

LAS VEGAS SANDS CORP

Form 10-Q

November 09, 2011

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**UNITED STATES SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q**

**☐ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2011**

**○ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-32373  
LAS VEGAS SANDS CORP.**

*(Exact name of registration as specified in its charter)*

**Nevada**

*(State or other jurisdiction of  
incorporation or organization)*

**27-0099920**

*(I.R.S. Employer  
Identification No.)*

**3355 Las Vegas Boulevard South  
Las Vegas, Nevada**

*(Address of principal executive offices)*

**89109**

*(Zip Code)*

**(702) 414-1000**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No   
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting  
company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date.

| <b>Class</b>                     | <b>Outstanding at November 1, 2011</b> |
|----------------------------------|--|
| Common Stock (\$0.001 par value) | 732,718,517 shares                     |



**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
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EX-101 SCHEMA DOCUMENT

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EX-101 DEFINITION LINKBASE DOCUMENT



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Condensed Consolidated Balance Sheets**

|   | <b>September<br/>30,<br/>2011</b>  | <b>December 31,<br/>2010</b> |
|---|--|------------------------------|
|   | <b>(In thousands, except share and<br/>per share data)<br/>(Unaudited)</b> |                              |
| <b>ASSETS</b>   |  |                              |
| Current assets:   |  |                              |
| Cash and cash equivalents                                 | \$ 3,951,575   | \$ 3,037,081                 |
| Restricted cash and cash equivalents                      | 184,366  | 164,315                      |
| Accounts receivable, net                                  | 1,112,896  | 716,919                      |
| Inventories   | 33,462   | 32,260                       |
| Deferred income taxes, net                                | 9,664  | 61,606                       |
| Prepaid expenses and other                                | 50,693   | 46,726                       |
| Total current assets                                      | 5,342,656  | 4,058,907                    |
| Property and equipment, net                               | 14,804,973   | 14,502,197                   |
| Deferred financing costs, net                             | 126,419  | 155,378                      |
| Restricted cash and cash equivalents                      | 35,510   | 645,605                      |
| Deferred income taxes, net                                | 14,361   | 10,423                       |
| Leasehold interests in land, net                          | 1,382,539  | 1,398,840                    |
| Intangible assets, net                                    | 82,546   | 89,805                       |
| Other assets, net   | 176,247  | 183,153                      |
| Total assets  | \$ 21,965,251  | \$ 21,044,308                |
| <b>LIABILITIES AND EQUITY</b>                             |  |                              |
| Current liabilities:                                      |  |                              |
| Accounts payable  | \$ 103,319   | \$ 113,505                   |
| Construction payables                                     | 355,686  | 516,981                      |
| Accrued interest payable                                  | 19,318   | 42,625                       |
| Other accrued liabilities                                 | 1,318,857  | 1,160,234                    |
| Income taxes payable                                      | 78,447   |                              |
| Current maturities of long-term debt                      | 457,344  | 767,068                      |
| Total current liabilities                                 | 2,332,971  | 2,600,413                    |
| Other long-term liabilities                               | 81,950   | 78,240                       |
| Deferred income taxes                                     | 134,928  | 115,219                      |
| Deferred proceeds from sale of The Shoppes at The Palazzo | 266,585  | 243,928                      |
| Deferred gain on sale of The Grand Canal Shoppes          | 48,210   | 50,808                       |
| Deferred rent from mall transactions                      | 120,285  | 147,378                      |
| Long-term debt  | 9,282,084  | 9,373,755                    |

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|   |               |               |
|---|---------------|---------------|
| Total liabilities   | 12,267,013    | 12,609,741    |
| Preferred stock, \$0.001 par value, issued to Principal Stockholder's family,<br>5,250,000 shares issued and outstanding, after allocation of fair value of<br>attached warrants, aggregate redemption/liquidation value of \$577,500 | 572,787       | 503,379       |
| Commitments and contingencies (Note 9)  |               |               |
| Equity:   |               |               |
| Preferred stock, \$0.001 par value, 50,000,000 shares authorized, 1,871,794 and<br>3,614,923 shares issued and outstanding with warrants to purchase up to<br>1,694,503 and 22,663,212 shares of common stock                         | 107,368       | 207,356       |
| Common stock, \$0.001 par value, 1,000,000,000 shares authorized,<br>731,668,681 and 707,507,982 shares issued and outstanding  | 732           | 708           |
| Capital in excess of par value  | 5,587,892     | 5,444,705     |
| Accumulated other comprehensive income  | 103,067       | 129,519       |
| Retained earnings   | 1,830,097     | 880,703       |
| Total Las Vegas Sands Corp. stockholders' equity  | 7,629,156     | 6,662,991     |
| Noncontrolling interests  | 1,496,295     | 1,268,197     |
| Total equity  | 9,125,451     | 7,931,188     |
| Total liabilities and equity  | \$ 21,965,251 | \$ 21,044,308 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Operations**

|  | Three Months Ended<br>September 30,             |              | Nine Months Ended<br>September 30, |              |
|--|---|--------------|------------------------------------|--------------|
|  | 2011  | 2010         | 2011                               | 2010         |
|  | (In thousands, except share and per share data) |              |                                    |              |
|  | (Unaudited)                                     |              |                                    |              |
| Revenues:  |   |              |                                    |              |
| Casino   | \$ 1,903,142                                    | \$ 1,573,851 | \$ 5,429,903                       | \$ 3,929,922 |
| Rooms  | 262,352   | 208,160      | 734,022                            | 579,709      |
| Food and beverage                                | 147,223   | 117,186      | 438,632                            | 314,344      |
| Convention, retail and other                     | 223,841   | 147,179      | 589,138                            | 370,660      |
|  | 2,536,558                                       | 2,046,376    | 7,191,695                          | 5,194,635    |
| Less-promotional allowances                      | (127,183)                                       | (137,604)    | (325,305)                          | (356,499)    |
| Net revenues                                     | 2,409,375                                       | 1,908,772    | 6,866,390                          | 4,838,136    |
| Operating expenses:                              |   |              |                                    |              |
| Casino   | 993,378   | 882,178      | 2,889,327                          | 2,367,760    |
| Rooms  | 53,493  | 36,866       | 152,679                            | 100,593      |
| Food and beverage                                | 71,781  | 50,906       | 216,619                            | 143,007      |
| Convention, retail and other                     | 99,229  | 70,603       | 291,498                            | 194,333      |
| Provision for doubtful accounts                  | 33,953  | 37,833       | 92,507                             | 72,986       |
| General and administrative                       | 240,672   | 193,476      | 674,718                            | 492,654      |
| Corporate expense                                | 54,031  | 28,686       | 133,983                            | 78,116       |
| Rental expense                                   | 10,143  | 9,186        | 33,333                             | 30,690       |
| Pre-opening expense                              | 15,823  | 10,107       | 43,472                             | 97,684       |
| Development expense                              | 3,308   | 425          | 6,301                              | 1,258        |
| Depreciation and amortization                    | 200,071   | 186,738      | 596,469                            | 510,521      |
| Impairment loss                                  |   | 16,057       |                                    | 16,057       |
| Loss on disposal of assets                       | 937   | 2,406        | 8,879                              | 40,577       |
|  | 1,776,819                                       | 1,525,467    | 5,139,785                          | 4,146,236    |
| Operating income                                 | 632,556   | 383,305      | 1,726,605                          | 691,900      |
| Other income (expense):                          |   |              |                                    |              |
| Interest income                                  | 2,369   | 2,661        | 8,444                              | 6,367        |
| Interest expense, net of amounts capitalized     | (70,761)  | (76,723)     | (214,938)                          | (231,875)    |
| Other income (expense)                           | (6,617)   | 6,444        | (9,384)                            | (6,205)      |
| Loss on modification or early retirement of debt |   | (21,692)     |                                    | (18,555)     |
| Income before income taxes                       | 557,547   | 293,995      | 1,510,727                          | 441,632      |
| Income tax expense                               | (52,375)  | (25,161)     | (151,960)                          | (46,436)     |
| Net income                                       | 505,172   | 268,834      | 1,358,767                          | 395,196      |
|  | (80,293)  | (54,337)     | (233,928)                          | (121,311)    |



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Net income attributable to noncontrolling interests

|   |             |             |             |             |
|---|-------------|-------------|-------------|-------------|
| Net income attributable to Las Vegas Sands Corp.  | 424,879     | 214,497     | 1,124,839   | 273,885     |
| Preferred stock dividends   | (19,140)    | (23,350)    | (57,957)    | (70,050)    |
| Accretion to redemption value of preferred stock issued to Principal Stockholder's family | (23,136)    | (23,136)    | (69,408)    | (69,408)    |
| Preferred stock inducement and repurchase premiums  | (28,972)    |             | (48,080)    |             |
| Net income attributable to common stockholders  | \$ 353,631  | \$ 168,011  | \$ 949,394  | \$ 134,427  |
| Basic earnings per share  | \$ 0.48     | \$ 0.25     | \$ 1.31     | \$ 0.20     |
| Diluted earnings per share  | \$ 0.44     | \$ 0.21     | \$ 1.17     | \$ 0.17     |
| Weighted average shares outstanding:  |             |             |             |             |
| Basic   | 729,773,246 | 660,836,841 | 727,309,255 | 660,495,783 |
| Diluted   | 812,543,534 | 789,156,247 | 811,550,683 | 782,156,007 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Equity and Comprehensive Income**

|  | Las Vegas Sands Corp. Stockholders' Equity |                 |                                      |   |                      |                                  |              | Noncontrolling<br>Interests | Total |
|--|--|-----------------|--------------------------------------|---|----------------------|----------------------------------|--------------|-----------------------------|-------|
|  | Preferred<br>Stock                         | Common<br>Stock | Capital in<br>Excess of<br>Par Value | Accumulated<br>Other<br>Comprehensive<br>Income | Retained<br>Earnings | Total<br>Comprehensive<br>Income | Total        |                             |       |
| <b>Balance at<br/>January 1,<br/>2010</b>                  | \$ 234,607                                 | \$ 660          | \$ 5,114,851                         | \$ 26,748                                       | \$ 473,833           |                                  | \$ 1,089,888 | \$ 6,940,587                |       |
| Net income   |  |                 |                                      |   | 273,885              | 273,885                          | 121,311      | 395,196                     |       |
| Currency translation adjustment                            |  |                 |                                      | 74,871  |                      | 74,871                           | (481)        | 74,390                      |       |
| Total comprehensive income                                 |  |                 |                                      |   |                      | 348,756                          | 120,830      | 469,586                     |       |
| Exercise of stock options                                  |  | 1               | 6,395                                |   |                      |                                  |              | 6,396                       |       |
| Tax shortfall from stock-based compensation                |  |                 | (195)                                |   |                      |                                  |              | (195)                       |       |
| Stock-based compensation                                   |  |                 | 42,674                               |   |                      |                                  | 2,065        | 44,739                      |       |
| Exercise of warrants                                       | (4)  |                 | 9                                    |   |                      |                                  |              | 5                           |       |
| Deemed contribution from Principal Stockholder             |  |                 | 317                                  |   |                      |                                  |              | 317                         |       |
| Acquisition of remaining shares of noncontrolling interest |  |                 | 2,345                                |   |                      |                                  | (2,345)      |                             |       |
| Dividends declared, net of amounts previously accrued      |  |                 |                                      |   | (63,196)             |                                  |              | (63,196)                    |       |
| Accumulated but undeclared dividend requirement on         |  |                 |                                      |   | (6,854)              |                                  |              | (6,854)                     |       |

