

SECURITIES AND EXCHANGE COMMISSION

FORM S-4/A

Registration of securities issued in business combination transactions [amend]

Filing Date: **1994-01-06**
SEC Accession No. **0000912057-94-000023**

(HTML Version on secdatabase.com)

FILER

P I RESORTS LTD

CIK: **913454** | State of Incorporation: **C5** | Fiscal Year End: **1231**
Type: **S-4/A** | Act: **33** | File No.: **033-50733** | Film No.: **94500583**

Business Address
*P O BOX N 477 PARADISE
ISLAND
NASSAU C5 10012
8093633000*

RESORTS INTERNATIONAL INC

CIK: **83394** | IRS No.: **590763055** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-4/A** | Act: **33** | File No.: **033-50733-01** | Film No.: **94500584**
SIC: **7990** Miscellaneous amusement & recreation

Business Address
*1133 BROADWALK
ATLANTIC CITY NJ 08401
6093446000*

RESORTS INTERNATIONAL HOTEL FINANCING INC

CIK: **800469** | IRS No.: **222647317** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-4/A** | Act: **33** | File No.: **033-50733-03** | Film No.: **94500585**
SIC: **7990** Miscellaneous amusement & recreation

Business Address
*1133 BOARDWALK
ATLANTIC CITY NJ 08401
6093446000*

RESORTS INTERNATIONAL HOTEL INC

CIK: **841281** | IRS No.: **210423320** | State of Incorporation: **NJ** | Fiscal Year End: **1231**
Type: **S-4/A** | Act: **33** | File No.: **033-50733-02** | Film No.: **94500586**
SIC: **7990** Miscellaneous amusement & recreation

Business Address
*1133 BOARDWALK
ATLANTIC CITY NJ 08401
6093446000*

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RESORTS INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

<TABLE>			
<S>	<C>	<C>	
DELAWARE	7011	59-0763055	
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)	

<TABLE>			
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1133 BOARDWALK ATLANTIC CITY, NEW JERSEY 08401 (609) 344-6000			CHRISTOPHER D. WHITNEY, ESQ. RESORTS INTERNATIONAL, INC. 1133 BOARDWALK ATLANTIC CITY, NEW JERSEY 08401 (609) 344-6000
(Address, including Zip code, and telephone number, including area code, of registrant's principal executive offices)			(Name, address, including Zip code, and telephone number, including area code, of agent for service)

RESORTS INTERNATIONAL HOTEL FINANCING, INC.
(Exact name of registrant as specified in its charter)

<TABLE>			
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DELAWARE	6719	APPLIED FOR	
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)	

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1133 BOARDWALK ATLANTIC CITY, NEW JERSEY 08401 (609) 344-6000			CHRISTOPHER D. WHITNEY, ESQ. RESORTS INTERNATIONAL, INC. 1133 BOARDWALK ATLANTIC CITY, NEW JERSEY 08401 (609) 344-6000
(Address, including Zip code, and telephone number, including area code, of registrant's principal executive offices)			(Name, address, including Zip code, and telephone number, including area code, of agent for service)

RESORTS INTERNATIONAL HOTEL, INC.
(Exact name of registrant as specified in its charter)

<TABLE>			
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NEW JERSEY	7011	21-0423320	

(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)
1133 BOARDWALK ATLANTIC CITY, NEW JERSEY 08401 (609) 344-6000 (Address, including Zip code, and telephone number, including area code, of registrant's principal executive offices)		CHRISTOPHER D. WHITNEY, ESQ. RESORTS INTERNATIONAL, INC. 1133 BOARDWALK ATLANTIC CITY, NEW JERSEY 08401 (609) 344-6000 (Name, address, including Zip code, and telephone number, including area code, of agent for service)

P. I. RESORTS LIMITED
(Exact name of registrant as specified in its charter)

(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)
THE COMMONWEALTH OF THE BAHAMAS (State or other jurisdiction of incorporation or organization)	7011	98-0137084
P.O. BOX N-4777 PARADISE ISLAND NASSAU, THE BAHAMAS (809) 363-3000 (Address, including Zip code, and telephone number, including area code, of registrant's principal executive offices)		CHRISTOPHER D. WHITNEY, ESQ. RESORTS INTERNATIONAL, INC. 1133 BOARDWALK ATLANTIC CITY, NEW JERSEY 08401 (609) 344-6000 (Name, address, including Zip code, and telephone number, including area code, of agent for service)

COPIES TO:

STEVEN R. FINLEY
GIBSON, DUNN & CRUTCHER
200 PARK AVENUE
NEW YORK, NEW YORK 10166-0193

Approximate date of commencement of proposed sale of the securities to the public.

