

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
HARVEYS CASINO RESORTS
(Registration)

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on December 6, 1995, and before the Nevada Gaming Commission ("Commission") on December 21, 1995, 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 applications of Harveys Casino Resorts for an amendment to its Order of Registration and for licensure as a distributor have been filed.
2. THAT the Second Revised Order of Registration, dated October 26, 1995 is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.
3. THAT Harveys Casino Resorts is registered as a publicly traded corporation and is found suitable as the sole stockholder of Harveys L.V. Management Company, Inc.

4. THAT Harveys L.V. Management Company, Inc. is registered as an intermediary company, is found suitable as a 40% stockholder of the Class A (voting) common stock of Hard Rock Hotel, Inc. and is found suitable as a 40% stockholder of the Class B (non-voting) common stock of Hard Rock Hotel, Inc.

5. THAT Harveys L.V. Management Company, Inc. is licensed as a key employee of Hard Rock Hotel, Inc.

6. THAT Harveys Casino Resorts, dba Harvey's Resort Hotel/Casino, is licensed as a distributor, and is licensed to conduct nonrestricted gaming operations, including a race book and sports pool, at Highway 50 and Stateline Avenue, Stateline, subject to such conditions or limitations imposed by the Commission.

7. THAT Hard Rock Hotel, Inc., dba Hard Rock Hotel and Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 4475 Paradise Road, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Beverlee Ann Ledbetter is found suitable, pursuant to NRS 463.643, as a stockholder of Harveys Casino Resorts and is found suitable, pursuant to NGC Regulation 16.400, as the controlling stockholder of Harveys Casino Resorts.

9. THAT, Harveys Casino Resorts is granted approval, pursuant to NRS 463.510, and NGC Regulation 15.585.7-2, as appropriate, to pledge the stock of Harveys L.V. Management Company, Inc. to First Interstate Bank as Secured Party, provided that: (a) a copy of the fully executed Security Agreement and Pledge