|  |            |        |              |            |            |           |              |              |
|--|------------|--------|--------------|------------|------------|-----------|--------------|--------------|
| preferred stock issued to Principal Stockholders family                                  |            |        |              |            |            |           |              |              |
| Accretion to redemption value of preferred stock issued to Principal Stockholders family |            |        |              |            | (69,408)   |           |              | (69,408)     |
| <b>Balance at September 30, 2010</b>   | \$ 234,603 | \$ 661 | \$ 5,166,396 | \$ 101,619 | \$ 608,260 |           | \$ 1,210,438 | \$ 7,321,977 |
| <b>Balance at January 1, 2011</b>  | \$ 207,356 | \$ 708 | \$ 5,444,705 | \$ 129,519 | \$ 880,703 |           | \$ 1,268,197 | \$ 7,931,188 |
| Net income   |            |        |              |            | 1,124,839  | 1,124,839 | 233,928      | 1,358,767    |
| Currency translation adjustment  |            |        |              | (26,452)   |            | (26,452)  | (2,192)      | (28,644)     |
| Total comprehensive income   |            |        |              |            |            | 1,098,387 | 231,736      | 1,330,123    |
| Exercise of stock options  |            | 2      | 21,270       |            |            |           | 1,140        | 22,412       |
| Tax shortfall from stock-based compensation  |            |        | (83)         |            |            |           |              | (83)         |
| Stock-based compensation   |            |        | 45,735       |            |            |           | 2,199        | 47,934       |
| Issuance of restricted stock   |            | 1      | (1)          |            |            |           |              |              |
| Exercise of warrants   | (66,625)   | 21     | 76,266       |            |            |           |              | 9,662        |
| Repurchase of preferred stock  | (33,363)   |        |              |            | (31,586)   |           |              | (64,949)     |
| Disposition of interest in majority owned subsidiary                                     |            |        |              |            |            |           | 829          | 829          |
| Distributions to noncontrolling interests  |            |        |              |            |            |           | (7,806)      | (7,806)      |
|  |            |        |              |            | (51,103)   |           |              | (51,103)     |

|  |            |        |              |            |              |  |  |              |          |              |
|--|------------|--------|--------------|------------|--------------|--|--|--------------|----------|--------------|
| Dividends<br>declared, net of<br>amounts<br>previously<br>accrued<br>Accumulated<br>but undeclared<br>dividend<br>requirement on<br>preferred stock<br>issued to<br>Principal<br>Stockholder s<br>family |            |        |              |            |              |  |  |              | (6,854)  | (6,854)      |
| Accretion to<br>redemption<br>value of<br>preferred stock<br>issued to<br>Principal<br>Stockholder s<br>family   |            |        |              |            |              |  |  |              | (69,408) | (69,408)     |
| Preferred stock<br>inducement<br>premium   |            |        |              |            |              |  |  |              | (16,494) | (16,494)     |
| <b>Balance at<br/>September 30,<br/>2011</b>   | \$ 107,368 | \$ 732 | \$ 5,587,892 | \$ 103,067 | \$ 1,830,097 |  |  | \$ 1,496,295 |          | \$ 9,125,451 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Cash Flows**

|  | <b>Nine Months Ended</b><br><b>September 30,</b><br><b>2011                      2010</b><br><b>(In thousands)</b><br><b>(Unaudited)</b> |                 |
|--|--|-----------------|
| <b>Cash flow from operating activities:</b>  |  |                 |
| Net income   | \$ 1,358,767   | \$ 395,196      |
| Adjustments to reconcile net income to net cash generated from operating activities: |  |                 |
| Depreciation and amortization  | 596,469  | 510,521         |
| Amortization of leasehold interests in land included in rental expense               | 33,333   | 30,690          |
| Amortization of deferred financing costs and original issue discount                 | 35,059   | 29,885          |
| Amortization of deferred gain and rent   | (7,182)  | (3,870)         |
| Non-cash change in deferred proceeds from sale of The Shoppes at The Palazzo         | 754  |                 |
| Loss on modification or early retirement of debt                                     |  | 3,756           |
| Impairment and loss on disposal of assets  | 8,879  | 56,634          |
| Stock-based compensation expense   | 47,242   | 42,552          |
| Provision for doubtful accounts  | 92,507   | 72,986          |
| Foreign exchange losses  | 3,013  | 1,183           |
| Deferred income taxes  | 69,219   | 58,042          |
| Non-cash contribution from Principal Stockholder included in corporate expense       |  | 317             |
| Changes in operating assets and liabilities:   |  |                 |
| Accounts receivable  | (502,848)  | (219,592)       |
| Inventories  | (1,287)  | (479)           |
| Prepaid expenses and other   | 1,628  | (6,371)         |
| Leasehold interests in land  | (22,980)   | (17,199)        |
| Accounts payable   | (10,217)   | 16,912          |
| Accrued interest payable   | (23,319)   | (3,920)         |
| Income taxes payable   | 80,497   | 8,052           |
| Other accrued liabilities  | 169,639  | 232,703         |
| <br>Net cash generated from operating activities                                     | <br>1,929,173  | <br>1,207,998   |
| <b>Cash flows from investing activities:</b>   |  |                 |
| Changes in restricted cash and cash equivalents                                      | 590,096  | (836,805)       |
| Capital expenditures   | (1,087,605)  | (1,650,264)     |
| Proceeds from disposal of property and equipment                                     | 5,487  | 5,951           |
| Acquisition of intangible assets   | (100)  | (44,599)        |
| Purchases of investments   |  | (173,774)       |
| Proceeds from investments  |  | 173,774         |
| <br>Net cash used in investing activities  | <br>(492,122)  | <br>(2,525,717) |
| <b>Cash flows from financing activities:</b>   |  |                 |
| Proceeds from exercise of stock options  | 22,412   | 6,396           |
| Proceeds from exercise of warrants   | 9,662  | 5               |
| Dividends paid to preferred stockholders   | (57,957)   | (70,050)        |

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|  |              |              |
|--|--------------|--------------|
| Distributions to noncontrolling interests        | (7,806)      |              |
| Proceeds from long-term debt (Note 3)            |              | 1,399,157    |
| Repayments on long-term debt (Note 3)            | (399,403)    | (2,524,602)  |
| Repurchase of preferred stock                    | (64,949)     |              |
| Payments of preferred stock inducement premium   | (16,494)     |              |
| Payments of deferred financing costs             | (6,076)      | (65,823)     |
| Net cash used in financing activities            | (520,611)    | (1,254,917)  |
| Effect of exchange rate on cash                  | (1,946)      | 11,932       |
| Increase (decrease) in cash and cash equivalents | 914,494      | (2,560,704)  |
| Cash and cash equivalents at beginning of period | 3,037,081    | 4,955,416    |
| Cash and cash equivalents at end of period       | \$ 3,951,575 | \$ 2,394,712 |

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## Condensed Consolidated Statements of Cash Flows

|   | <b>Nine Months Ended<br/>September 30,<br/>2011                      2010<br/>(In thousands)<br/>(Unaudited)</b> |              |
|---|--|--------------|
| <b>Supplemental disclosure of cash flow information:</b>  |  |              |
| Cash payments for interest, net of amounts capitalized  | \$ 203,183   | \$ 205,343   |
| Cash payments for taxes, net of refunds   | \$ (5,582)   | \$ 175       |
| Changes in construction payables  | \$ (161,295)   | \$ (207,574) |
| <b>Non-cash investing and financing activities:</b>   |  |              |
| Capitalized stock-based compensation costs  | \$ 692   | \$ 2,187     |
| Property and equipment acquired under capital lease   | \$   | \$ 3,549     |
| Accumulated but undeclared dividend requirement on preferred stock issued to Principal Stockholder's family | \$ 6,854   | \$ 6,854     |
| Accretion to redemption value of preferred stock issued to Principal Stockholder's family                   | \$ 69,408  | \$ 69,408    |
| Acquisition of remaining shares of noncontrolling interest  | \$   | \$ 2,345     |
| Disposition of interest in majority owned subsidiary  | \$ 829   | \$           |
| Warrants exercised and settled through tendering of preferred stock   | \$ 66,625  | \$ 4         |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 1 ORGANIZATION AND BUSINESS OF COMPANY**

The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K of Las Vegas Sands Corp. ( LVSC ), a Nevada corporation, and its subsidiaries (collectively the Company ) for the year ended December 31, 2010. The year-end balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America ( GAAP ). In the opinion of management, all adjustments and normal recurring accruals considered necessary for a fair statement of the results for the interim period have been included. The interim results reflected in the unaudited condensed consolidated financial statements are not necessarily indicative of expected results for the full year. The Company s common stock is traded on the New York Stock Exchange under the symbol LVS.

In November 2009, the Company s subsidiary, Sands China Ltd. ( SCL, the indirect owner and operator of the majority of the Company s operations in the Macau Special Administrative Region ( Macau ) of the People s Republic of China), completed an initial public offering by listing its ordinary shares (the SCL Offering ) on The Main Board of The Stock Exchange of Hong Kong Limited ( SEHK ). Immediately following the SCL Offering and several transactions consummated in connection with such offering, the Company owned 70.3% of the issued and outstanding ordinary shares of SCL. The shares of SCL were not, and will not, be registered under the Securities Act of 1933, as amended, and may not be offered or sold in the U.S. absent a registration under the Securities Act of 1933, as amended, or an applicable exception from such registration requirements.

**Operations*****United States******Las Vegas***

The Company owns and operates The Venetian Resort Hotel Casino ( The Venetian Las Vegas ), a Renaissance Venice-themed resort; The Palazzo Resort Hotel Casino ( The Palazzo ), a resort featuring modern European ambience and design; and an expo and convention center of approximately 1.2 million square feet (the Sands Expo Center ). These Las Vegas properties, situated on or near the Las Vegas Strip, form an integrated resort with approximately 7,100 suites; approximately 225,000 square feet of gaming space; a meeting and conference facility of approximately 1.1 million square feet; an enclosed retail, dining and entertainment complex located within The Venetian Las Vegas of approximately 440,000 net leasable square feet ( The Grand Canal Shoppes ), which was sold to GGP Limited Partnership ( GGP ) in 2004; and an enclosed retail and dining complex located within The Palazzo of approximately 400,000 net leasable square feet ( The Shoppes at The Palazzo ), which was sold to GGP in February 2008. See Note 2 Property and Equipment, Net regarding the sale of The Shoppes at The Palazzo.

***Pennsylvania***

In May 2009, the Company partially opened Sands Casino Resort Bethlehem (the Sands Bethlehem ), a gaming, hotel, retail and dining complex located on the site of the historic Bethlehem Steel Works in Bethlehem, Pennsylvania. Sands Bethlehem currently features approximately 152,000 square feet of gaming space, which include table games operations that commenced in July 2010; a 300-room hotel tower, which opened in May 2011; an arts and cultural center; and the broadcast home of the local PBS affiliate. The Company has initiated construction activities on the remaining components of the integrated resort, which include a 150,000-square-foot retail facility (with a progressive opening beginning in November 2011) and a 50,000-square-foot multipurpose event center (expected to open in the second quarter of 2012). Sands Bethlehem is also expected to be home to the National Museum of Industrial History. The Company owns 86% of the economic interest of the gaming, hotel and entertainment portion of the property through its ownership interest in Sands Bethworks Gaming LLC and more than 35% of the economic interest of the retail portion of the property through its ownership interest in Sands Bethworks Retail LLC. As of September 30, 2011, the Company has capitalized construction costs of \$695.2 million for this project (including \$6.6 million in outstanding construction payables). The Company expects to spend approximately \$30 million to complete construction of the project, on furniture, fixtures and equipment ( FF&E ) and other costs, and to pay outstanding



construction payables, as noted above.

