

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

HARVEYS CASINO RESORTS

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on November 3, 1999, and before the Nevada Gaming Commission ("Commission") on November 18, 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 following applications, as amended and supplemented, have been filed:

a. The applications of Harveys Casino Resorts for (i) 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 (ii) 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 Affiliate(s), under the continuous or delayed public offering approval; and

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 two years Harveys Casino Resorts and 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 two year period, Harveys Casino Resorts and 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 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

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.

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.

4. THAT for a period of two years, Harveys Casino Resorts is hereby granted approval, pursuant to Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Harveys Tahoe Management Company, Inc. pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of two years, Harveys Tahoe Management Company, Inc. is hereby granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by, and to hypothecate its assets to secure the payment or performance of any obligations

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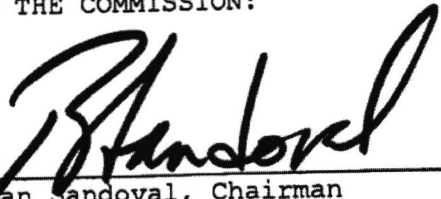
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evidenced by securities issued by Harveys Casino Resorts or
Affiliate(s) under the approval granted by Paragraph 2 of this Order.

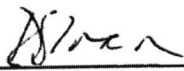
ENTERED at Las Vegas, Nevada, this 18th day of November 1999.

FOR THE COMMISSION:



Brian Sandoval, 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