As soon as practicable after the registration statement becomes effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. / /

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE

<CAPTION>

<S>	<C>	<C>	<C>	<C>
11% Mortgage Notes due 2003 (2)....	\$125,000,000			
11.375% Junior Mortgage Notes due 2004 (2).....	\$35,000,000			
Common Stock, par value \$.01 per share (3).....	20,000,000			
Class B Redeemable Common Stock, par value \$.01 per share (3).....	80,000	*	\$306,926,657	\$95,915
Ordinary Shares, par value \$.01 per share (4).....	25,000,000			
Guarantees relating to the 11% Mortgage Notes due 2003 (5).....				
Guarantees relating to the 11.375% Junior Mortgage Notes due 2004 (5).....				

- <FN>
- (1) Estimated solely for the purpose of computing the registration fee. The proposed maximum aggregate offering price is based upon, pursuant to Rule 457(f): (i) the market value of \$183,772,709 of Resorts International, Inc.'s Series A Senior Secured Redeemable Notes due April 15, 1994, as established by the average of the high and low prices thereof on October 21, 1993, as quoted on the American Stock Exchange, Inc.; plus (ii) the market value of \$153,153,948 of Resorts International, Inc.'s Series B Senior Secured Redeemable Notes due April 15, 1994, as established by the average of the high and low prices thereof on October 21, 1993, quoted on the American Stock Exchange, Inc.; less (iii) the value of cash payments by Resorts International, Inc. estimated to be not less than \$30,000,000.00
- (2) Issued by Resorts International Hotel Financing, Inc.
- (3) Issued by Resorts International, Inc.
- (4) Issued by P. I. Resorts Limited.
- (5) Issued by Resorts International Hotel, Inc.
- * Not applicable.

</TABLE>

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

EXHIBIT INDEX

<TABLE>			
<CAPTION>			
EXHIBIT			
NUMBERS	EXHIBIT		PAGE
<C>	<S>		<C>
2.01	Plan of Reorganization. (Incorporated by reference to Appendix A of the Information Statement/Prospectus included in this Registration Statement.).....		
3.01	Form of proposed Amended and Restated Certificate of Incorporation of RII. (Incorporated by reference to Appendix C of the Information Statement/Prospectus included in this Registration Statement.).....		
3.02	Form of proposed Amended and Restated By-Laws of RII. (Incorporated by reference to Appendix D of the Information Statement/Prospectus included in this Registration Statement.).....		
3.03	Restated Certificate of Incorporation of RII. (Incorporated by reference to Exhibit (3) (a) to RII's Form 10-K Annual Report for the fiscal year ended December 31, 1990, in File No. 1-4748.).....		
3.04	By-laws, as amended, of RII. (Incorporated by reference to Exhibit (4) (d) to RII's Form 10-Q Quarterly Report for the quarter ended September 30, 1990, in File No. 1-4748.).....		
3.05	Certificate of Incorporation of RIH*.....		
3.06	By-laws of RIH*.....		

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<TABLE>		
<C>	<S>	<C>
3.07	Certificate of Incorporation of RIHF*.....	
3.08	By-laws of RIHF*.....	
3.09	Amended and Restated Articles of Association of PIRL*.....	

