

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