***Macau***

The Company currently owns 70.3% of SCL, which includes the operations of the Sands Macao, The Venetian Macao, Four Seasons Macao and other ancillary operations that support these properties, as further discussed below. The Company operates the gaming areas within these properties pursuant to a 20-year gaming subconcession.

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The Company owns and operates the Sands Macao, the first Las Vegas-style casino in Macau. The Sands Macao offers approximately 197,000 square feet of gaming space and a 289-suite hotel tower, as well as several restaurants, VIP facilities, a theater and other high-end services and amenities.

The Company also owns and operates The Venetian Macao Resort Hotel ( The Venetian Macao ), which anchors the Cotai Strip, the Company's master-planned development of integrated resort properties in Macau. With a theme similar to that of The Venetian Las Vegas, The Venetian Macao includes a 39-floor luxury hotel with over 2,900 suites; approximately 550,000 square feet of gaming space; a 15,000-seat arena; an 1,800-seat theater; retail and dining space of approximately 1.0 million square feet; and a convention center and meeting room complex of approximately 1.2 million square feet.

The Company owns the Four Seasons Hotel Macao, Cotai Strip (the Four Seasons Hotel Macao ), which features 360 rooms and suites managed and operated by Four Seasons Hotels Inc. and is located adjacent and connected to The Venetian Macao. Connected to the Four Seasons Hotel Macao, the Company owns and operates the Plaza Casino (together with the Four Seasons Hotel Macao, the Four Seasons Macao ), which features approximately 70,000 square feet of gaming space; 19 Paiza mansions; retail space of approximately 211,000 square feet, which is connected to the mall at The Venetian Macao; several food and beverage offerings; and conference, banquet and other facilities. This integrated resort will also feature the Four Seasons Apartment Hotel Macao, Cotai Strip (the Four Seasons Apartments ), an apart-hotel tower that consists of approximately 1.0 million square feet of Four Seasons-serviced and -branded luxury apart-hotel units and common areas. The Company has completed the structural work of the tower and expects to subsequently monetize units within the Four Seasons Apartments subject to market conditions and obtaining the necessary government approvals. As of September 30, 2011, the Company has capitalized \$1.15 billion for the property, including the land premium (net of amortization) and \$7.9 million in outstanding construction payables. The Company expects to spend approximately \$105 million primarily on additional costs to complete the Four Seasons Apartments, including FF&E and pre-opening costs, and to pay outstanding construction payables, as noted above.

***Singapore***

The Company owns and operates the Marina Bay Sands in Singapore, which partially opened on April 27, 2010, with additional portions opened progressively throughout 2010. The Marina Bay Sands features three 55-story hotel towers (totaling approximately 2,600 rooms and suites), the Sands SkyPark (which sits atop the hotel towers and features an infinity swimming pool and several dining options), approximately 160,000 square feet of gaming space, an enclosed retail, dining and entertainment complex of approximately 800,000 net leasable square feet, a convention center and meeting room complex of approximately 1.2 million square feet and theaters. In February 2011, the Marina Bay Sands opened a landmark iconic structure at the bay-front promenade that contains an art/science museum. As of September 30, 2011, the Company has capitalized 7.66 billion Singapore dollars ( SGD, approximately \$5.91 billion at exchange rates in effect on September 30, 2011) in costs for this project, including the land premium and SGD 190.5 million (approximately \$147.1 million at exchange rates in effect on September 30, 2011) in outstanding construction payables. The Company expects to spend approximately SGD 475 million (approximately \$367 million at exchange rates in effect on September 30, 2011) on construction-related costs, FF&E and other costs, and to pay outstanding construction payables, as noted above. As the Company has obtained Singapore-denominated financing and primarily pays its costs in Singapore dollars, its exposure to foreign exchange gains and losses is expected to be minimal.

**Development Projects**

The Company has suspended portions of its development projects to focus its efforts on those projects with the highest expected rates of return on invested capital. Should general economic conditions fail to improve, if the Company is unable to obtain sufficient funding or applicable government approvals such that completion of its suspended projects is not probable, or should management decide to abandon certain projects, all or a portion of the Company's investment to date on its suspended projects could be lost and would result in an impairment charge. In addition, the Company may be subject to penalties under the termination clauses in its construction contracts or termination rights

under its management contracts with certain hotel management companies.

***United States***

The Company was constructing a high-rise residential condominium tower (the Las Vegas Condo Tower ), located on the Las Vegas Strip between The Palazzo and The Venetian Las Vegas. The Company suspended construction activities for the project due to reduced demand for Las Vegas Strip condominiums and the overall decline in general economic conditions. The Company intends to recommence construction when demand and conditions improve and expects that it will take approximately 18 months thereafter to complete construction of the project. As of September 30, 2011, the Company has capitalized construction costs of \$178.0 million for this project. The impact of the suspension on the estimated overall cost of the project is currently not determinable with certainty.

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***Macau***

The Company submitted plans to the Macau government for its other Cotai Strip developments, which represent three integrated resort developments, in addition to The Venetian Macao and Four Seasons Macao, on an area of approximately 200 acres (which are referred to as Sands Cotai Central (formerly parcels 5 and 6) and parcels 3 and 7 and 8). Subject to the approval from the Macau government, as discussed further below, the developments are expected to include hotels, exhibition and conference facilities, gaming areas, showrooms, shopping malls, spas, restaurants, entertainment facilities and other amenities. The Company had commenced construction or pre-construction activities on these developments and plans to operate the related gaming areas under the Company's Macau gaming subconcession.

The Company is staging the construction of its Sands Cotai Central integrated resort development. Upon completion of phases I and II of the project, the integrated resort is expected to feature approximately 5,800 hotel rooms, approximately 300,000 square feet of gaming space, approximately 1.2 million square feet of retail, entertainment, dining and exhibition and conference facilities, and a multipurpose theater. Phase I, which is currently expected to open at the end of the first quarter of 2012, includes a hotel tower on parcel 5 that was to be managed by Shangri-La International Hotel Management Limited (Shangri-La); however, in March 2011, the Company and Shangri-La mutually agreed to terminate the hotel management agreement. The hotel tower will now be managed by Hilton Worldwide, which will include 600 five-star rooms and suites under their Conrad brand, and InterContinental Hotels Group, which will include 1,200 four-star rooms and suites under the Holiday Inn brand. Phase I also includes completion of the structural work of an adjacent hotel tower, located on parcel 6, to be managed by Sheraton International Inc. and Sheraton Overseas Management Co. (collectively Starwood) under its Sheraton Towers brand, a variety of retail offerings, more than 300,000 square feet of meeting space, several food and beverage establishments, along with the 106,000 square foot casino and VIP gaming areas. Phase IIA, which is currently scheduled to open in the third quarter of 2012, includes the opening of the first hotel tower on parcel 6, which will feature nearly 2,000 Sheraton-branded rooms, along with the second casino and the remaining dining, entertainment, retail and meeting facilities. Phase IIB, which is projected to open in the first quarter of 2013, consists of the second hotel tower on parcel 6 and will feature an additional 2,000 rooms and suites under the Sheraton Towers brand. The total cost to complete phases I and II is expected to be approximately \$1.6 billion. Phase III of the project is expected to include a fourth hotel and mixed-use tower, located on parcel 5, to be managed by Starwood under its St. Regis brand and the total cost is expected to be approximately \$450 million. The Company intends to commence construction of phase III of the project as demand and market conditions warrant it. As of September 30, 2011, the Company has capitalized costs of \$2.73 billion for the entire project, including the land premium (net of amortization) and \$183.9 million in outstanding construction payables. The Company's management agreement with Starwood imposes certain construction deadlines and opening obligations on the Company and certain past and/or anticipated delays, as described above, would allow Starwood to terminate its agreement. See "Note 9 Commitments and Contingencies Other Agreements." The Company is currently negotiating an amendment to the management agreement with Starwood to provide for new opening timelines.

The Company had commenced pre-construction activities on parcels 7 and 8 and 3, and has capitalized costs of \$100.7 million for parcels 7 and 8 and \$96.2 million for parcel 3 (including the land premium, net of amortization) as of September 30, 2011. The Company intends to commence construction after Sands Cotai Central is complete, necessary government approvals are obtained (including the land concession, see below), regional and global economic conditions improve, future demand warrants it and additional financing is obtained.

The impact of the delayed construction on the Company's previously estimated cost to complete its Cotai Strip developments is currently not determinable. As of September 30, 2011, the Company has capitalized an aggregate of \$7.11 billion in construction costs and land premiums (net of amortization) for its Cotai Strip developments, including The Venetian Macao, Four Seasons Macao and Sands Cotai Central, as well as the Company's investments in transportation infrastructure, including its passenger ferry service operations. In addition to funding phases I and II of

Sands Cotai Central with borrowings under the Company's new \$3.7 billion Macau credit facility entered into in September 2011 (the 2011 VML Credit Facility, as discussed further below), the Company will need to arrange additional financing to fund the balance of its Cotai Strip developments and there is no assurance that the Company will be able to obtain any of the additional financing required.

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Land concessions in Macau generally have an initial term of 25 years with automatic extensions of 10 years thereafter in accordance with Macau law. The Company has received land concessions from the Macau government to build on parcels 1, 2, 3 and 5 and 6, including the sites on which The Venetian Macao (parcel 1), the Four Seasons Macao (parcel 2) and Sands Cotai Central (parcels 5 and 6) are located. The Company does not own these land sites in Macau; however, the land concessions grant the Company exclusive use of the land. As specified in the land concessions, the Company is required to pay premiums for each parcel, which are either payable in a single lump sum upon acceptance of the land concessions by the Macau government or in seven semi-annual installments (provided that the outstanding balance is due upon the completion of the corresponding integrated resort), as well as annual rent for the term of the land concessions. In December 2010, the Company received notice from the Macau government that its application for a land concession for parcels 7 and 8 was not approved and the Company applied to the Chief Executive of Macau for a review of the decision. In January 2011, the Company filed an appeal with the Court of Second Instance in Macau, which has yet to issue a decision. Should the Company win its appeal, it is still possible for the Chief Executive of Macau to again deny the land concession based upon public policy considerations. If the Company does not obtain the land concession or does not receive full reimbursement of its capitalized investment in this project, the Company would record a charge for all or some portion of the \$100.7 million in capitalized construction costs, as of September 30, 2011, related to its development on parcels 7 and 8.

Under the Company's land concession for parcel 3, the Company was initially required to complete the corresponding development by August 2011. The Macau government has granted the Company a two-year extension to complete the development of parcel 3, which now must be completed by April 2013. The land concession for Sands Cotai Central contains a similar requirement that the corresponding development be completed by May 2014. The Company believes that if it is not able to complete the developments by the respective deadlines, it will likely be able to obtain extensions from the Macau government; however, no assurances can be given that additional extensions will be granted. If the Company is unable to meet the applicable deadlines and those deadlines are not extended, it could lose its land concessions for parcel 3 or Sands Cotai Central, which would prohibit the Company from operating any facilities developed under the respective land concessions. As a result, the Company could record a charge for all or some portion of its \$96.2 million and \$2.73 billion in capitalized construction costs and land premiums (net of amortization), as of September 30, 2011, related to its developments on parcel 3 or Sands Cotai Central, respectively.