- 4.01 See Exhibits 3.01 and 3.02 as to the rights of holders of RII Common Stock and RII Class B Common Stock after giving effect to the Restructuring.....
- 4.02 See Exhibits 3.03 and 3.04 as to the rights of holders of RII Common Stock prior to giving effect to the Restructuring.....
- 4.03 See Exhibit 3.09 as to the rights of holders of PIRL Common Stock.....
- 4.04 Form of Indenture among RIHF, as issuer, RIH, as guarantor, and State Street Bank and Trust Company of Connecticut, National Association, as trustee, with respect to RIHF 11% Mortgage Notes due 2003*.....
- 4.05 Form of Indenture between RIHF, as issuer, RIH, as guarantor, and U.S. Trust Company of California, N.A., as trustee, with respect to RIHF 11.375% Junior Mortgage Notes due 2004*.....
- 4.06 Indenture dated as of September 14, 1990, between RII and Chemical Bank (successor to Manufacturers Hanover Trust Company), as Trustee, with respect to RII's Senior Secured Redeemable Notes due April 15, 1994, with Exhibits as executed. (Incorporated by reference to Exhibit (4) (a) (1) to RII's Form 10-Q Quarterly Report for the quarter ended September 30, 1990, in File No. 1-4748.).....
- 4.07 Amended and Restated RIH \$200,000,000 Senior Note. (Incorporated by reference to Exhibit (4) (a) (2) to RII's 10-Q Quarterly Report for the quarter ended September 30, 1990, in File No. 1-4748.).....
- 4.08 Amended and Restated RIH \$125,000,000 Senior Note. (Incorporated by reference to Exhibit to RII's 10-Q Quarterly Report for the quarter ended September 30, 1990, in File No. 1-4748.).....
- 4.09 RII Pledge Agreement. (Incorporated by reference to Exhibit Q to RII's Form 8-A Registration Statement dated July 19, 1990, in File No. 1-4748.).....
- 4.10 Assignment of Leases and Rents, RII as Assignor. (Incorporated by reference to Exhibit U to RII's Form 8-A Registration Statement dated July 19, 1990, in File No. 1-4748.).....
- 4.11 RIB \$50,000,000 Promissory Note to RIH. (Incorporated by reference to Exhibit V to RII's Form 8-A Registration Statement dated July 19, 1990, in File No. 1-4748.).....
- 4.12 Indenture of Mortgage from Paradise Island Limited. (Incorporated by reference to Exhibit W to RII's Form 8-A Registration Statement dated July 19, 1990, in File No. 1-4748.).....
- 4.13 Indenture of Mortgage from Paradise Beach Inn Limited. (Incorporated by reference to Exhibit X to RII's Form 8-A Registration Statement dated July 19, 1990, in File No. 1-4748.).....

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NUMBERS

EXHIBIT

PAGE

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4.14	Guaranty by Paradise Beach Inn Limited. (Incorporated by reference to Exhibit Z to RII's Form 8-A Registration Statement dated July 19, 1990, in File No. 1-4748.).....			
4.15	Indenture of Mortgage from Island Hotel Company Limited. (Incorporated by reference to Exhibit AA to RII's Form 8-A Registration Statement dated July 19, 1990, in File No. 1-4748.).....			
4.16	Guaranty by Island Hotel Company Limited (Incorporated by reference to Exhibit BB to RII's Form 8-A Registration Statement dated July 19, 1990, in File No. 1-4748.).....			
4.17	RIB Collateral Assignment Agreement among RIH, GRI, RIB, Paradise Island Limited, Island Hotel Company Limited, Paradise Beach Inn Limited and the Bank of New York. (Incorporated by reference to Exhibit CC to RII's Form 8-A Registration Statement dated July 19, 1990, in File No. 1-4748.).....			
4.18	RII Security Agreement. (Incorporated by reference to Exhibit P to RII's Form 8-A Registration Statement dated July 19, 1990, in File No. 1-4748.).....			
4.19	Indenture dated as of September 14, 1990, between RII and The Bank of New York as Trustee, with respect to RII's Mortgage Non-Recourse Pass-Through Notes due June 30, 2000, with Exhibits as executed. (Incorporated by reference to Exhibit (4) (b) to RII's 10-Q Quarterly Report for the quarter ended September 30, 1990, in File No. 1-4748.).....			

