

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

\_\_\_\_\_  
In the Matter of

HARD ROCK HOTEL, INC.

(Registration) \_\_\_\_\_

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on August 5, 1998, and before the Nevada Gaming Commission ("Commission") on August 20, 1998, 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 applications of Hard Rock Hotel, Inc. for registration as a publicly traded corporation, for an exemption from the provisions of NGC Regulation 16.100(1) and (2) and for approval of a public offering; and
  - b. The application of Lily Pond Investments, Inc. for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the common stock of Hard Rock Hotel, Inc.
2. THAT Hard Rock Hotel, Inc. is registered as a publicly traded corporation.

3. THAT Hard Rock Hotel, Inc., dba Hard Rock Hotel and Casino, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 4455 Paradise Road, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

4. THAT Hard Rock Hotel, Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to \$120,000,000 aggregate principal amount of 9 1/4% Senior Subordinated Notes due 2005 (the "Notes"), pursuant to and as described in the Securities and Exchange Commission ("SEC") Form S-4 Registration Statement (SEC Registration No. 333-53211) ("Registration Statement").

5. THAT the approvals set forth in paragraph 4 above are specifically conditioned as follows:

a. That Hard Rock Hotel, Inc. 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 would have a material effect on Hard Rock Hotel, Inc. or its subsidiaries which would be subject to reporting on SEC Form 8-K; and

b. That the approvals granted herein may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board.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

6. 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 5(b) above.

7. THAT Hard Rock Hotel, Inc. is granted sixty (60) days from the date of this Order of Registration 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 of Registration shall be deemed withdrawn and rendered null and void.

8. THAT in conjunction with the issuance of the Notes, Lily Pond Investments, Inc. is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the common stock of Hard Rock Hotel, Inc.

9. THAT Hard Rock Hotel, Inc. 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 Hard Rock Hotel, Inc. its subsidiaries and any affiliated entities.

10. THAT, except as otherwise provided in Paragraph 12, pursuant to NRS 463.625, Hard Rock Hotel, Inc. is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

11. THAT, except as otherwise provided in Paragraph 12, Hard Rock Hotel, Inc. is exempted from NGC Regulation 15 and shall instead comply with provisions of NGC Regulation 16, except that Hard Rock Hotel, Inc. is exempted, pursuant to NGC Regulation 16.450, from the provisions of NGC Regulation 16.100(1) and (2), and the balance of NGC Regulation 16 shall be interpreted so as to apply to Hard Rock Hotel, Inc.

12. THAT, the beneficial owners of the Class A common stock and the Class B common stock of Hard Rock Hotel, Inc. shall not sell, assign, transfer, pledge or otherwise dispose of such stock without the prior approval of the Commission.

13. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State Policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada, this 20th day of August, 1998.