

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

HARD ROCK HOTEL, INC.

(Registration)_____

REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on March 10, 1999, and before the Nevada Gaming Commission ("Commission") on March 25, 1999, 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 Hard Rock Hotel, Inc. for amendment to its Order of Registration; and

b. The application of Peter Alan Morton for a finding of suitability as the controlling shareholder of Hard Rock Hotel, Inc.

2. THAT the Hard Rock Hotel, Inc. Order of Registration dated August 20, 1998, is hereby amended and restated, in its entirety, by this Revised Order of Registration.

3. THAT Hard Rock Hotel, Inc. is registered as a publicly traded corporation.

4. THAT Peter Alan Morton is found suitable as a controlling shareholder of Hard Rock Hotel, Inc.

5. 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.

6. 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").

7. THAT the approvals set forth in Paragraph 6 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b. That the approvals granted herein may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board.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.

8. 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 7(b) above.

9. 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.

10. THAT Hard Rock Hotel, Inc. shall establish and maintain a gaming compliance program for the purpose of, at a minimum performing due diligence, determining the suitability of relationships with other entities and individuals. and to review and ensure compliance by Hard Rock Hotel, Inc., its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended the Commission's Regulations, as amended (the "Regulations"), and the laws and regulations of any other jurisdictions in which Hard Rock Hotel, Inc., its subsidiaries and any affiliated entities operate. The gaming compliance program, any amendments thereto, and the members, one such member which shall be independent, shall be administratively reviewed and approved by the Chairman of the Board, or his designee. Hard Rock Hotel, Inc. shall amend the gaming compliance program, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his designee, related to a review of activities relevant to the continuing qualification of Hard Rock Hotel, Inc. under the provisions of the Act and Regulations.

11. 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.

12. THAT, except as otherwise provided in Paragraph 13, 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.

13. THAT, except as otherwise provided in Paragraph 14, 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.

14. 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.

15. 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 Las Vegas, Nevada, this 25th day of March 1999.