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- 4.20 Resorts International, Inc. Senior Management 1990 Stock Option Plan. (Incorporated by reference to Exhibit 8.5 to Exhibit 35 to RII's Form 8 Amendment No. 1 to it's 8-K Current Report dated August 30, 1990, in File No. 1-4748.).....
- 4.21 Griffin Group Warrant**.....
- 4.22 Form of Mortgage between RIH and State Street Bank and Trust Company of Connecticut, National Association, securing Guaranty of RIHF Mortgage

	Notes*.....
4.23	Form of Mortgage between RIH and RIHF, securing RIH Promissory Note*.....
4.24	Form of Assignment of Agreements made by RIHF, as Assignor, to State Street Bank and Trust Company of Connecticut, National Association, as Assignee, regarding RIH Promissory Note*.....
4.25	Form of Assignment of Leases and Rents made by RIH, as Assignor, to RIHF, as Assignee, regarding RIH Promissory Note*.....
4.26	Form of Assignment of Leases and Rents made by RIH, as Assignor, to State Street Bank and Trust Company of Connecticut, National Association, as Assignee, regarding Guaranty of RIHF Mortgage Notes*.....
4.27	Form of Assignment of Operating Assets made by RIH, as Assignor, to RIHF, as Assignee, regarding RIH Junior Promissory Note*.....
4.28	Form of Assignment of Operating Assets made by RIH, as Assignor, to State Street Bank and Trust Company of Connecticut, National Association, as Assignee, regarding Guaranty of RIHF Mortgage Notes*.....
4.29	Form of Mortgage between RIH and U.S. Trust Company of California, N.A., securing Guaranty of RIHF Junior Mortgage Notes*.....
4.30	Form of Mortgage between RIH and RIHF, securing RIH Junior Promissory Note*.....
4.31	Form of Assignment of Agreements made by RIHF, as Assignor, to, U.S. Trust Company of California, N.A., as Assignee, regarding RIH Junior Promissory Note*.....
4.32	Form of Assignment of Leases and Rents made by RIH, as Assignor, to RIHF, as Assignee, regarding RIH Junior Promissory Note*.....
4.33	Form of Assignment of Leases and Rents made by RIH, as Assignor, to U.S. Trust Company of California, N.A., as Assignee, regarding Guaranty of RIHF Junior Mortgage Notes*.....
4.34	Form of Assignment of Operating Assets made by RIH, as Assignor, to RIHF, as Assignee, regarding RIH Promissory Note*.....
4.35	Form of Assignment of Operating Assets made by RIH, as Assignor, to U.S. Trust Company of California, N.A., as Assignee, regarding the Guaranty of the RIHF Junior Mortgage Notes*.....
4.36	Form of Amended and Restated \$125,000,000 RIH Promissory Note (Incorporated by reference to Exhibit A to Exhibit 4.04 hereto).....

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 * Previously filed.
 ** To be filed by amendment.

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EXHIBIT
 NUMBERS

EXHIBIT

PAGE

<C>	<S>	<C>	<S>	<C>
4.37	Form of Amended and Restated \$35,000,000 RIH Junior Promissory Note (Incorporated by reference to Exhibit A to Exhibit 4.05).....			
5.01	Opinion of Gibson, Dunn & Crutcher*.....			
5.02	Opinion of Ravin, Sarasohn, Cook, Baumgarten, Fisch & Baime**.....			

</TABLE>

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<C>

5.03	Opinion of Harry B. Sands & Co.*.....
8.01	Opinion of Gibson, Dunn & Crutcher regarding tax matters**.....
10.01	Form of Interim Management Agreement between PIRL and RII (Incorporated by reference to Exhibit D to Exhibit 10.59)*.....
10.02	[Not used].....
10.03	Agreement, dated May 23, 1978, between The Hotel Corporation of The Bahamas ("HCB") and Paradise Enterprises Limited. (Incorporated by reference to Exhibit (10)(b)(i) to RII's 10-K Annual Report for the fiscal year ended December 31, 1988, in File No. 1-4748.).....
10.04	Letter, dated July 2, 1985, from HCB to the RII amending Exhibit 10.03 hereto. (Incorporated by reference to exhibit to RII's Form 8-K Current Report dated July 9, 1985, in File No. 1-4748.).....
10.05	Agreement, dated May 23, 1978, between HCB and Paradise Realty Limited (now RIB). (Incorporated by reference to Exhibit 10.01 to GRI's Form S-1 Registration Statement filed July 13, 1988, in File No. 33-23063.).....
10.06	Letter, dated September 26, 1988, from HCB to RIB extending Exhibit (10)(a)(3) hereto. (Incorporated by reference to Exhibit (10)(b)(iv) to RII's 10-K Annual Report for the fiscal year ended December 31, 1988, in File No. 1-4748.).....
10.07	Supplement, dated February 21, 1990, to license granted March 30, 1978 to Paradise Enterprises Limited. (Incorporated by reference to Exhibit

- (10) (b) (v) to RII's 10-K Annual Report for the fiscal year ended December 31, 1989, in File No. 1-4748.).....
- 10.08(a) Supplement, dated September 7, 1990, to license granted March 30, 1978 to Paradise Enterprises Limited. (Incorporated by reference to Exhibit 10(a) (6) to RII's 10-K Annual Report for the fiscal year ended December 31, 1988, in File No. 1-4748.).....
- 10.08(b) Supplement, dated January 15, 1991, to license granted March 30, 1978 to Paradise Enterprises Limited. (Incorporated by reference to Exhibit 10(b) (7) to RII's 10-K Annual Report for the fiscal year ended December 31, 1990, in File No. 1-4748.)
- 10.09 Supplement, dated February 13, 1992, to license granted March 30, 1978 to Paradise Enterprises Limited. (Incorporated by reference to Exhibit 10(a) (8) to RII's 10-K Annual Report for the fiscal year ended December 31, 1992, in File No. 1-4748.).....
- 10.10 Supplement, dated December 30, 1992, to license granted March 30, 1978 to Paradise Enterprises Limited. (Incorporated by reference to Exhibit 10(a) (9) to RII's 10-K Annual Report for the fiscal year ended December 31, 1992, in File No. 1-4748.).....
- 10.11 Lease Agreement, dated October 26, 1983, between RII and Ocean Showboat, Inc. (Incorporated by reference to Exhibit (10) (c) (i) to RII's 10-K Annual Report for the fiscal year ended December 31, 1986, in File No. 1-4748.)...
- 10.12 First Amendment, dated January 15, 1985, to Lease Agreement, dated October 26, 1983, between RII and Atlantic City Showboat, Inc. (assignee from affiliate -- Ocean Showboat, Inc.). (Incorporated by reference to Exhibit (10) (c) (ii) to RII's 10-K Annual Report for the fiscal year ended December 31, 1984, in File No. 1-4748.).....
- 10.13 Second and Third Amendments, dated July 5 and October 28, 1985, respectively, to Lease Agreement, dated October 26, 1983, between RII and Atlantic City Showboat, Inc. (Incorporated by reference to Exhibit (10) (c) (iii) to RII's 10-K Annual Report for the fiscal year ended December 31, 1985, in File No. 1-4748.).....
- 10.14 Restated Third Amendment, dated August 28, 1986, to Lease Agreement, dated October 26, 1983, between RII and Atlantic City Showboat, Inc. (Incorporated by reference to Exhibit (10) (c) (iv) to RII's 10-K Annual Report for the fiscal year ended December 31, 1986, in File No. 1-4748.)...

</TABLE>

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** To be filed by amendment.

<TABLE>
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EXHIBIT NUMBERS	EXHIBIT	PAGE
<C>	<S>	<C> <S> <C>
10.15	Fourth Amendment, dated December 16, 1986, to Lease Agreement, dated October 26, 1983, between RII and Atlantic City Showboat, Inc. (Incorporated by reference to Exhibit (10) (c) (v) to RII's 10-K Annual Report for the fiscal year ended December 31, 1986, in File No. 1-4748.)...	