**Other**

When the current economic environment and access to capital improve, the Company may continue exploring the possibility of developing and operating additional properties, including integrated resorts, in additional Asian and U.S. jurisdictions, and in Europe.

**Development Financing Strategy**

Through September 30, 2011, the Company has funded its development projects primarily through borrowings under its U.S., Macau and Singapore credit facilities, operating cash flows, proceeds from its equity offerings and proceeds from the disposition of non-core assets.

The U.S. credit facility, as amended in August 2010, requires the Company's Las Vegas operations to comply with certain financial covenants at the end of each quarter, including maintaining a maximum leverage ratio of net debt, as defined, to trailing twelve-month adjusted earnings before interest, income taxes, depreciation and amortization, as defined ( Adjusted EBITDA ). The maximum leverage ratio is 6.0x for the quarterly periods ended September 30 and December 31, 2011, decreases to 5.5x for the quarterly periods ended March 31 and June 30, 2012, and then decreases to 5.0x for all quarterly periods thereafter through maturity. One of the Company's Macau credit facilities, the VML credit facility, as amended in August 2009, requires certain of the Company's Macau operations to comply with similar financial covenants, including maintaining a maximum leverage ratio of debt to Adjusted EBITDA. The maximum leverage ratio is 3.0x for the quarterly periods through maturity. The Company can elect to contribute up to \$50 million and \$20 million of cash on hand to its Las Vegas and relevant Macau operations, respectively, on a bi-quarterly basis; such contributions having the effect of increasing Adjusted EBITDA by the corresponding amount

during the applicable quarter for purposes of calculating compliance with the maximum leverage ratio (the EBITDA true-up ). The Singapore credit facility requires operations of Marina Bay Sands to comply with similar financial covenants, which commenced with the quarterly period ended September 30, 2011, including maintaining a maximum leverage ratio of debt to Adjusted EBITDA. The maximum leverage ratio is 5.5x for the quarterly period ended September 30, 2011, and then decreases by 0.25x every other quarter until September 30, 2014, when it decreases to, and remains at, 3.75x for all quarterly periods thereafter through maturity. The Company's 2011 VML Credit Facility, entered into in September 2011, will also require the Company's Macau operations to comply with similar financial covenants commencing with the quarterly period ended March 31, 2012, including maintaining a maximum leverage ratio of debt to Adjusted EBITDA. The maximum leverage ratio will be 4.5x for the quarterly periods ended March 31, 2012 through June 30, 2013, decreases to 4.0x for the quarterly periods ended September 30, 2013 through December 31, 2014, decreases to 3.5x for the quarterly periods ended March 31 through December 31, 2015, and then decreases and remains at 3.0x for all quarterly periods thereafter through maturity. If the Company is unable to maintain compliance with the financial covenants under these credit facilities, it would be in default under the respective credit facilities. A default under the U.S. credit facility would trigger a cross-default under the Company's airplane financings, which, if the respective lenders chose to accelerate the indebtedness outstanding under these agreements, would result in a default under the Company's senior notes. Certain defaults under the VML credit facility would trigger a cross-default under the Company's ferry financing. Any defaults or cross-defaults under these agreements would allow the lenders, in each case, to exercise their rights and remedies as defined under their respective agreements. If the lenders were to exercise their rights to accelerate the due dates of the indebtedness outstanding, there can be no assurance that the Company would be able to repay or refinance any amounts that may become due and payable under such agreements, which could force the Company to restructure or alter its operations or debt obligations.

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In 2008, the Company completed a \$475.0 million convertible senior notes offering and a \$2.1 billion common and preferred stock and warrants offering. In 2009, the Company completed a \$600.0 million exchangeable bond offering and its \$2.5 billion SCL Offering. A portion of the proceeds from these offerings was used in the U.S. to pay down \$775.9 million under the revolving portion of the U.S. credit facility in March 2010 and \$1.0 billion under the term loan portions of the U.S. credit facility in August 2010, and to exercise the EBITDA true-up provision during the quarterly period ended March 31, 2011.

The Company held unrestricted and restricted cash and cash equivalents of approximately \$3.95 billion and \$219.9 million, respectively, as of September 30, 2011. The Company believes the cash on hand, cash flow generated from operations and available borrowings under its credit facilities will be sufficient to fund its developments currently under construction and maintain compliance with the financial covenants of its U.S., Macau and Singapore credit facilities. In the normal course of its activities, the Company will continue to evaluate its capital structure and opportunities for enhancements thereof. The Company recommenced construction activities at Sands Cotai Central in May 2010 using the proceeds from the \$1.75 billion VOL credit facility together with \$500.0 million of proceeds from the SCL Offering. In September 2011, the Company entered into the \$3.7 billion 2011 VML Credit Facility, which, upon funding that is expected to occur in November 2011, will be used to repay the outstanding indebtedness under the VML and VOL credit facilities, as well as continue to fund the development, construction and completion of certain components of Sands Cotai Central. See Note 3 Long-Term Debt 2011 VML Credit Facility for further disclosure.

**Recent Accounting Pronouncements**

In January 2010, the Financial Accounting Standards Board ( FASB ) issued authoritative guidance for fair value measurements, which requires new disclosures regarding significant transfers in and out of Level 1 and 2 fair value measurements and gross presentation of activity within the reconciliation for Level 3 fair value measurements. The guidance also clarifies existing requirements on the level of disaggregation and required disclosures regarding inputs and valuation techniques for both recurring and nonrecurring Level 2 and 3 fair value measurements. The guidance is effective for interim and annual reporting periods beginning after December 15, 2009, with the exception of gross presentation of Level 3 activity, which is effective for interim and annual reporting periods beginning after December 15, 2010. The adoption of this guidance did not have a material effect on the Company's financial condition, results of operations or cash flows. See Note 8 Fair Value Measurements for the required disclosure.

In May 2011, the FASB issued authoritative guidance that is intended to align the principles for fair value measurements and the related disclosure requirements under GAAP and international financial reporting standards. The guidance is effective for interim and annual reporting periods beginning on or after December 15, 2011. The adoption of this guidance will not have a material effect on the Company's financial condition, results of operations or cash flows.

In June 2011, the FASB issued authoritative guidance that amends the presentation of comprehensive income in the financial statements by requiring an entity to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The update also eliminates the option to present the components of other comprehensive income as part of the statement of equity. The guidance is effective for interim and annual reporting periods beginning on or after December 15, 2011, with early adoption permitted. The adoption of this guidance will not have a material effect on the Company's financial condition, results of operations or cash flows.



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**NOTE 2 PROPERTY AND EQUIPMENT, NET**

Property and equipment consists of the following (in thousands):

|   | <b>September 30,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|---|-------------------------------|------------------------------|
| Land and improvements                                     | \$ 431,941                    | \$ 410,758                   |
| Building and improvements                                 | 11,367,108                    | 10,881,936                   |
| Furniture, fixtures, equipment and leasehold improvements | 2,083,422                     | 1,990,721                    |
| Transportation  | 405,738                       | 402,904                      |
| Construction in progress                                  | 3,416,546                     | 3,147,750                    |
|   | 17,704,755                    | 16,834,069                   |
| Less accumulated depreciation and amortization            | (2,899,782)                   | (2,331,872)                  |
|   | \$ 14,804,973                 | \$ 14,502,197                |

Construction in progress consists of the following (in thousands):

|  | <b>September 30,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|--|-------------------------------|------------------------------|
| Sands Cotai Central  | \$ 2,612,616                  | \$ 2,005,386                 |
| Four Seasons Macao (principally the Four Seasons Apartments) | 387,572                       | 379,161                      |
| Sands Bethlehem  | 59,421                        | 101,960                      |
| Marina Bay Sands   | 21,872                        | 337,835                      |
| Other  | 335,065                       | 323,408                      |
|  | \$ 3,416,546                  | \$ 3,147,750                 |

The \$335.1 million in other construction in progress consists primarily of construction of the Las Vegas Condo Tower and costs incurred at the Cotai Strip parcels 3 and 7 and 8.

The final purchase price for The Shoppes at The Palazzo was to be determined in accordance with the April 2004 purchase and sale agreement, as amended, between Venetian Casino Resort, LLC ( VCR ) and GGP (the Amended Agreement ) based on net operating income ( NOI ) of The Shoppes at The Palazzo calculated 30 months after the closing date of the sale, as defined under the Amended Agreement (the Final Purchase Price ) and subject to certain later audit adjustments. The Company and GGP had entered into several amendments to the Amended Agreement to defer the time to reach agreement on the Final Purchase Price as both parties continued to work on various matters related to the calculation of NOI. On June 24, 2011, the Company reached a settlement with GGP regarding the Final Purchase Price. Under the terms of the settlement, the Company retained the \$295.4 million of proceeds previously received and participates in certain future revenues earned by GGP. Under generally accepted accounting principles, the transaction has not been accounted for as a sale because the Company s participation in certain future revenues constitutes continuing involvement in The Shoppes at The Palazzo. Therefore, \$266.2 million of the proceeds allocated to the mall sale transaction has been recorded as deferred proceeds (a long-term financing obligation), which will accrue interest at an imputed rate and will be offset by (i) imputed rental income and (ii) rent payments made to GGP related to spaces leased back from GGP by the Company. The property and equipment legally sold to GGP totaling \$267.5 million (net of \$43.9 million of accumulated depreciation) as of September 30, 2011, will continue to be recorded on the Company s condensed consolidated balance sheet and will continue to be depreciated in the

Company's condensed consolidated income statement.

During the three and nine months ended September 30, 2011 and the three and nine months ended September 30, 2010, the Company capitalized interest expense of \$34.9 million, \$97.3 million, \$32.0 million and \$74.3 million, respectively. During the three and nine months ended September 30, 2011 and the three and nine months ended September 30, 2010, the Company capitalized approximately \$3.8 million, \$20.8 million, \$13.3 million and \$43.4 million, respectively, of internal costs, consisting primarily of compensation expense for individuals directly involved with the development and construction of property and equipment.

The Company suspended portions of its development projects. As described in Note 1 Organization and Business of Company Development Projects, the Company may be required to record an impairment charge related to these developments in the future.

The Company had commenced pre-construction activities on parcels 7 and 8, and has capitalized construction costs of \$100.7 million as of September 30, 2011. During December 2010, the Company received notice from the Macau government that its application for a land concession for parcels 7 and 8 was not approved and the Company applied to the Chief Executive of Macau for a review of the decision. In January 2011, the Company filed an appeal with the Court of Second Instance in Macau, which has yet to issue a decision. Should the Company win its appeal, it is still possible for the Chief Executive of Macau to again deny the land concession based upon public policy considerations. In order to obtain the land concession and construct the resort, the Company would need to win its appeal and avoid any future denial of the land concession based upon public policy considerations. If the Company does not obtain the land concession or does not receive full reimbursement of its capitalized investment in this project, the Company would record a charge for all or some portion of the \$100.7 million in capitalized construction costs, as of September 30, 2011, related to its development on parcels 7 and 8.

