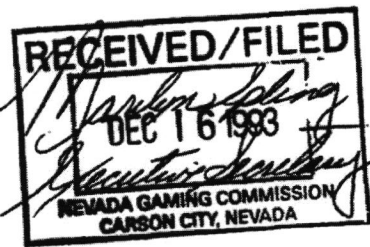


2361



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: