered by Aurora. This option provides for recovery of at least 77.7% of the March 31, 1991 book value. As before, Promus will pay the Plan for any deficiency between the book value and amounts ultimately received. The restructured contract matures on September 3, 1998 and is presently earning interest at approximately 5 percent.

NOTE 5 - PLAN QUALIFICATION

The Plan is intended to satisfy the tax qualification requirements under Section 401(a) of the Internal Revenue Code; therefore, the trust funds of the Plan are intended to be exempt from federal income taxes under Section 501(a). A favorable determination letter regarding the Plan's status, dated November 19, 1992, has been received from the Internal Revenue Service.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, Promus has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

EXHIBIT I

THE PROMUS COMPANIES INCORPORATED
SAVINGS AND RETIREMENT PLAN
SCHEDULE OF INVESTMENTS
AS OF DECEMBER 31, 1993

	Cost	Fair Value
	-----	-----
GUARANTEED INVESTMENT CONTRACTS		
Confederation Life Insurance Company	\$ 5,997,123	\$ 5,997,123
Continental Assurance Company	3,366,104	3,366,104
Executive Life Insurance Company (Note)	11,014,122	11,014,122
Hartford Life Insurance Company	2,679,324	2,679,324
Life Insurance Company of Georgia	2,266,647	2,266,647
Pan American Life Insurance Company	4,297,160	4,297,160
Provident National Assurance Company	2,605,991	2,605,991
Principal Mutual Life Insurance Company	3,361,673	3,361,673
The Prudential	17,900	17,900
	-----	-----
	35,606,044	35,606,044
	-----	-----
BONDS		
Marinvest Intermediate Bond Fund	37,925,019	37,642,524
	-----	-----
MUTUAL FUNDS		
State Street Bank Flagship Fund	10,500,346	13,535,268
CGM Mutual Fund	12,685,641	14,788,069
	-----	-----
	23,185,987	28,323,337
	-----	-----
PROMUS COMMON STOCK		
Stock Fund	70,301,072	255,810,210
ESOP Fund	7,331,803	22,310,033
	-----	-----
	77,632,875	278,120,243
	-----	-----
SHORT-TERM SECURITIES		
Dreyfus Treasury Fund	8,546,564	8,546,564
	-----	-----
TEMPORARY INVESTMENTS		
Fidelity Money Market Trust	1,710,621	1,710,621
	-----	-----
Total investments	\$184,607,110	\$389,949,333
	=====	=====

Note - See Note 4 in the accompanying Notes to Financial Statements regarding the valuation of Executive Life Insurance Company guaranteed investment contract.

EXHIBIT II

THE PROMUS COMPANIES INCORPORATED
SAVINGS AND RETIREMENT PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 1993

Description	Purchase Price	Selling Price	Cost of Assets Sold	Current Value of Assets on Transaction Date	Gain (Loss)
-----	-----	-----	-----	-----	-----
Fidelity Money Market Trust -					
Purchases	\$80,587,180	\$ -	\$ -	\$ -	\$ -
Sales	-	82,325,397	82,325,397	82,325,397	-
Marinvest Intermediate Bond Fund -					
Purchases	10,797,302	-	-	-	-
Sales	-	13,463,687	13,412,626	13,463,687	51,061
Promus Common Stock -					
Purchases	36,423,189	-	-	-	-
Sales	-	2,125,863	667,988	2,125,863	1,457,875

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE PROMUS COMPANIES INCORPORATED
SAVINGS AND RETIREMENT PLAN

June 2, 1994

Michael N. Regan
Authorized Trustee of the Plan and
Vice President and Controller of
The Promus Companies Incorporated

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation of our report dated April 25, 1994, included in this Form 11-K for the year ended December 31, 1993 into Promus' previously filed Registration Statement File No. 33-32865.

ARTHUR ANDERSEN & CO.

Memphis, Tennessee,
June 2, 1994.