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**NOTE 3 LONG-TERM DEBT**

Long-term debt consists of the following (in thousands):

|   | <b>September 30,</b> | <b>December 31,</b> |
|---|----------------------|---------------------|
|   | <b>2011</b>          | <b>2010</b>         |
| <b>Corporate and U.S. Related:</b>  |                      |                     |
| Senior Secured Credit Facility Term B   | \$ 2,140,928         | \$ 2,157,199        |
| Senior Secured Credit Facility Delayed Draws I and II                                 | 714,900              | 720,332             |
| 6.375% Senior Notes (net of original issue discount of \$591 and \$720, respectively) | 189,121              | 188,992             |
| Airplane Financings   | 75,656               | 78,422              |
| HVAC Equipment Lease  | 21,745               | 23,006              |
| Other   | 3,185                | 3,868               |
| <b>Macau Related:</b>   |                      |                     |
| VML Credit Facility Term B  | 1,452,289            | 1,483,789           |
| VML Credit Facility Term B Delayed  | 564,779              | 577,029             |
| VOL Credit Facility Term  | 749,447              | 749,930             |
| Ferry Financing   | 148,549              | 175,011             |
| Other   | 392                  | 640                 |
| <b>Singapore Related:</b>   |                      |                     |
| Singapore Credit Facility   | 3,676,807            | 3,980,435           |
| Other   | 1,630                | 2,170               |
|   | 9,739,428            | 10,140,823          |
| Less current maturities   | (457,344)            | (767,068)           |
| Total long-term debt  | \$ 9,282,084         | \$ 9,373,755        |

**Senior Secured Credit Facility**

As of September 30, 2011, the Company had \$724.6 million of available borrowing capacity under the Senior Secured Credit Facility, net of outstanding letters of credit and undrawn amounts committed to be funded by Lehman Brothers Commercial Paper Inc.

**VML Credit Facility**

As of September 30, 2011, the Company has no available borrowing capacity under the VML Credit Facility.

**VOL Credit Facility**

As of September 30, 2011, the Company had \$1.0 billion of available borrowing capacity under the VOL Credit Facility.

**VML and VOL Credit Facilities Refinancing**

The Company entered into the VML and VOL credit facilities to construct and develop its Cotai Strip integrated resort projects (including The Venetian Macao, Four Seasons Macao and Sands Cotai Central). In order to reduce the Company's interest expense, extend the debt maturities and enhance the Company's financial flexibility and further strengthen its financial position, the Company entered into a new Macau credit facility in September 2011, as further described below. Upon funding, a portion of the borrowings under the new facility will be used to repay outstanding indebtedness under the VML and VOL credit facilities, as well as for working capital requirements and general corporate purposes, including for the development, construction and completion of certain components of Sands Cotai Central. As the Company has the ability and intent to refinance the VML and VOL credit facilities, \$618.8 million of debt has been reclassified from current to long-term on the condensed consolidated balance sheet as of September 30,

2011. The Company expects to record a charge of approximately \$21.5 million for loss on modification or early retirement of debt during the three months ending December 31, 2011, upon closing the refinancing the VML and VOL credit facilities.

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**2011 VML Credit Facility**

On September 22, 2011, two subsidiaries of the Company, VML US Finance LLC (the Borrower) and Venetian Macau Limited (VML), as guarantor, entered into a credit agreement (the 2011 VML Credit Facility), providing for up to \$3.7 billion (or equivalent in Hong Kong dollars or Macau patacas), which consists of a \$3.2 billion term loan (the 2011 VML Term Facility) that may be drawn until November 29, 2011, and a \$500.0 million revolving facility (the 2011 VML Revolving Facility) that is available until one month prior to the fifth anniversary of the date of the initial funding of the loans under the 2011 VML Term Facility (the Closing Date). The Company expects to draw the full amount of the 2011 VML Term Facility prior to November 29, 2011.

The indebtedness under the 2011 VML Credit Facility will be guaranteed by VML, Venetian Cotai Limited, Venetian Orient Limited (VOL, owner and developer of Sands Cotai Central) and certain of the Company's other foreign subsidiaries (collectively, the 2011 VML Guarantors). The obligations under the 2011 VML Credit Facility are collateralized by a first-priority security interest in substantially all of the Borrower's and the 2011 VML Guarantors' assets, other than (1) capital stock and similar ownership interests, (2) certain furniture, fixtures, fittings and equipment and (3) certain other excluded assets.

The 2011 VML Credit Facility will mature on the fifth anniversary of the Closing Date. Commencing on December 31, 2014, and at the end of each subsequent quarter through September 30, 2015, the Borrower is required to repay the outstanding 2011 VML Term Facility on a pro rata basis in an amount equal to 6.25% of the aggregate principal amount outstanding as of the Closing Date. Commencing on December 31, 2015, and at the end of each subsequent quarter through June 30, 2016, the Borrower is required to repay the outstanding 2011 VML Term Facility on a pro rata basis in an amount equal to 10.0% of the aggregate principal amount outstanding as of the Closing Date. The remaining balance on the 2011 VML Term Facility and any balance on the 2011 VML Revolving Facility are due on the maturity date. In addition, the Borrower is required to further repay the outstanding 2011 VML Term Facility with a portion of its excess free cash flow (as defined by the 2011 VML Credit Facility) after the end of each year, unless the Borrower is in compliance with a specified consolidated leverage ratio (the CLR).

Borrowings under the 2011 VML Credit Facility bear interest at either the adjusted Eurodollar rate or an alternative base rate (in the case of U.S. dollar denominated loans) or Hong Kong Interbank Offer Rate (in the case of Hong Kong dollar and Macau pataca denominated loans), as applicable, plus a spread of 2.25% for the first 180 days after the Closing Date. Beginning 180 days after the Closing Date, the spread for all outstanding loans is subject to reduction based on the CLR. The Borrower will also pay standby fees of 0.5% per annum on the undrawn amounts under the 2011 VML Revolving Facility (which commenced September 30, 2011) and the 2011 VML Term Facility (which commenced October 31, 2011).

The 2011 VML Credit Facility contains affirmative and negative covenants customary for such financings, including, but not limited to, limitations on liens, loans and guarantees, investments, acquisitions and asset sales, restricted payments and other distributions, affiliate transactions, certain capital expenditures and use of proceeds from the facility. The 2011 VML Credit Facility also requires the Borrower and VML to comply with financial covenants, including maximum ratios of total indebtedness to Adjusted EBITDA and minimum ratios of Adjusted EBITDA to net interest expense. The 2011 VML Credit Facility also contains events of default customary for such financings, which will not be effective until the Closing Date.

**Singapore Credit Facility**

As of September 30, 2011, the Company had SGD 102.8 million (approximately \$79.4 million at exchange rates in effect on September 30, 2011) of available borrowing capacity under the Singapore Credit Facility, net of outstanding banker's guarantees.

**Cash Flows from Financing Activities**

Cash flows from financing activities related to long-term debt and capital lease obligations are as follows (in thousands):

|  | <b>Nine Months Ended</b> |                |
|--|--------------------------|----------------|
|  | <b>September 30,</b>     |                |
|  | <b>2011</b>              | <b>2010</b>    |
| Proceeds from VOL Credit Facility                    | \$                       | \$ 751,169     |
| Proceeds from Singapore Credit Facility              |                          | 647,988        |
|  | \$                       | \$ 1,399,157   |
| Repayments on Singapore Credit Facility              | \$ (302,210)             | \$             |
| Repayments on VML Credit Facility                    | (43,750)                 | (524,701)      |
| Repayments on Senior Secured Credit Facility         | (21,703)                 | (1,803,090)    |
| Repayments on Ferry Financing                        | (26,243)                 | (26,331)       |
| Repayments on Airplane Financings                    | (2,766)                  | (2,766)        |
| Repayments on HVAC Equipment Lease                   | (1,261)                  | (1,293)        |
| Repayments on FF&E Facility and Other Long-Term Debt | (1,470)                  | (109,746)      |
| Repurchase and cancellation of Senior Notes          |                          | (56,675)       |
|  | \$ (399,403)             | \$ (2,524,602) |

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**Fair Value of Long-Term Debt**

The estimated fair value of the Company's long-term debt as of September 30, 2011, was approximately \$9.40 billion, compared to its carrying value of \$9.72 billion. As of December 31, 2010, the estimated fair value of the Company's long-term debt was approximately \$9.72 billion, compared to its carrying value of \$10.10 billion. The estimated fair value of the Company's long-term debt is based on quoted market prices, if available, or by pricing models based on the value of related cash flows discounted at current market interest rates.

**NOTE 4 EQUITY AND EARNINGS PER SHARE****Preferred Stock and Warrants**

Preferred stock dividend activity is as follows (in thousands):

| Board of Directors | Declaration Date | Payment Date      | Preferred                      | Preferred         | Total          |
|--------------------|------------------|-------------------|--------------------------------|-------------------|----------------|
|                    |                  |                   | Stock                          | Stock             | Preferred      |
|                    |                  |                   | Dividends Paid to              | Dividends Paid to | Stock          |
|                    |                  |                   | Principal Stockholder's Family | Public Holders    | Dividends Paid |
|                    | February 5, 2010 | February 16, 2010 | \$ 13,125                      | \$ 10,225         | \$ 23,350      |
|                    | May 4, 2010      | May 17, 2010      | \$ 13,125                      | \$ 10,225         | \$ 23,350      |
|                    | July 29, 2010    | August 16, 2010   | \$ 13,125                      | \$ 10,225         | \$ 23,350      |
|                    |                  |                   |                                |                   | \$ 70,050      |
|                    | February 1, 2011 | February 15, 2011 | \$ 13,125                      | \$ 6,473          | \$ 19,598      |
|                    | May 5, 2011      | May 16, 2011      | \$ 13,125                      | \$ 6,094          | \$ 19,219      |
|                    | August 4, 2011   | August 15, 2011   | \$ 13,125                      | \$ 6,015          | \$ 19,140      |
|                    |                  |                   |                                |                   | \$ 57,957      |

|                  |                   |           |          |           |
|------------------|-------------------|-----------|----------|-----------|
| November 4, 2011 | November 15, 2011 | \$ 13,125 | \$ 4,215 | \$ 17,340 |
|------------------|-------------------|-----------|----------|-----------|

During the nine months ended September 30, 2011, holders of preferred stock exercised 1,258,120 warrants to purchase an aggregate of 20,968,703 shares of the Company's common stock at \$6.00 per share and tendered 1,161,500 shares of preferred stock and \$9.7 million in cash as settlement of the warrant exercise price. In conjunction with certain of these transactions, the Company paid \$16.5 million in premiums to induce the exercise of warrants with settlement through tendering preferred stock. During the nine months ended September 30, 2011, the Company also repurchased and retired 581,629 shares of preferred stock for \$64.9 million and recorded a \$31.6 million repurchase premium as part of the transaction. During the nine months ended September 30, 2010, holders of preferred stock exercised 126 warrants to purchase an aggregate of 2,099 shares of the Company's common stock at \$6.00 per share and tendered 76 shares of preferred stock and approximately \$5,000 in cash as settlement of the warrant exercise price.

During August 2011, the Company's Board of Directors approved the redemption of all of the outstanding preferred stock on November 15, 2011. The Company expects to pay approximately \$783.4 million to redeem all of the preferred shares outstanding as of September 30, 2011, and record a redemption premium of approximately

\$98.5 million during the three months ended December 31, 2011.

