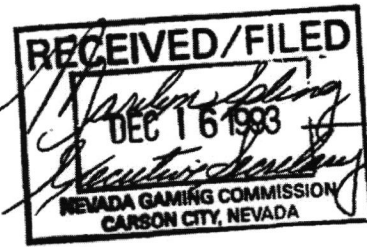


2361



File No. SD-101

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
HARVEYS CASINO RESORTS  
(Registration)

ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on December 10, 1993, and regularly for hearing before the Nevada Gaming Commission ("Commission") on December 16, 1993, 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 following applications, as amended and supplemented, have been filed:
  - a. The applications of Harveys Casino Resorts for registration as a publicly traded corporation; and for approval to make a public offering of up to 2,250,000 shares of its common stock, par value \$.01.
  - b. The application of Beverlee Ann Ledbetter for a finding of suitability as the controlling stockholder of Harveys Casino Resorts.

2. THAT Harveys Casino Resorts is registered as a publicly traded corporation.

3. THAT Harveys Casino Resorts, dba Harvey's Resort Hotel/Casino, is licensed to conduct nonrestricted gaming operations, including a sports pool and race book, at Highway 50 and Stateline Avenue, subject to such conditions or limitations imposed by the Commission.

4. THAT Beverlee Ann Ledbetter is found suitable, pursuant to NRS 463.643, as a stockholder of Harveys Casino Resorts and is found suitable, pursuant to NGC Regulation 16.400, as the controlling stockholder of Harveys Casino Resorts.

5. THAT Harveys Casino Resorts is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to 2,250,000 shares of its common stock, par value \$.01, as described in the Securities and Exchange Commission ("SEC") Form S-1 Registration Statement, as amended (SEC Registration No. 33-70670) ("Registration Statement").

6. THE Commission hereby delegates to the Chairman of the Board the authority to administratively approve an increase in the number of shares of the public offering approved by paragraph 5; provided that the Chairman of the Board finds that such increase does not constitute a material change from the public offering approved hereby. For purposes hereof only, an increase of 10% or less in the number of shares of the public offering shall not be deemed a material change.

7. THAT the approvals set forth in paragraph 5 above are specifically conditioned as follows:

a. That Harveys Casino Resorts shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that would have a material effect on Harveys Casino Resorts, or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

b. That the approvals granted herein may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

8. THE Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in paragraph 7(b) above.

9. THAT Harveys Casino Resorts is granted ninety (90) calendar days from the date of this Order of Registration to have the Registration Statement declared effective by the SEC. If the Registration Statement is not declared effective by the SEC within said time period, unless administratively extended by the Chairman of the Board or his designee, then this Order of Registration and all of the approvals, terms and provisions herein shall be deemed withdrawn and rendered null and void.

10. THAT this Order of Registration shall not be effective until and unless the Registration Statement is declared effective by the SEC and the public offering described therein and in paragraph 5 above is sold to the underwriters.

11. THAT Harveys Casino Resorts shall fund and maintain with the Board a revolving fund in the amount of \$10,000 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 and its staff in the surveillance, monitoring and investigative review of all activities of Harveys Casino Resorts, its subsidiaries and any affiliated entities.

12. THAT Harveys Casino Resorts shall comply with NRS 463.635 through NRS 463.645, inclusive.


13. THAT Harveys Casino Resorts is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16; provided, however that, pursuant to NGC Regulation 16.450, Harveys Casino Resorts is exempted from the provisions of NGC Regulation 16.100(1) and (2) and the balance of NGC Regulation 16 shall be interpreted so as to apply to Harveys Casino Resorts.

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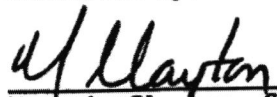
14. THAT the Commission hereby expressly finds that the exemptions, waivers and conditions herein granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada, on this 16th day of December, 1993.

FOR THE COMMISSION:


  
Bill Curran, Chairman

Submitted by:

  
Mark A. Clayton, Chief  
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA  
ATTORNEY GENERAL

By   
Deputy Attorney General  
Gaming Division