

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

(Mark One)

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD
ENDED SEPTEMBER 30, 1994

OR

() TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD
FROM TO .

Commission File No. 1-10410

THE PROMUS COMPANIES INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

I.R.S. No. 62-1411755
(I.R.S. Employer
Identification No.)

1023 Cherry Road
Memphis, Tennessee 38117
(Address of principal executive offices)
(901) 762-8600
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed
all reports required to be filed by Section 13 or 15(d) of the
Securities Exchange Act of 1934 during the preceding 12 months
(or for such shorter period that the registrant was required to
file such reports), and (2) has been subject to such filing
requirements for the past 90 days.

Yes	X	No
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At September 30, 1994, there were outstanding 102,391,415
shares of the Company's Common Stock.

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Item 6 of Part II is amended to read as follows:

PART II- OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

*EX-10.1 Employment Agreement dated as of February 25,
1994, and effective April 29, 1994, between The
Promus Companies Incorporated and Philip G. Satre
including exhibits thereto.

*EX-10.2 Amendment dated as of August 31, 1994 to The

Promus Companies Incorporated Savings and Retirement Plan.

- *EX-10.3 Consent dated as of October 7, 1994, among The Promus Companies Incorporated, Embassy Suites, Inc., the Banks and Agents parties thereto, Marina Associates and Bankers Trust Company, as Administrative Agent.
- EX-10.4 Form of Amended and Restated Third Amendment to the Amended and Restated Partnership Agreement of Harrah's Jazz Company.(1)
- EX-10.5 Form of Fourth Amendment to the Amended and Restated Partnership Agreement of Harrah's Jazz Company.(1)
- EX-10.6 Form of Indenture dated , 1994 between Harrah's Jazz Company, Harrah's Jazz Finance Corp. and First National Bank of Commerce as Trustee for the First Mortgage Notes including form of First Mortgage Note.(1)
- EX-10.7 Form of Intercreditor Agreement between the Bank Lenders and the First National Bank of Commerce as Trustee dated , 1994.(1)
- EX-10.8 Form of Notes Completion Guarantee among Embassy Suites, Inc., The Promus Companies Incorporated and First National Bank of Commerce as Trustee dated , 1994.(1)
- EX-10.9 Form of Cash Collateral and Disbursement Agreement.(1)
- EX-10.10 Form of Collateral Mortgage Note by Harrah's Jazz Company.(1)
- EX-10.11 Form of Act of Collateral Mortgage and Collateral Assignment of Proceeds by Harrah's Jazz Company.(1)
- EX-10.12 Form of Collateral Assignment of Leases and Rents between Harrah's Jazz Company and First National Bank of Commerce as Collateral Agent dated , 1994.(1)

- EX-10.13 Form of Act of Security Agreement and Pledge between Harrah's Jazz Company and First National Bank of Commerce as Collateral Agent dated , 1994.(1)
- EX-10.14 Form of Pledge Agreement between Harrah's Jazz Company, Harrah's Jazz Finance Corp. and First National Bank of Commerce as Collateral Agent dated , 1994.(1)
- EX-10.15 Form of Security Agreement among Harrah's Jazz Company, Harrah's Jazz Finance Corp. and First National Bank of Commerce as Collateral Agent dated , 1994.(1)
- EX-10.16 Form of Security Agreement among Harrah's Jazz Company, Harrah's Jazz Finance Corp. and First National Bank of Commerce as Trustee dated , 1994.(1)
- EX-10.17 Form of Manager Subordination Agreement (First Mortgage Notes) among Harrah's Jazz Company, Harrah's New Orleans Management Company and First National Bank of Commerce as Trustee dated , 1994.(3)
- EX-10.18 Form of Consultant Subordination Agreement (First Mortgage Notes) among Harrah's Jazz Company, Grand Palais Management Company, New Orleans/Louisiana Development Corporation and First National Bank of Commerce as Trustee dated , 1994.(2)
- EX-10.19 Form of Completion Guarantor Subordination Agreement (First Mortgage Notes) among Harrah's Jazz Company, The Promus Companies Incorporated, Embassy Suites, Inc. and First National Bank of Commerce as Trustee dated , 1994.(2)
- EX-10.20 Amended Lease Agreement between the Rivergate Development Corporation, as Landlord and Harrah's Jazz Company, as Tenant and City of New Orleans, as Intervenor dated March 15, 1994.(4)
- EX-10.21 Amended General Development Agreement between Rivergate Development Corporation and Harrah's Jazz Company and City of New Orleans, as Intervenor.(5)
- EX-10.22 Temporary Casino Lease between Rivergate Development Corporation, as Landlord and Harrah's Jazz Company, as Tenant and City of New Orleans, as Intervenor dated March 15, 1994.(5)
- EX-10.23 Amendment to Amended Lease Agreement between Rivergate Development Corporation, as Landlord and Harrah's Jazz Company, as Tenant and City of New Orleans, as Intervenor dated October 5, 1994.(4)

