

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
HARVEYS CASINO RESORTS  
(Registration)

SEVENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on October 14, 1997, at Las Vegas, Nevada, and regularly before the Nevada Gaming Commission (Commission") on October 23, 1997, 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 applications of Harveys Casino Resorts, as amended and supplemented, for an amendment to its Order of Registration and for approval of a disposition of the securities it beneficially holds in Hard Rock Hotel, Inc., have been filed.

2. THAT the Sixth Revised Order of Registration, dated October 23, 1997, is hereby amended and restated, in its entirety, by this Seventh Revised Order of Registration.

3. THAT Harveys Casino Resorts is registered as a publicly traded corporation and is found suitable as the sole shareholder of Harveys Tahoe Management Company, Inc.

4. THAT Harveys L.V. Management Company, Inc. is granted approval, pursuant to NRS 463.510, to transfer the Class A and B common stock it beneficially owns in Hard Rock Hotel, Inc., to Harveys Casino Resorts.

5. THAT Harveys Casino Resorts is granted approval, pursuant to NRS 463.510, to effect a disposition of the Class A and B common stock it beneficially owns in Hard Rock Hotel, Inc. back to Hard Rock Hotel, Inc.

6. THAT Harveys Tahoe Management Company, Inc., dba Harveys Resort Hotel/Casino, is licensed as a manufacturer and distributor, and is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at Highway 50 and Stateline Avenue, Stateline, subject to such conditions or limitations imposed by the Commission.

7. 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.

8. THAT, Harveys Casino Resorts is granted approval, pursuant to NRS 463.510, and NGC Regulation 15.585.7-2, as appropriate, to pledge the stock of Harveys Tahoe Management Company, Inc. to Wells Fargo Bank, N.A. as Secured Party, provided that: (a) this approval is pursuant to the fully executed Security Agreement and Pledge of Stock dated August 14, 1995, as amended by the First Amendment to the Security Agreement and Pledge of Stock in the form of the draft dated March 20, 1997, a copy of which must be filed with the Board

within five business days after execution; (b) the prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such stock (except back to Harveys Casino Resorts) and before any other resort to such stock collateral or other enforcement of the security interest in such stock, may occur; and (c) pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Harveys Tahoe Management Company, Inc. evidencing said pledge of stock must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by Agents or employees of the Board immediately upon request during normal business hours.

9. 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.

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


11. THAT Harveys Casino Resorts is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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


13. THAT this Seventh Revised Order of Registration shall be effective, at and upon, the effective disposition by Harveys Casino Resorts of the Class A and B common stock it beneficially owns in Hard Rock Hotel, Inc. If such Class A and B common stock is not transferred or otherwise disposed back to Hard Rock Hotel, Inc. by November 20, 1997, then this Seventh Revised Order of Registration shall never become effective, the Sixth Revised Order of Registration shall be rendered null and void, and the Fifth Revised Order of Registration shall be effective.

ENTERED at Carson City, Nevada, this 23rd day of October, 1997.

FOR THE COMMISSION:


  
Bill Curran, Chairman

Submitted by:

  
Dennis K. Neilander, Chief  
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA  
ATTORNEY GENERAL

By   
Deputy Attorney General  
Gaming Division