</TABLE>

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10.16	Fifth Amendment, dated February 1987, to Lease Agreement, dated October 26, 1983, between RII and Atlantic City Showboat, Inc. (Incorporated by reference to Exhibit (10) (c) (vi) to RII's 10-K Annual Report for the fiscal year ended December 31, 1986, in File No. 1-4748.).....	
10.17	Seventh Amendment, dated October 18, 1988, to Lease Agreement, dated October 26, 1983, between RII and Atlantic City Showboat, Inc. (Incorporated by reference to Exhibit (10) (c) (viii) to RII's 10-K Annual Report for the fiscal year ended December 31, 1988, in File No. 1-4748.).....	
10.18	RII Executive Health Plan (Incorporated by reference to Exhibit 10(c) (1) to RII's 10-K Annual Report for the fiscal year ended December 31, 1992, in File No. 1-4748.).....	
10.19	Resorts Retirement Savings Plan. (Incorporated by reference to Exhibit (10) (c) (2) to RII's 10-K Annual Report for the fiscal year ended December 31, 1991, in File No. 1-4748.).....	
10.20	Employment Agreement, dated as of September 17, 1990, between RII and David P. Hanlon. (Incorporated by reference to Exhibit 9.3A to Exhibit 35 to the Form 8 Amendment dated November 16, 1990, to RII's 8-K Current Report dated August 30, 1990, in File No. 1-4748.).....	
10.21	Employment Agreement, dated May 3, 1991, between the RII and Christopher D. Whitney. (Incorporated by reference to Exhibit (10) (d) (2) to RII's 10-K Annual Report for the fiscal year ended December 31, 1991, in File No. 1-4748.).....	

10.22	Amendment to Employment Agreement, dated as of December 3, 1992, between RII and Christopher D. Whitney*.....
10.23	Employment Agreement, dated May 3, 1991, between RII and Matthew B. Kearney. (Incorporated by reference to Exhibit (10)(d)(3) to RII's 10-K Annual Report for the fiscal year ended December 31, 1991, in File No. 1-4748.)...
10.24	Amendment to Employment Agreement, dated December 3, 1992, between RII and Matthew B. Kearney*.....
10.25	Second Amendment to Employment Agreement, dated September 24, 1993, between RII and Matthew B. Kearney*.....
10.26	Employment Agreement, dated as of September 17, 1992, between RII and David P. Hanlon. (Incorporated by reference to Exhibit 10(d)(4) to RII's 10-K Annual Report for the fiscal year ended December 31, 1992, in File No. 1-4748.).....
10.27	Termination Agreement, dated as of September 27, 1993, between RII and David P. Hanlon*.....
10.28	Stock Option Agreement, dated as of May 3, 1991, between RII and David P. Hanlon. (Incorporated by reference to Exhibit (10)(e)(1) to RII's 10-K Annual Report for the fiscal year ended December 31, 1991, in File No. 1-4748.).....
10.29	Stock Option Agreement, dated as of May 3, 1991, between RII and Christopher D. Whitney. (Incorporated by reference to Exhibit (10)(e)(2) to RII's 10-K Annual Report for the fiscal year ended December 31, 1991, in File No. 1-4748.).....
10.30	Stock Option Agreement, dated as of May 3, 1991, between RII and Matthew B. Kearney. (Incorporated by reference to Exhibit (10)(e)(5) to RII's 10-K Annual Report for the fiscal year ended December 31, 1991, in File No. 1-4748.).....
10.31	Stock Option Agreement, dated as of May 3, 1991, between RII and David G. Bowden. (Incorporated by reference to Exhibit (10)(e)(5) to RII's 10-K Annual Report for the fiscal year ended December 31, 1991, in File No. 1-4748.).....

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EXHIBIT NUMBERS	EXHIBIT	PAGE
<C>	<S>	<C> <S> <C>
10.32	Stock Option Agreement, dated as of May 3, 1991, between RII and Thomas F. O'Donnell. (Incorporated by reference to Exhibit (10)(e)(6) to RII's 10-K Annual Report for the fiscal year ended December 31, 1991, in File No. 1-4748.).....	
10.33	Amendment No. 1, dated as of September 17, 1992, to Exhibit 10.30 (Incorporated by reference to Exhibit 10(e)(6) to RII's 10-K Annual Report for the fiscal year ended December 31, 1992, in File No. 1-4748.).....	
10.34(a)	License and Services Agreement, dated as of September 17, 1992, among the Griffin Group, RII and RIH*.....	
10.34(b)	Amendment to License and Services Agreement, dated as of September 17, 1992 among the Griffin Group Inc., RII and RIH**.....	

