

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)

THIRTEENTH REVISED ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on January 9, 2002 and before the Nevada Gaming Commission ("Commission") on January 24, 2002, 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 applications of Harrah's Entertainment, Inc., and Harrah's Operating Company, Inc., for an amendment to their Twelfth Revised Orders of Registration;
 - b. The application of Harrah's Operating Company, Inc., for (i) approval to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of Rio Hotel and Casino, Inc., Harveys Casino Resorts, Harrah's Las Vegas, Inc., and Harrah's Laughlin, Inc., in conjunction with 8% Senior Notes due 2011 and (ii) approval to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of Harveys Casino Resorts in conjunction with certain credit agreements;

c. The application of Rio Hotel and Casino, Inc., for approval to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of Rio Leasing, Inc., and Rio Properties, Inc., in conjunction with 8% Senior Notes due 2011; and

d. The applications of Harveys Casino Resorts for (i) deregistration as a publicly traded corporation, (ii) registration as an intermediary company and (iii) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Harveys Tahoe Management Company, Inc., in conjunction with 8% Senior Notes due 2011.

2. THAT the Twelfth Revised Orders of Registration of Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., and Harveys Casino Resorts, dated July 26, 2001, are hereby amended and restated, in their entirety, by these Thirteenth Revised Orders of Registration of Harrah's Entertainment, Inc., and Harrah's Operating Company, Inc.

3. THAT Harrah's Entertainment, Inc., is registered as a publicly traded corporation and is found suitable as the sole shareholder of Harrah's Operating Company, Inc.

4. THAT Harrah's Operating Company, Inc., is registered as a publicly traded corporation and is found suitable as the sole shareholder of Harveys Casino Resorts, Rio Hotel & Casino, Inc., Harrah's Las Vegas, Inc., and Harrah's Laughlin, Inc.

5. THAT Harveys Casino Resorts is registered as an intermediary company and is found suitable as the sole shareholder of Harveys Tahoe Management Company, 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 Rio Hotel & Casino, Inc., is registered as an intermediary company and is found suitable as the sole shareholder of Rio Properties, Inc., and Rio Leasing, Inc.

10. 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.

11. THAT Harrah's Laughlin, Inc., dba Harrah's Casino Hotel Laughlin, is licensed to conduct off-track pari-mutuel race wagering and 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.

12. 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, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT Harveys Tahoe Management Company, Inc., dba Harveys Resort Hotel/Casino, is licensed as a manufacturer and as a 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 limitation as may be imposed by the Commission.

14. THAT Rio Properties, Inc., dba Rio Suite Hotel & Casino, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a

race book and sports pool, at 3700 West Flamingo Road, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

15. THAT Rio Leasing, Inc., is licensed as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

16. THAT in conjunction with the Five Year Credit Agreement dated as of April 30, 1999 and the 364 Day Credit Agreement dated as of April 30, 1999, as amended, (collectively, the "Credit Agreements") and the private placement of 8% Senior Notes due 2011 ("Senior Notes"), Harrah's Operating Company, Inc., is granted approval pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Harrah's Las Vegas, Inc., Harrah's Laughlin, Inc., Rio Hotel & Casino, Inc., and Harveys Casino Resorts.

17. THAT in conjunction with the Credit Agreements and the Senior Notes, Harveys Casino Resorts is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Harveys Tahoe Management Company, Inc.

18. THAT in conjunction with the Credit Agreements and the Senior Notes, Rio Hotel & Casino, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Rio Properties, Inc., and Rio Leasing, Inc.

19. THAT Harrah's Entertainment, Inc., shall maintain its presently existing compliance system for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Harrah's Entertainment, Inc., its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which Harrah's Entertainment, Inc., its subsidiaries and any affiliated entities operate. The compliance

system, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable in gaming regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee.

Harrah's Entertainment, Inc., shall amend the compliance system, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his designee related to a review of activities relevant to the continuing qualification of Harrah's Entertainment, Inc., and its subsidiaries under the provisions of the Act and Regulations.

20. THAT pursuant to NRS 463.625, Harrah's Entertainment, Inc., is 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.

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

22. THAT pursuant to NRS 463.625, Harrah's Operating Company, Inc., is 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.

23. THAT Harrah's Operating Company, Inc., is 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.

24. 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 these Orders 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.

25. 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.

ENTERED at Las Vegas, Nevada, this 24th day of January 2002.