

DRAFT #1

File No. SD-101

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

HARVEYS CASINO RESORTS

(Delayed Public Offering)

REVISED ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on January 13, 1999, and before 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. THAT the application, as amended and supplemented, of Harveys Casino Resorts for approval of a continuous or delayed public offering has been filed.

2. THAT for a period of nine (9) months ~~two years~~ Harveys Casino Resorts is hereby granted approval, pursuant to NGC Regulation 16.115, to make public offerings subject to the following conditions:

a. That at all times during the nine (9) month ~~two-year~~ period, Harveys Casino Resorts shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934;

b. That upon filing any documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Harveys Casino Resorts shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Harveys Casino Resorts or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

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3. The Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above.

ENTERED at Las Vegas, Nevada, this 28th day of January, 1999.

FOR THE COMMISSION:

Bill Curran, Chairman

Submitted by:

Daurean G. Sloan, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By _____
Deputy Attorney General
Gaming Division