

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
HARVEYS CASINO RESORTS  
(Registration)

FIFTH REVISED ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on May 15, 1997, and regularly for hearing before the Nevada Gaming Commission (Commission") on May 22, 1997, 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 application of Harveys Casino Resorts for an amendment to its Order of Registration, for a finding of suitability as the sole shareholder of Harveys Tahoe Management Company, Inc., and for approval to pledge the common stock of Harveys Tahoe Management Company, Inc. in favor of Wells Fargo Bank, N.A. as Managing Agent in conjunction with a Credit Facility; and

b. The applications of Harveys Tahoe Management Company, Inc. for a nonrestricted gaming license, including a race book and sports pool, and for licensure as a manufacturer and distributor.

2. THAT the Fourth Revised Order of Registration, dated September 20, 1996 is hereby amended and restated, in its entirety, by this Fifth Revised Order of Registration.

3. THAT Harveys Casino Resorts is registered as a publicly traded corporation and is found suitable as the sole shareholder of Harveys L.V. Management Company, Inc. and Harveys Tahoe Management Company, Inc.

4. THAT Harveys L.V. Management Company, Inc. is registered as an intermediary company, is found suitable as a 40% shareholder of the Class A (voting) common stock of Hard Rock Hotel, Inc. and is found suitable as a 40% shareholder 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 Tahoe Management Company, Inc., dba Harveys Resort Hotel/Casino, is licensed as a manufacturer and distributor, and is licensed to conduct off-track pari-mutuel wagering and 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. and Harveys Tahoe Management Company, Inc. to Wells Fargo Bank, N.A. as Secured Party, provided that: (a) this approval is pursuant to the fully executed Security Agreement and Pledge of Stock dated August 14, 1995, as amended by the First Amendment to the Security Agreement and Pledge of Stock in the form of the draft dated March 20, 1997, a copy of which must be filed with the Board within five business days after execution; (b) the prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such stock (except back to Harveys Casino Resorts) and before any other resort to such stock collateral or other enforcement of the security interest in such stock, may occur; and (c) pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Harveys L.V. Management Company, Inc. and Harveys Tahoe Management Company, Inc. evidencing said pledge of stock must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by Agents or employees of the Board immediately upon request during normal business hours.

10. THAT in conjunction with the Security Agreement and Pledge of Stock, as amended, Harveys Casino Resorts is granted approval, pursuant to NGC Regulation 15.510.1-4(a), to place restrictions upon the transfer of, and to

enter into an agreement not to encumber, the stock of Harveys L.V. Management Company, Inc.

11. THAT Harveys L.V. Management Company, Inc. is granted approval, pursuant to NGC Regulation 15.510.1-4(a), to place restrictions upon the transfer of, and enter into agreement not to encumber, the Class A common stock and Class B common stock of Hard Rock Hotel, Inc., solely in conjunction with the Stockholders Agreement by and among: Hard Rock Hotel, Inc., Harveys Wagon Wheel, Inc. [c/k/a Harveys Casino Resorts], and Lily Pond Investments, Inc., dated August 30, 1993.

12. THAT Harveys Casino Resorts shall fund and maintain with the Board a revolving fund in the amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Harveys Casino Resorts, its subsidiaries and any affiliated entities.

13. THAT Harveys Casino Resorts shall comply with NRS 463.635 through NRS 463.645, inclusive.

14. THAT Harveys Casino Resorts is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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15. THAT the Commission hereby expressly finds that the exemptions and conditions herein granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

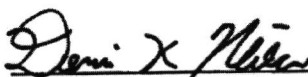
ENTERED at Las Vegas, Nevada, this 22nd day of May, 1997.

FOR THE COMMISSION:

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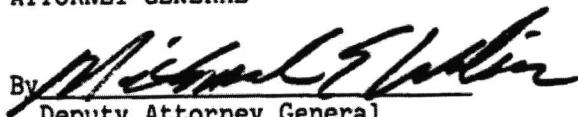
Bill Curran, Chairman

Submitted by:

  
Dennis K. Neilander, Chief  
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA  
ATTORNEY GENERAL

By   
Deputy Attorney General  
Gaming Division