- EX-10.24 Agreement between the City of New Orleans and Harrah's Jazz Company, dated October 5, 1994 (the "Separate City Agreement").(4)
- EX-10.25 Agreement among the Rivergate Development Corporation, the City of New Orleans and Embassy Suites, Inc. and Harrah's Jazz Company, as intervenor, dated October 5, 1994 (the "Embassy Access Agreement").(4)
- EX-10.26 Casino Operating Contract between the Louisiana Economic Development and Gaming Corporation and Harrah's Jazz Company dated July 15, 1994.(5)
- EX-10.27 First Amendment to Casino Operating Contract between the Louisiana Economic Development and Gaming Corporation and Harrah's Jazz Company dated August 31, 1994.(4)
- EX-10.28 Amended and Restated Management Agreement between Harrah's New Orleans Management Company and Harrah's Jazz Company dated March 14, 1994.(5)
- EX-10.29 Construction Agreement between Harrah's Jazz Company and Centex Landis Construction Co., Inc. dated October 10, 1994, for the construction of the Permanent Casino.(4)
- EX-10.30 Construction Agreement between Harrah's Jazz Company and Harvey Honore Construction Company, Inc. and Broadmoor dated October 10, 1994, for the construction of the Temporary Casino.(4)
- EX-10.31 Design and Construction Agreement between Harrah's Jazz Company and Broadmoor dated October 10, 1994, for the construction of the parking structure.(4)
- EX-10.32 Form of Credit Agreement among Harrah's Jazz Company, Harrah's Jazz Finance Corp., Various Banks and Bankers Trust Company as Administrative Agent dated as of _____, 1994.(1)
- EX-10.33 Owner's Policy issued March 16, 1994 by First American Title Insurance Company to Harrah's Jazz Company.(4)
- EX-10.34 Form of Lender's Title Insurance Commitment issued _____, 1994 by First American Title Insurance Company.(2)
- EX-10.35 Completion Loan Agreement among Harrah's Jazz Company, Embassy Suites, Inc., The Promus Companies Incorporated, New Orleans/Louisiana Development Corporation, Grand Palais Casino, Inc., and Grand Palais Management Company, L.L.C. dated October 12, 1994.(3)

- EX-10.36 Form of First Amendment to the Completion Loan Agreement.(1)
- EX-10.37 Construction Lien Indemnity Obligation Agreement between Harrah's Jazz Company and Embassy Suites, Inc. dated October 12, 1994.(3)
- EX-10.38 Form of First Amendment to the Construction Lien Indemnity Obligation Agreement.(1)
- EX-10.39 Form of Option Agreement between Harrah's New Orleans Investment Company and New Orleans/ Louisiana Development Corporation dated , 1994.(1)
- EX-10.40 Form of Option Agreement between Harrah's New Orleans Investment Company and Grand Palais Casino Inc. dated , 1994.(1)
- EX-10.41 Form of Put Agreement between Harrah's New Orleans Investment Company and New Orleans/ Louisiana Development Corporation dated , 1994.(1)
- EX-10.42 Form of Put Agreement between Harrah's New Orleans Investment Company and Grand Palais Casino Inc. dated , 1994.(1)
- EX-10.43 Form of Underwriting Agreement among Donaldson, Lufkin and Jenrette Securities Corporation, Salomon Brothers Inc., BT Securities, Harrah's Jazz Company, and Harrah's Jazz Finance Corp. dated , 1994.(6)
- *EX-11 Computation of per share earnings.
- *EX-18 Letter from independent accountant re change in accounting principles.
- *EX-27 Financial Data Schedule.

(b) No reports on Form 8-K were filed during the quarter ended September 30, 1994.

 *Filed with Form 10-Q dated November 10, 1994.

FOOTNOTES

- (1) Incorporated by reference from Amendment No. 7 to Form S-1 Registration Statement of Harrah's Jazz Company and Harrah's Jazz Finance Corp., File No. 33-73370, filed November 8, 1994.
- (2) Incorporated by reference from Amendment No. 6 to Form S-1 Registration Statement of Harrah's Jazz Company and Harrah's Jazz Finance Corp., File No. 33-73370, filed November 4, 1994.
- (3) Incorporated by reference from Amendment No. 5 to Form S-1 Registration Statement of Harrah's Jazz Company and Harrah's Jazz Finance Corp., File No. 33-73370, filed October 26, 1994.
- (4) Incorporated by reference from Amendment No. 4 to Form S-1 Registration Statement of Harrah's Jazz Company and Harrah's Jazz Finance Corp., File No. 33-73370, filed October 12, 1994.
- (5) Incorporated by reference from Amendment No. 3 to Form S-1

Registration Statement of Harrah's Jazz Company and Harrah's Jazz Finance Corp., File No. 33-73370, filed August 4, 1994.

- (6) Incorporated by reference from Amendment No. 8 to Form S-1 Registration Statement of Harrah's Jazz Company and Harrah's Jazz Finance Corp., File No. 33-73370, filed November 9, 1994.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE PROMUS COMPANIES INCORPORATED

November 14, 1994

BY: MICHAEL N. REGAN

Michael N. Regan
Vice President and Controller
(Chief Accounting Officer)