Subsequent to September 30, 2011, holders of preferred stock exercised 52,600 warrants to purchase an aggregate of 876,668 shares of the Company's common stock at \$6.00 per share and tendered 30,600 shares of preferred stock and \$2.2 million in cash as settlement of the warrant exercise price. In conjunction with certain of these transactions, the Company paid \$0.4 million in premiums to induce the exercise of warrants with settlement through tendering preferred stock. Additionally, subsequent to September 30, 2011, the Company repurchased and retired 155,000 shares of preferred stock for \$17.4 million and will record a \$8.5 million repurchase premium as part of these transactions.



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**Accumulated Comprehensive Income and Comprehensive Income**

As of September 30, 2011 and December 31, 2010, accumulated comprehensive income consisted solely of foreign currency translation adjustments.

Total comprehensive income consisted of the following (in thousands):

|   | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|---|---------------------------|-------------|--------------------------|-------------|
|   | <b>September 30,</b>      |             | <b>September 30,</b>     |             |
|   | <b>2011</b>               | <b>2010</b> | <b>2011</b>              | <b>2010</b> |
| Net income  | \$ 505,172                | \$ 268,834  | \$ 1,358,767             | \$ 395,196  |
| Currency translation adjustment                                     | (117,492)                 | 78,886      | (28,644)                 | 74,390      |
| Total comprehensive income  | 387,680                   | 347,720     | 1,330,123                | 469,586     |
| Less: comprehensive income attributable to noncontrolling interests | (78,229)                  | (58,004)    | (231,736)                | (120,830)   |
| Comprehensive income attributable to Las Vegas Sands Corp.          | \$ 309,451                | \$ 289,716  | \$ 1,098,387             | \$ 348,756  |

**Noncontrolling Interests**

In June 2011, the Company disposed of its interest in one of its majority owned subsidiaries, resulting in a loss of \$3.7 million, which is included in loss on disposal of assets during the nine months ended September 30, 2011. In addition, during the nine months ended September 30, 2011, the Company distributed \$7.8 million to certain of its noncontrolling interests.

**Earnings Per Share**

The weighted average number of common and common equivalent shares used in the calculation of basic and diluted earnings per share consisted of the following:

|  | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|--|---------------------------|-------------|--------------------------|-------------|
|  | <b>September 30,</b>      |             | <b>September 30,</b>     |             |
|  | <b>2011</b>               | <b>2010</b> | <b>2011</b>              | <b>2010</b> |
| Weighted-average common shares outstanding (used in the calculation of basic earnings per share)             | 729,773,246               | 660,836,841 | 727,309,255              | 660,495,783 |
| Potential dilution from stock options, restricted stock and warrants   | 82,770,288                | 128,319,406 | 84,241,428               | 121,660,224 |
| Weighted-average common and common equivalent shares (used in the calculation of diluted earnings per share) | 812,543,534               | 789,156,247 | 811,550,683              | 782,156,007 |
| Antidilutive stock options excluded from the calculation of diluted earnings per share                       | 5,496,367                 | 8,570,205   | 5,512,267                | 9,098,805   |



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**NOTE 5 VARIABLE INTEREST ENTITIES**

The Company consolidates any variable interest entities ( VIEs ) in which it is the primary beneficiary and discloses significant variable interests in VIEs of which it is not the primary beneficiary, if any, which management determines such designation based on accounting standards for VIEs.

The Company has entered into various joint venture agreements with independent third parties. The operations of these joint ventures have been consolidated by the Company due to the Company s significant investment in these joint ventures, its power to direct the activities of the joint ventures that would significantly impact their economic performance and the obligation to absorb potentially significant losses or the rights to receive potentially significant benefits from these joint ventures. The Company evaluates its primary beneficiary designation on an ongoing basis and will assess the appropriateness of the VIE s status when events have occurred that would trigger such an analysis. As of September 30, 2011 and December 31, 2010, the Company s joint ventures had total assets of \$106.5 million and \$95.3 million, respectively, and total liabilities of \$99.3 million and \$78.4 million, respectively.

**NOTE 6 INCOME TAXES**

The Company s major tax jurisdictions are the U.S., Macau and Singapore. In 2010, the Internal Revenue Service ( IRS ) issued a Revenue Agent s Report ( RAR ) for tax years 2005 through 2008 of which the Company is appealing certain adjustments proposed by the IRS. The Company is in the initial stages of the appeals process with the IRS and while the final outcome of these matters is inherently uncertain, the Company believes it is reasonably possible that the total amount of unrecognized tax benefits may decrease by a range between \$0 and \$23 million within the next twelve months primarily due to the possible settlement of matters presently under consideration at appeals. During the three months ended September 30, 2011, the IRS completed its field examination of the Company s 2009 income tax return and issued an RAR proposing certain adjustments that the Company is currently evaluating. The Company is subject to examination for tax years after 2006 in Macau and Singapore. The Company believes it has adequately reserved for its uncertain tax positions; however, there is no assurance that the taxing authorities will not propose adjustments that are more or less than the Company s expected outcome and impact the provision for income taxes.

The Company recorded valuation allowances on the net deferred tax assets of the Company s U.S. operations and certain foreign jurisdictions and does not anticipate recording an income tax benefit related to these deferred tax assets. The Company will reassess the realization of deferred tax assets based on accounting standards for income taxes each reporting period and will be able to reduce the valuation allowance to the extent that the financial results of these operations improve and it becomes more likely than not that the deferred tax assets are realizable.

The Company received a 5-year income tax exemption in Macau that exempts the Company from paying corporate income tax on profits generated by gaming operations. The Company will continue to benefit from this tax exemption through the end of 2013. In February 2011, the Company entered into an agreement with the Macau government, effective through 2013, that provides for an annual payment of 14.4 million patacas (approximately \$1.8 million at exchange rates in effect on September 30, 2011) that is a substitution for a 12% tax otherwise due from VML shareholders on dividend distributions paid from VML gaming profits.

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**NOTE 7 STOCK-BASED EMPLOYEE COMPENSATION**

Stock-based compensation activity under the LVSC 2004 and SCL Equity Plans is as follows (in thousands, except weighted average grant date fair values):

|   | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|---|---------------------------|-------------|--------------------------|-------------|
|   | <b>September 30,</b>      |             | <b>September 30,</b>     |             |
|   | <b>2011</b>               | <b>2010</b> | <b>2011</b>              | <b>2010</b> |
| Compensation expense:   |                           |             |                          |             |
| Stock options   | \$ 10,339                 | \$ 13,487   | \$ 35,308                | \$ 42,169   |
| Restricted shares   | 3,614                     | 133         | 11,934                   | 383         |
|   | \$ 13,953                 | \$ 13,620   | \$ 47,242                | \$ 42,552   |
| Compensation cost capitalized as part of property and equipment | \$ (324)                  | \$ 659      | \$ 692                   | \$ 2,187    |
| <b>LVSC 2004 Plan:</b>  |                           |             |                          |             |
| Stock options granted   |                           | 289         | 260                      | 4,378       |
| Weighted average grant date fair value                          | \$                        | \$ 20.99    | \$ 36.33                 | \$ 15.40    |
| Restricted shares granted                                       |                           | 506         | 2                        | 1,197       |
| Weighted average grant date fair value                          | \$ 42.67                  | \$ 28.90    | \$ 45.52                 | \$ 25.37    |
| <b>SCL Equity Plan:</b>   |                           |             |                          |             |
| Stock options granted   |                           | 2,039       | 4,553                    | 7,316       |
| Weighted average grant date fair value                          | \$ 1.84                   | \$ 1.12     | \$ 1.71                  | \$ 1.05     |

The fair value of each option grant was estimated on the grant date using the Black-Scholes option-pricing model with the following weighted average assumptions:

|                             | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|-----------------------------|---------------------------|-------------|--------------------------|-------------|
|                             | <b>September 30,</b>      |             | <b>September 30,</b>     |             |
|                             | <b>2011</b>               | <b>2010</b> | <b>2011</b>              | <b>2010</b> |
| <b>LVSC 2004 Plan:</b>      |                           |             |                          |             |
| Weighted average volatility | %                         | 89.0%       | 94.4%                    | 92.7%       |
| Expected term (in years)    |                           | 6.0         | 6.3                      | 5.4         |
| Risk-free rate              | %                         | 3.0%        | 2.7%                     | 2.9%        |
| Expected dividends          |                           |             |                          |             |
| <b>SCL Equity Plan:</b>     |                           |             |                          |             |
| Weighted average volatility | 67.7%                     | 73.3%       | 68.4%                    | 73.6%       |
| Expected term (in years)    | 6.3                       | 6.3         | 6.3                      | 6.2         |
| Risk-free rate              | 0.8%                      | 1.5%        | 1.4%                     | 2.0%        |
| Expected dividends          |                           |             |                          |             |

**NOTE 8 FAIR VALUE MEASUREMENTS**

Under applicable accounting guidance, fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. Applicable accounting guidance also establishes a valuation hierarchy for inputs in measuring fair value that maximizes the use of observable inputs (inputs market participants would use based on market data obtained from sources independent of the Company) and minimizes the use of unobservable inputs (inputs that reflect the Company's assumptions based upon the best information available in the circumstances) by requiring that the most observable inputs be used when available. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) that are observable for the assets or liabilities, either directly or indirectly. Level 3 inputs are unobservable inputs for the assets or liabilities. Categorization within the hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

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The following table provides the assets carried at fair value (in thousands):

|                                 | Total<br>Carrying<br>Value | Fair Value Measurements Using:                                  |   |  |
|---------------------------------|----------------------------|---|---|--|
|                                 |                            | Quoted<br>Market<br>Prices in<br>Active<br>Markets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs (Level<br>3) |
| <b>As of September 30, 2011</b> |                            |   |   |  |
| Cash equivalents(1)             | \$ 2,229,081               | \$ 2,229,081  | \$  | \$   |
| Interest rate caps(2)           | \$ 1,418                   | \$  | \$ 1,418  | \$   |
| <b>As of December 31, 2010</b>  |                            |   |   |  |
| Cash equivalents(1)             | \$ 2,490,809               | \$ 2,490,809  | \$  | \$   |
| Interest rate caps(2)           | \$ 1,617                   | \$  | \$ 1,617  | \$   |

(1) The Company has short-term investments classified as cash equivalents as the original maturities are less than 90 days.

(2) As of September 30, 2011 and December 31, 2010, the Company has 39 and 34 interest rate cap agreements, respectively, with an aggregate fair value of approximately \$1.4 million and \$1.6 million, respectively, based on quoted market values from the institutions holding the agreements.

**NOTE 9 COMMITMENTS AND CONTINGENCIES****Litigation**

The Company is involved in other litigation in addition to those noted below, arising in the normal course of business. Management has made certain estimates for potential litigation claims based upon consultation with legal counsel. Actual results could differ from these estimates; however, in the opinion of management, such litigation and claims will not have a material effect on the Company's financial condition, results of operations or cash flows.

