

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

HARRAH'S ENTERTAINMENT, INC.
AND HARRAH'S OPERATING COMPANY, INC.

(Registration) _____

SEVENTH REVISED ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on September 2, 1998, and before the Nevada Gaming Commission ("Commission") on September 24, 1998, 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, as amended and supplemented, have been filed:
 - a. The application of Harrah's Entertainment, Inc. and Harrah's Operating Company, Inc. for an amendment to their Sixth Revised Orders of Registration;
 - b. The application of Harrah's Operating Company, Inc. for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Showboat, Inc.; and

c. The application of Showboat, Inc. for approval to place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of Showboat Operating Company, Inc.

2. THAT the Sixth Revised Orders of Registration of Harrah's Entertainment Inc. and Harrah's Operating Company, Inc., dated April 28, 1998, are hereby amended and restated, in their entirety, by these Seventh Revised Orders of Registration.

3. THAT Harrah's Entertainment, Inc. is registered as a publicly traded corporation, is found suitable as the sole shareholder of Harrah's Operating Company, Inc. and is approved, pursuant to NGC Regulation 16.200, to acquire control of Showboat, Inc.

4. THAT Harrah's Operating Company, Inc. is registered as a publicly traded corporation and is approved, pursuant to NGC Regulation 16.200, to acquire control of Showboat, Inc.

5. THAT Harrah's Operating Company, Inc. is found suitable as the sole shareholder of Harrah's Laughlin, Inc., Harrah's Las Vegas, Inc. and Showboat, Inc.

6. THAT Harrah's Operating Company, Inc. is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Harrah's Operating Company, Inc., dba Harrah's Casino Hotel Reno, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 300 East 2nd Street, Reno, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Harrah's Operating Company, Inc., dba Harrah's Casino Hotel Lake Tahoe and dba Bill's Lake Tahoe Casino, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at Highway 50, Stateline, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT in connection with the Five Year Credit Agreement dated as of July 22, 1993 and Amended and Restated as of June 9, 1995 and further Amended and Restated as of

April 1, 1998 and the 364 Day Credit Agreement dated as of June 9, 1995 and Amended and Restated as of April 1, 1998 (the "Credit Agreements"), Harrah's Operating Company, Inc. is granted approval pursuant to NGC Regulations 15.510.1-4(a) and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the common stock of Harrah's Las Vegas, Inc., Harrah's Laughlin, Inc. and Showboat, Inc.

10. THAT in connection with the Credit Agreements, Showboat, Inc. is hereby granted approval, pursuant to NGC Regulation 15.510.1-4(a), to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Showboat Operating Company, Inc.

11. THAT Harrah's Las Vegas, Inc., dba Harrah's Casino Hotel Las Vegas, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 3473 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Harrah's Laughlin, Inc., dba Harrah's Casino Hotel Laughlin, is licensed to conduct nonrestricted gaming operations, including a race book and sports pool, at 2900 South Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission, and is licensed as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT Harrah's Laughlin, Inc. dba Harrah's RV Plaza/Convenience Center is licensed to conduct restricted gaming operations at 2900 S. Casino Drive, Laughlin, Nevada, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT Showboat, Inc. is registered as an intermediary company and is found suitable as the sole shareholder of Showboat Operating Company, subject to the provisions of Paragraph 22.

15. THAT Showboat, Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of Showboat Operating Company, subject to the provisions of Paragraph 22.

16. THAT Showboat Operating Company is licensed as a distributor and that Showboat Operating Company, dba Showboat Hotel, Casino and Bowling Center, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 2800 East Fremont, Las Vegas, subject to such conditions and limitations as may be imposed by the Commission.

17. THAT pursuant to NRS 463.625, Harrah's Entertainment, Inc. is hereby exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive, except for NRS 463.635(1)(a)(1) and in lieu thereof is required to maintain its stockholders list at the company's executive offices in Memphis, Tennessee, and that Harrah's Entertainment, Inc. is required to pay all costs incurred by the Board to review said stockholders list so long as Harrah's Entertainment, Inc. is a registrant.

18. THAT Harrah's Entertainment, Inc. is hereby exempted from compliance with NGC Regulation 15 and shall instead comply with NGC Regulation 16.

19. THAT Harrah's Operating Company, Inc. is hereby exempted from compliance with NGC Regulation 15 except for the provisions of NGC Regulations 15.585.4-1 and 15.585.7-6 and shall instead comply with NGC Regulation 16, except Harrah's Operating Company, Inc. is exempted, pursuant to NGC Regulation 16.450, from NGC Regulation 16.100(1) and (2); provided that, Harrah's Entertainment, Inc. shall not sell, assign, transfer, pledge or otherwise dispose of any equity securities of Harrah's Operating Company, Inc. without the prior approval of the Commission.

20. THAT Harrah's Entertainment, Inc. shall fund and maintain with the Board a revolving fund in the total amount of \$25,000 for the purpose of funding investigative reviews by

the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board or its staff in the surveillance, monitoring and investigative reviews of all activities, of Harrah's Entertainment, Inc., its direct and indirect subsidiaries, and their affiliated entities.

21. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

22. THAT the provisions of Paragraph 9 with respect to Showboat, Inc. and the provisions of Paragraph 14 shall not be effective, unless and until, the Chairman of the Board, or his designee, has been notified that the Securities and Exchange Commission ("SEC") Form 15, pursuant to SEC Rule 12h-3, 17 C.F.R. Section 240.15d-6 has been declared effective by the SEC or has become effective by operation of law. Upon the effectiveness of Paragraph 14, Showboat, Inc.'s registration as a publicly traded corporation shall terminate and the provisions of Paragraph 15 shall become null and void.

ENTERED at Las Vegas, Nevada, this 24th day of September 1998.