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10.35	License and Services Agreement, dated as of September 17, 1990, among Merv Griffin, the Griffin Group and RII. (Incorporated by reference to Exhibit 1.46 to Exhibit 35 to the Form 8 Amendment dated November 16, 1990, to the registrant's 8-K Current Report dated August 30, 1990, in File No. 1-4748.).....	
10.36	Litigation Trust Agreement, dated as of September 17, 1990, among RII, RIFI, GRH, and GRI. (Incorporated by reference to Exhibit 1.46 to Exhibit 35 to the Form 8 Amendment dated November 16, 1990, to the registrant's 8-K Current Report dated August 30, 1990, in File No. 1-4748.).....	
10.37(a)	Promissory Note, dated September 28, 1990, between Merv Griffin and RII. (Incorporated by reference to Exhibit 9.1B to Exhibit 35 to the Form 8 Amendment dated November 16, 1990, to the registrant's 8-K Current Report dated August 30, 1990, in File No. 1-4748.).....	
10.37(b)	Griffin Group Note. (Incorporated by reference to Exhibit 1 to Exhibit 10.34(a) to this Registration Statement.).....	
10.37(c)	Guaranty dated September 17, 1992 by Mervyn E. Griffin in favor of RII (Incorporated by reference to Exhibit 2 to Exhibit 10.34(a) to this Registration Statement.).....	
10.38	Letter of Credit, dated October 1, 1990, by Morgan Guaranty Trust Company of	

	New York. (Incorporated by reference to Exhibit 9.1B to Exhibit 35 to the Form 8 Amendment dated November 16, 1990, to RII's 8-K Current Report dated August 30, 1990, in File No. 1-4748.).....
10.39	Letters extending the termination date of Exhibit 10.38 (Incorporated by reference to Exhibit 10(i)(2) to RRI's 10-K Annual Report for the fiscal year ended December 31, 1992 in File No. 1-4748.).....
10.40	Indemnity Agreement, executed on September 19, 1990, between Merv Griffin and RII. (Incorporated by reference to Exhibit 9.6 to Exhibit 35 to the Form 8 Amendment dated November 16, 1990, to the registrant's 8-K Current Report dated August 30, 1990, in File No. 1-4748.).....
10.41	Hotel Corporation of The Bahamas Right of First Refusal. (Incorporated by reference to Exhibit (10)(n) to RII's 10-K Annual Report for the fiscal year ended December 31, 1988, in File No. 1-4748.).....
10.42	Service contract between Rogers & Cowan, Inc. and RII, effective July 1, 1991. (Incorporated by reference to Exhibit (10)(m) to RII's 10-K Annual Report for the fiscal year ended December 31, 1988, in File No. 1-4748.)...
10.43	Consulting agreement between Alvarez & Marsal, Inc. and RII, effective March 1, 1992 (Incorporated by reference to Exhibit 10(m)(i) to RII's 10-K Annual Report for the fiscal year ended December 31, 1992, in File No. 1-4748)....
10.44	Amendment, dated September 14, 1992, to the consulting agreement between Alvarez & Marsal, Inc. and RII (Incorporated by reference to Exhibit 10(m)(2) to RII's 10-K Annual Report for the fiscal year ended December 31, 1992, in File No. 1-4748).....
10.45	Form of Ballot for Allowed Claims of Holders of Series A Notes and GRI Guaranty*.....

</TABLE>

 * Previously filed.
 ** To be filed by amendment.

<TABLE>
 <CAPTION>

EXHIBIT NUMBERS	EXHIBIT	PAGE
<C>	<S>	<C> <S> <C>
10.46	Form of Ballot for Allowed Interests of Holders of RII Common Stock*.....	
10.47	Form of Ballot for Allowed Interests of Holders of 1990 Stock Options*.....	
10.48	Form of Master Ballot for Allowed Interests of Holders of RII Common Stock*.....	
10.49	Form of Master Ballot for Allowed Claims of Holders of Series A Notes and GRI Guaranty*.....	