On October 15, 2004, Richard Suen and Round Square Company Limited filed an action against LVSC, Las Vegas Sands, Inc. (LVSI), Sheldon G. Adelson and William P. Weidner in the District Court of Clark County, Nevada, asserting a breach of an alleged agreement to pay a success fee of \$5.0 million and 2.0% of the net profit from the Company's Macau resort operations to the plaintiffs as well as other related claims. In March 2005, LVSC was dismissed as a party without prejudice based on a stipulation to do so between the parties. Pursuant to an order filed March 16, 2006, plaintiffs' fraud claims set forth in the first amended complaint were dismissed with prejudice against all defendants. The order also dismissed with prejudice the first amended complaint against defendants Sheldon G. Adelson and William P. Weidner. On May 24, 2008, the jury returned a verdict for the plaintiffs in the amount of \$43.8 million. On June 30, 2008, a judgment was entered in this matter in the amount of \$58.6 million (including pre-judgment interest). The Company appealed the verdict to the Nevada Supreme Court. On November 17, 2010, the Nevada Supreme Court reversed the judgment and remanded the case to the District Court of Clark County for a new trial. In its decision reversing the monetary judgment against the Company, the Nevada Supreme Court also made several other rulings which may affect the outcome of the new trial, including overturning the pre-trial dismissal of the plaintiffs' breach of contract claim and deciding several evidentiary matters, some of which confirmed and some of which overturned rulings made by the District Court of Clark County. As such, the Company is unable at this time to determine the probability of the outcome or range of reasonably possible loss, if any. The Company intends to defend this matter vigorously.

On October 20, 2010, Steven C. Jacobs, the former Chief Executive Officer of SCL, filed an action against LVSC and SCL in the District Court of Clark County, Nevada, alleging breach of contract against LVSC and SCL and breach of the implied covenant of good faith and fair dealing and tortious discharge in violation of public policy against LVSC. On March 16, 2011, an amended complaint was filed, which added Sheldon G. Adelson as a defendant and alleged a claim of defamation per se against him, LVSC and SCL. On June 9, 2011, the District Court of Clark County dismissed the defamation claim and certified the decision as to Sheldon G. Adelson as a final judgment. On July 1, 2011, the plaintiff filed a notice of appeal regarding the final judgment as to Sheldon G. Adelson. On August 26, 2011, the Nevada Supreme Court issued a writ of mandamus instructing the District Court of Clark County to hold an evidentiary hearing on whether personal jurisdiction exists over SCL and stayed the case until after the district court's decision. Mr. Jacobs is seeking unspecified damages. This action is in a preliminary stage and management has determined that based on proceedings to date, it is currently unable to determine the probability of the outcome of this matter or the range of reasonably possible loss, if any. The Company intends to defend this matter vigorously.

On February 9, 2011, LVSC received a subpoena from the Securities and Exchange Commission requesting that the Company produce documents relating to its compliance with the Foreign Corrupt Practices Act (the "FCPA"). The Company has also been advised by the Department of Justice that it is conducting a similar investigation. It is the Company's belief that the subpoena may have emanated from allegations contained in the lawsuit filed by Steven C. Jacobs described above. The Company intends to cooperate with the investigations. Based on proceedings to date, management is currently unable to determine the probability of the outcome of this matter or the range of reasonably possible loss, if any.

On March 31, 2011, SCL filed an announcement with the SEHK stating that SCL has been informed by the Securities and Futures Commission of Hong Kong (the "SFC") that SCL is under investigation by the SFC in relation to alleged breaches of the provisions of the Hong Kong Securities and Futures Ordinance and has been requested to produce certain documents. The Company intends to cooperate with the investigation. Based on proceedings to date, management is currently unable to determine the probability of the outcome of this matter or the range of reasonably possible loss, if any.

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On May 24, 2010, Frank J. Fosbre, Jr. filed a purported class action complaint in the United States District Court for the District of Nevada (the U.S. District Court ), against LVSC, Sheldon G. Adelson, and William P. Weidner. The complaint alleged that LVSC, through the individual defendants, disseminated or approved materially false information, or failed to disclose material facts, through press releases, investor conference calls and other means from August 1, 2007 through November 6, 2008. The complaint sought, among other relief, class certification, compensatory damages and attorneys fees and costs.

On July 21, 2010, Wendell and Shirley Combs filed a purported class action complaint in the U.S. District Court, against LVSC, Sheldon G. Adelson, and William P. Weidner. The complaint alleged that LVSC, through the individual defendants, disseminated or approved materially false information, or failed to disclose material facts, through press releases, investor conference calls and other means from June 13, 2007 through November 11, 2008. The complaint, which was substantially similar to the Fosbre complaint, discussed above, sought, among other relief, class certification, compensatory damages and attorneys fees and costs.

On August 31, 2010, the U.S. District Court entered an order consolidating the Fosbre and Combs cases, and appointed lead plaintiffs and lead counsel. As such, the Fosbre and Combs cases will be reported as one consolidated matter in the future. On November 1, 2010, a purported class action amended complaint was filed in the consolidated action against LVSC, Sheldon G. Adelson and William P. Weidner. The amended complaint alleges that LVSC, through the individual defendants, disseminated or approved materially false and misleading information, or failed to disclose material facts, through press releases, investor conference calls and other means from August 2, 2007 through November 6, 2008. The amended complaint seeks, among other relief, class certification, compensatory damages and attorneys fees and costs. On January 10, 2011, the defendants filed a motion to dismiss the amended complaint, which, on August 24, 2011, was granted in part, and denied in part, with the dismissal of certain allegations. The defendants will be answering the allegations remaining in the amended complaint and starting the discovery process. This consolidated action is in a preliminary stage and management has determined that based on proceedings to date, it is currently unable to determine the probability of the outcome of this matter or the range of reasonably possible loss, if any. The Company intends to defend this matter vigorously.

On March 9, 2011, Benyamin Kohanim filed a shareholder derivative action (the Kohanim action ) on behalf of the Company in the District Court of Clark County, Nevada, against Sheldon G. Adelson, Jason N. Ader, Irwin Chafetz, Charles D. Forman, George P. Koo, Michael A. Leven, Jeffrey H. Schwartz and Irwin A. Siegel, the members of the Board of Directors at the time. The complaint alleges, among other things, breach of fiduciary duties in failing to properly implement, oversee and maintain internal controls to ensure compliance with the FCPA. The complaint seeks to recover for the Company unspecified damages, including restitution and disgorgement of profits, and also seeks to recover attorneys fees, costs and related expenses for the plaintiff. On April 18, 2011, Ira J. Gaines, Sunshine Wire and Cable Defined Benefit Pension Plan Trust dated 1/1/92 and Peachtree Mortgage Ltd. filed a shareholder derivative action (the Gaines action ) on behalf of the Company in the District Court of Clark County, Nevada, against Sheldon G. Adelson, Jason N. Ader, Irwin Chafetz, Charles D. Forman, George P. Koo, Michael A. Leven, Jeffrey H. Schwartz and Irwin A. Siegel, the members of the Board of Directors at the time. The complaint raises substantially similar claims as alleged in the Kohanim action. The complaint seeks to recover for the Company unspecified damages, and also seeks to recover attorneys fees, costs and related expenses for the plaintiffs. The Kohanim and Gaines actions have been consolidated and will be reported as one consolidated matter in the future. On July 25, 2011, the plaintiffs filed a first verified amended consolidated complaint. This consolidated action is in a preliminary stage and management has determined that based on proceedings to date, it is currently unable to determine the probability of the outcome of this matter or the range of reasonably possible loss, if any. The Company intends to defend this matter vigorously.

On April 1, 2011, Nasser Moradi, Richard Buckman, Douglas Tomlinson and Matt Abbeduto filed a shareholder derivative action (the Moradi action ), as amended on April 15, 2011, on behalf of the Company in the U.S. District Court, against Sheldon G. Adelson, Jason N. Ader, Irwin Chafetz, Charles D. Forman, George P. Koo, Michael A.



Leven, Jeffrey H. Schwartz and Irwin A. Siegel, the members of the Board of Directors at the time. The complaint raises substantially similar claims as alleged in the Kohanim and Gaines actions. The complaint seeks to recover for the Company unspecified damages, including exemplary damages and restitution, and also seeks to recover attorneys fees, costs and related expenses for the plaintiffs.

On April 18, 2011, the Louisiana Municipal Police Employees Retirement System filed a shareholder derivative action (the LAMPERS action ) on behalf of the Company in the U.S. District Court, against Sheldon G. Adelson, Jason N. Ader, Irwin Chafetz, Charles D. Forman, George P. Koo, Michael A. Leven, Jeffrey H. Schwartz and Irwin A. Siegel, the members of the Board of Directors at the time, and Wing T. Chao, a former member of the Board of Directors. The complaint raises substantially similar claims as alleged in the Kohanim, Moradi and Gaines actions. The complaint seeks to recover for the Company unspecified damages, and also seeks to recover attorneys fees, costs and related expenses for the plaintiff.

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
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**(UNAUDITED)**

On April 22, 2011, John Zaremba filed a shareholder derivative action (the Zaremba action ) on behalf of the Company in the U.S. District Court, against Sheldon G. Adelson, Jason N. Ader, Irwin Chafetz, Charles D. Forman, George P. Koo, Michael A. Leven, Jeffrey H. Schwartz and Irwin A. Siegel, the members of the Board of Directors at the time, and Wing T. Chao, a former member of the Board of Directors. The complaint raises substantially similar claims as alleged in the Kohanim, Moradi, Gaines and LAMPERS actions. The complaint seeks to recover for the Company unspecified damages, including restitution, disgorgement of profits and injunctive relief, and also seeks to recover attorneys fees, costs and related expenses for the plaintiff. On August 25, 2011, the U.S. District Court consolidated the Moradi, LAMPERS and Zaremba actions and such actions will be reported as one consolidated matter in the future. This consolidated action is in a preliminary stage and management has determined that based on proceedings to date, it is currently unable to determine the probability of the outcome of this matter or the range of reasonably possible loss, if any. The Company intends to defend this matter vigorously.

**Singapore Development Project**

In August 2006, the Company entered into a development agreement, as amended by a supplementary agreement on December 11, 2009 (the Development Agreement ), with the Singapore Tourism Board (the STB ), which requires the Company to construct and operate the Marina Bay Sands in accordance with the Company s proposal for the integrated resort and in accordance with the agreement. The Company entered into the SGD 5.44 billion (approximately \$4.20 billion at exchange rates in effect on September 30, 2011) Singapore Credit Facility to fund a significant portion of the construction, operating and other development costs of the Marina Bay Sands.

The Development Agreement permits Marina Bay Sands to open in stages and in accordance with an agreed upon schedule. There are no financial consequences to MBS if it fails to meet the agreed upon schedule, provided that the entire integrated resort is opened by December 31, 2011. The Company believes it met the schedule by October 21, 2011, and is awaiting the results of an audit by the STB of satisfaction of the requirements of the Development Agreement. If the STB determines that the Company has not satisfied the requirements of the Development Agreement as of October 21, 2011, and the Company does not ultimately meet the December 31, 2011, deadline, the STB will be entitled to draw on the SGD 192.6 million (approximately \$148.8 million at exchange rates in effect on September 30, 2011) security deposit under the Singapore Credit Facility.

**Other Agreements**

The Company has entered into an agreement with Starwood to manage hotels, as well as a brand serviced luxury apart-hotel, as part of Sands Cotai Central in Macau. The management agreement imposes certain construction and opening obligations and deadlines on the Company, and certain past and/or anticipated delays would allow Starwood to terminate its agreement. The Company has recommenced construction activities at Sands Cotai Central and is negotiating an amendment to its management agreement with Starwood to provide for new opening timelines. If negotiations are unsuccessful and Starwood exercises its rights to terminate its agreement, the Company would have to find a new manager and brand for these projects. The Company s agreement with Starwood related to the sales and marketing of the Las Vegas Condo Tower has been terminated. If the Company is unsuccessful in finding a new brand in Las Vegas, it could have a material adverse effect on the Company s financial condition, results of operations and cash flows.

