

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
HARVEYS CASINO RESORTS  
(Registration)

SIXTH REVISED ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on October 14, 1997, at Las Vegas, Nevada, and regularly before the Nevada Gaming Commission (Commission") on October 23, 1997, 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 following applications, as amended and supplemented, have been filed:

a. The application of Harveys Casino Resorts for a finding of suitability to beneficially own 40% of the outstanding Class A and B common stock of Hard Rock Hotel, Inc., and for an amendment to its Order of Registration; and

b. The application of Harveys L.V. Management Company, Inc. to transfer the securities it beneficially owns in Hard Rock Hotel, Inc., to Harveys Casino Resorts.

2. THAT the Fifth Revised Order of Registration, dated May 22, 1997 is hereby amended and restated, in its entirety, by this Sixth Revised Order of Registration.

3. THAT Harveys Casino Resorts is registered as a publicly traded corporation, is found suitable as the sole shareholder of Harveys L.V. Management Company, Inc. and Harveys Tahoe Management Company, Inc., and is found suitable to beneficially own 40% of the outstanding Class A and B common stock of Hard Rock Hotel, 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 L.V. Management Company, Inc. is granted approval, pursuant to NRS 463.510, to transfer the Class A and B common stock it beneficially owns in Hard Rock Hotel, Inc., to Harveys Casino Resorts.

7. 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.

8. 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