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<C>	<S>	<C>
10.50	Form of Ballot for Allowed Interests of Holders of Series B Notes and GRI Guaranty*.....	
10.51	Form of Master Ballot for Allowed Claims of Holders of Series B Notes and GRI Guaranty*.....	
10.52	Bondholders Support Agreement dated October 11, 1993 among RII, GRI, Sun International Investments, Ltd., Sun International Hotels Limited, TCW Special Credits and Fidelity Management and Research Company, concerning bondholders support*.....	
10.53	Letter Agreement dated October 11, 1993 among Fidelity Management and Research Company, TCW Special Credits, RII and Sun International Hotels Limited concerning consent rights of holders of Old Series Notes*.....	
10.54	Revised term Sheet for 11.0% Senior Secured Loan due 2002 with RIHF as issuer*.....	
10.55	Paradise Island Purchase Agreement dated October 11, 1993 between RII and Sun International Hotels Limited, with Exhibits and Schedules*.....	
10.56	Letter Agreement dated October 19, 1993 among RII, Fidelity Management, TCW Special Credits, Sun International Hotels Limited, Sun International Investments Ltd. and GGRI regarding GGRI, Inc.*.....	
10.57	Stock Subscription Agreement dated October 11, 1993 between Sun International Investments Limited and Sun International Hotels Limited*....	
10.58	Letter Agreement dated October 15, 1993, among RII, Fidelity Management, TCW Special Credits and Sun International Hotels Limited regarding P.I. Resorts Limited*.....	
10.59	PIRL Standby Distribution Agreement dated October 15, 1993 between RII and PIRL*.....	
10.60	Letter Agreement between RII and PIRL concerning airline support	

	services*.....
10.61	Letter Agreement concerning appointment of agent for service of process pursuant to the Standby Distribution Agreement*.....
10.62	Letter Agreement concerning appointment of agent for service of process pursuant to this Registration Statement*.....
10.63	Letter Agreement dated July 1, 1993 between RII and Bear Stearns & Co. Inc. for retention of services*.....
12.01	RII Computation of Ratio of Earnings to Fixed Charges*.....
12.02	RIH Computation of Ratio of Earnings to Fixed Charges*.....
12.03	RII Computation of Pro Forma Ratio of Earnings to Fixed Charges*.....
12.04	RIH Computation of Pro Forma Ratio of Earnings to Fixed Charges*.....
21.01	List of the Subsidiaries of the Registrants*.....
23.01	Consent of Ernst & Young.....

</TABLE>

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<C>	<S>	<C>
23.02	Consent of Gibson, Dunn & Crutcher (Incorporated by reference to exhibit 5.02).....	
23.03	Consent of Ravin, Sarasohn, Cook, Baumgarten, Fisch & Baime (Incorporated by reference to exhibit 5.02).....	
23.04	Consent of Harry B. Sands & Co. (Incorporated by reference to exhibit 5.03).....	
25.01	Statement of eligibility on Form T-1 of State Street Bank and Trust Company of Connecticut, National Association, as trustee under the New RIHF Mortgage Notes Indenture*.....	
25.02	Statement of eligibility on Form T-1 of U.S. Trust Company of California, N.A., as trustee under the New RIHF Junior Mortgage Notes Indenture*.....	

</TABLE>

* Previously filed.

ERNST & YOUNG Two Commerce Square Phone: 215 448 5000
 Suite 4000 Fax: 215 448 4069
 2001 Market Street
 Philadelphia
 Pennsylvania 19103-7096

Consent

We consent to the reference to our firm under the caption "Experts" and to the use of our reports, as outlined in the following table, in the Registration Statement (Form S-4 No. 33-50733 Amendment No. 1) and related Prospectus of Resorts International, Inc., Resorts International Hotel Financing, Inc., Resorts International Hotel, Inc. and P.I. Resorts Limited dated January 5, 1994.

Resorts International, Inc. February 19, 1993 and
 February 19, 1993 except for
 Note 17, as to which the
 date is December 29, 1993

Resorts International Hotel,
Inc. February 19, 1993 and
February 19, 1993 except for
Note 14, as to which the date
is December 29, 1993

PIRL Group April 23, 1993 and April 23,
1993 except for Note 13, as
to which the date is December
29, 1993

Resorts International Hotel
Financing, Inc. December 29, 1993

P.I. Resorts Limited December 29, 1993

/s/ ERNST & YOUNG

Philadelphia, Pennsylvania

January 6, 1994