

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.