

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HARVEYS CASINO RESORTS
(Registration)

EIGHTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on January 13, 1999, and the Nevada Gaming Commission (Commission") on January 28, 1999, 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. The following applications, as amended and supplemented, have been filed:

a. The applications of Colony HCR Voteco, LLC for registration as a holding company, for approval of acquisition of control of Harveys Casino Resorts, and for a finding of suitability as shareholder and controlling shareholder of Harveys Casino Resorts.

b. The applications of Thomas Joseph Barrack, Jr. and Kelvin Lloyd Davis for findings of suitability as shareholders and controlling shareholders of Harveys Casino Resorts.

c. The application of Harveys Casino Resorts for 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 a credit agreement, security agreement and pledge of stock and its 10 5/8% Senior Subordinated Notes due 2006.

d. The application of Harveys Casino Resorts for approval to pledge the common stock of Harveys Tahoe Management Company, Inc. to Wells Fargo Bank, National Bank, as Agent Bank on behalf of itself and a group of commercial banks, as "Secured Party."

e. The application of Harveys Casino Resorts for amendments to its Seventh Revised Order of Registration.

2. THAT the Seventh Revised Order of Registration, dated October 23, 1997, is hereby amended and restated, in its entirety, by this Eighth Revised Order of Registration, subject to to the provisions of Paragraph 20.

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 Colony HCR Voteco, LLC is registered as a holding company and is found suitable as shareholder and controlling shareholder of Harveys Casino Resorts.

5. THAT Colony HCR Voteco, LLC is approved to acquire the control of Harveys Casino Resorts.

6. THAT Thomas Joseph Barrack, Jr. and Kelvin Lloyd Davis are each found suitable as shareholders and controlling shareholders of Harveys Casino Resorts.