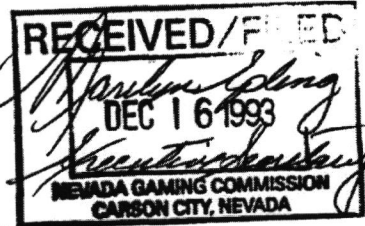


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File No. SD-101

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HARVEYS CASINO RESORTS
(Public Offering)

ORDER

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on December 10, 1993, and regularly for hearing before the Nevada Gaming Commission ("Commission") on December 16, 1993, 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 application of Harveys Casino Resorts, as amended and supplemented, for approval to make a public offering of up to 2,250,000 shares of its common stock, par value \$.01, has been filed.

2. THAT Harveys Casino Resorts is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to 2,250,000 shares of its common stock, par value \$.01, as described in the Securities and Exchange

Commission ("SEC") Form S-1 Registration Statement, as amended (SEC Registration No. 33-70670) ("Registration Statement").

3. THE Commission hereby delegates to the Chairman of the Board the authority to administratively approve an increase in the number of shares of the public offering approved by paragraph 2; provided that the Chairman of the Board finds that such increase does not constitute a material change from the public offering approved hereby. For purposes hereof only, an increase of 10% or less in the number of shares of the public offering shall not be deemed a material change.

4. THAT the approval set forth in paragraph 2 is specifically conditioned as follows:

a. That Harveys Casino Resorts shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that may have a material effect on Harveys Casino Resorts, or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

b. That the approval granted herein may be rescinded without prior notice upon issuance of an interlocutory stop order by the Chairman of the Board.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


5. 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 4(b).

6. THAT Harveys Casino Resorts is granted ninety (90) calendar days from the date of this Order to have the Registration Statement declared effective by

the SEC. If the Registration Statement is not declared effective by the SEC within said time period, unless administratively extended by the Chairman of the Board or his designee, then this Order and all of the approvals, terms and provisions herein shall be deemed withdrawn and rendered null and void.

ENTERED at Carson City, Nevada, this 16th day of December, 1993.

FOR THE COMMISSION:



Bill Curran, Chairman

Submitted by:


Mark A. Clayton, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 
Deputy Attorney General
Gaming Division