

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 February 10, 1999, and before the Nevada Gaming Commission (Commission") on February 25, 1999, 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 approval of a continuous or delayed public offering of debt securities as defined by NRS 463.643(9) ("Debt Securities") by it or any affiliated company wholly owned by it which is or would thereby become a publicly traded corporation ("Affiliate") and for approval to place restrictions upon the transfer of, and enter into agreements not to encumber the equity securities of Harveys Tahoe Management

Company, Inc. pursuant to a public offering of Debt Securities made by Harveys Casino Resorts or its Affiliate(s), under the continuous or delayed public offering approval, have been filed.

b. The application of Harveys Tahoe Management Company, Inc. to guarantee securities issued by, and to hypothecate its assets to secure the payment or performance of any obligations evidenced by Debt Securities issued by Harveys Casino Resorts or its Affiliate(s) under the continuous or delayed public offering approval.

2. THAT for a period of nine (9) months Harveys Casino Resorts and its Affiliate(s) are hereby granted approval, pursuant to NGC Regulation 16.115, to make public offerings of Debt Securities subject to the following conditions:

a. That at all times during the nine (9) month period, Harveys Casino Resorts and its Affiliate(s) 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 Debt Securities for which approval would otherwise be required, Harveys Casino Resorts and its Affiliate(s) 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