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

**NOTE 10 SEGMENT INFORMATION**

The Company's principal operating and developmental activities occur in three geographic areas: United States, Macau and Singapore. The Company reviews the results of operations for each of its key operating segments: The Venetian Las Vegas, which includes the Sands Expo Center; The Palazzo; Sands Bethlehem; Sands Macao; The Venetian Macao; Four Seasons Macao; and Other Asia (comprised primarily of the Company's ferry operations and various other operations that are ancillary to the Company's properties in Macau); and Marina Bay Sands. The Company also reviews construction and development activities for each of its primary projects: The Venetian Las Vegas; The Palazzo; Sands Bethlehem; Sands Macao; The Venetian Macao; Four Seasons Macao; Other Asia; Marina Bay Sands; Other Development Projects (Sands Cotai Central and Cotai Strip parcels 3 and 7 and 8); and Corporate and Other (comprised primarily of airplanes and the Las Vegas Condo Tower). The Venetian Las Vegas and The Palazzo operating segments are managed as a single integrated resort and have been aggregated as one reportable segment (the Las Vegas Operating Properties), considering their similar economic characteristics, types of customers, types of service and products, the regulatory business environment of the operations within each segment and the Company's organizational and management reporting structure. The Company's segment information as of September 30, 2011 and December 31, 2010, and for the three and nine months ended September 30, 2011 and 2010, is as follows (in thousands):

|                                | <b>Three Months Ended</b> |              | <b>Nine Months Ended</b> |              |
|--------------------------------|---------------------------|--------------|--------------------------|--------------|
|                                | <b>September 30,</b>      |              | <b>September 30,</b>     |              |
|                                | <b>2011</b>               | <b>2010</b>  | <b>2011</b>              | <b>2010</b>  |
| <b>Net Revenues:</b>           |                           |              |                          |              |
| Macau:                         |                           |              |                          |              |
| The Venetian Macao             | \$ 689,243                | \$ 620,745   | \$ 2,062,917             | \$ 1,751,472 |
| Sands Macao                    | 307,420                   | 288,235      | 961,173                  | 874,253      |
| Four Seasons Macao             | 169,050                   | 160,367      | 461,914                  | 406,807      |
| Other Asia                     | 43,190                    | 28,403       | 109,413                  | 80,961       |
|                                | 1,208,903                 | 1,097,750    | 3,595,417                | 3,113,493    |
| United States:                 |                           |              |                          |              |
| Las Vegas Operating Properties | 347,446                   | 290,690      | 985,043                  | 902,419      |
| Sands Bethlehem                | 106,720                   | 82,843       | 294,870                  | 218,708      |
|                                | 454,166                   | 373,533      | 1,279,913                | 1,121,127    |
| Marina Bay Sands               | 792,427                   | 485,886      | 2,114,921                | 702,279      |
| Intersegment eliminations      | (46,121)                  | (48,397)     | (123,861)                | (98,763)     |
| Total net revenues             | \$ 2,409,375              | \$ 1,908,772 | \$ 6,866,390             | \$ 4,838,136 |

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

|  | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|--|---------------------------|-------------|--------------------------|-------------|
|  | <b>September 30,</b>      |             | <b>September 30,</b>     |             |
|  | <b>2011</b>               | <b>2010</b> | <b>2011</b>              | <b>2010</b> |
| <b>Adjusted Property EBITDA(1)</b>               |                           |             |                          |             |
| Macau:   |                           |             |                          |             |
| The Venetian Macao                               | \$ 252,720                | \$ 211,496  | \$ 739,486               | \$ 574,240  |
| Sands Macao                                      | 75,821                    | 74,103      | 264,042                  | 225,076     |
| Four Seasons Macao                               | 59,719                    | 48,962      | 154,886                  | 101,456     |
| Other Asia                                       | 2,515                     | (5,563)     | (11,321)                 | (16,149)    |
|  | 390,775                   | 328,998     | 1,147,093                | 884,623     |
| United States:                                   |                           |             |                          |             |
| Las Vegas Operating Properties                   | 94,311                    | 58,271      | 252,385                  | 229,555     |
| Sands Bethlehem                                  | 25,170                    | 16,361      | 68,318                   | 39,450      |
|  | 119,481                   | 74,632      | 320,703                  | 269,005     |
| Marina Bay Sands                                 | 413,893                   | 241,589     | 1,103,723                | 336,055     |
|  | 924,149                   | 645,219     | 2,571,519                | 1,489,683   |
| <b>Other Operating Costs and Expenses</b>        |                           |             |                          |             |
| Stock-based compensation expense                 | (7,280)                   | (8,309)     | (22,477)                 | (22,880)    |
| Corporate expense                                | (54,031)                  | (28,686)    | (133,983)                | (78,116)    |
| Rental expense                                   | (10,143)                  | (9,186)     | (33,333)                 | (30,690)    |
| Pre-opening expense                              | (15,823)                  | (10,107)    | (43,472)                 | (97,684)    |
| Development expense                              | (3,308)                   | (425)       | (6,301)                  | (1,258)     |
| Depreciation and amortization                    | (200,071)                 | (186,738)   | (596,469)                | (510,521)   |
| Impairment loss                                  |                           | (16,057)    |                          | (16,057)    |
| Loss on disposal of assets                       | (937)                     | (2,406)     | (8,879)                  | (40,577)    |
|  | 632,556                   | 383,305     | 1,726,605                | 691,900     |
| <b>Other Non-Operating Costs and Expenses</b>    |                           |             |                          |             |
| Interest income                                  | 2,369                     | 2,661       | 8,444                    | 6,367       |
| Interest expense, net of amounts capitalized     | (70,761)                  | (76,723)    | (214,938)                | (231,875)   |
| Other income (expense)                           | (6,617)                   | 6,444       | (9,384)                  | (6,205)     |
| Loss on modification or early retirement of debt |                           | (21,692)    |                          | (18,555)    |
| Income tax expense                               | (52,375)                  | (25,161)    | (151,960)                | (46,436)    |
|  | 505,172                   | 268,834     | 1,358,767                | 395,196     |
| Net income                                       | \$ 505,172                | \$ 268,834  | \$ 1,358,767             | \$ 395,196  |

(1) Adjusted property EBITDA is net income before royalty fees, stock-based compensation expense, corporate expense, rent expense, pre-opening expense, development expense, depreciation and amortization, impairment loss, loss on disposal of assets, interest, other income (expense), loss on modification or early retirement of debt and income taxes. Adjusted property EBITDA is used by management as the primary measure of operating performance of the Company's properties and to compare the operating performance of the Company's properties

with that of its competitors.

|                                | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|--------------------------------|---|-------------|--|-------------|
|                                | <b>2011</b>                                 | <b>2010</b> | <b>2011</b>                                | <b>2010</b> |
| <b>Intersegment Revenues</b>   |   |             |  |             |
| Macau:                         |   |             |  |             |
| The Venetian Macao             | \$ 801                                      | \$ 1,535    | \$ 2,624                                   | \$ 6,701    |
| Other Asia                     | 9,857                                       | 17,942      | 27,340                                     | 48,376      |
|                                | 10,658                                      | 19,477      | 29,964                                     | 55,077      |
| Las Vegas Operating Properties | 35,202                                      | 28,872      | 93,187                                     | 43,234      |
| Marina Bay Sands               | 261   | 48          | 710  | 452         |
| Total intersegment revenues    | \$ 46,121                                   | \$ 48,397   | \$ 123,861                                 | \$ 98,763   |

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

|                                | <b>Nine Months Ended<br/>September 30,</b> |                     |
|--------------------------------|--|---------------------|
|                                | <b>2011</b>                                | <b>2010</b>         |
| <b>Capital Expenditures</b>    |  |                     |
| Corporate and Other            | \$ 12,728                                  | \$ 9,746            |
| Macau:                         |  |                     |
| The Venetian Macao             | 9,770                                      | 35,618              |
| Sands Macao                    | 4,130                                      | 2,500               |
| Four Seasons Macao             | 16,525                                     | 29,348              |
| Other Asia                     | 5,220                                      | 2,524               |
| Other Development Projects     | 571,730                                    | 200,292             |
|                                | 607,375                                    | 270,282             |
| United States:                 |  |                     |
| Las Vegas Operating Properties | 27,872                                     | 16,076              |
| Sands Bethlehem                | 46,562                                     | 34,077              |
|                                | 74,434                                     | 50,153              |
| Marina Bay Sands               | 393,068                                    | 1,320,083           |
| Total capital expenditures     | \$ 1,087,605                               | \$ 1,650,264        |
|                                |  |                     |
|                                | <b>September 30,</b>                       | <b>December 31,</b> |
|                                | <b>2011</b>                                | <b>2010</b>         |
| <b>Total Assets</b>            |  |                     |
| Corporate and Other            | \$ 1,204,990                               | \$ 1,574,180        |
| Macau:                         |  |                     |
| The Venetian Macao             | 3,985,225                                  | 3,194,598           |
| Sands Macao                    | 481,722                                    | 483,678             |
| Four Seasons Macao             | 1,135,993                                  | 1,155,243           |
| Other Asia                     | 361,037                                    | 370,525             |
| Other Development Projects     | 3,191,418                                  | 3,140,905           |
|                                | 9,155,395                                  | 8,344,949           |
| United States:                 |  |                     |
| Las Vegas Operating Properties | 4,051,444                                  | 3,966,754           |
| Sands Bethlehem                | 830,778                                    | 757,993             |
|                                | 4,882,222                                  | 4,724,747           |
| Marina Bay Sands               | 6,722,644                                  | 6,400,432           |
| Total assets                   | \$ 21,965,251                              | \$ 21,044,308       |

|                                | <b>September 30,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|--------------------------------|-------------------------------|------------------------------|
| <b>Total Long-Lived Assets</b> |                               |                              |
| Corporate and Other            | \$ 307,756                    | \$ 308,438                   |
| Macau:                         |                               |                              |
| The Venetian Macao             | 2,011,398                     | 2,138,419                    |
| Sands Macao                    | 294,142                       | 315,380                      |
| Four Seasons Macao             | 993,485                       | 1,024,302                    |
| Other Asia                     | 219,811                       | 230,640                      |
| Other Development Projects     | 2,923,377                     | 2,303,959                    |
|                                | 6,442,213                     | 6,012,700                    |
| United States:                 |                               |                              |
| Las Vegas Operating Properties | 3,291,618                     | 3,429,997                    |
| Sands Bethlehem                | 613,777                       | 608,021                      |
|                                | 3,905,395                     | 4,038,018                    |
| Marina Bay Sands               | 5,532,148                     | 5,541,881                    |
| Total long-lived assets        | \$ 16,187,512                 | \$ 15,901,037                |

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

**NOTE 11 CONDENSED CONSOLIDATING FINANCIAL INFORMATION**

LVSC is the obligor of the Senior Notes due 2015. Las Vegas Sands, LLC, VCR, Mall Intermediate Holding Company, LLC, Venetian Transport, LLC, Venetian Marketing, Inc., Lido Intermediate Holding Company, LLC, Lido Casino Resort Holding Company, LLC, Interface Group-Nevada, Inc., Palazzo Condo Tower, LLC, Sands Pennsylvania, Inc., Phase II Mall Holding, LLC, LVS (Nevada) International Holdings, Inc. and LVS Management Services, LLC (collectively, the Guarantor Subsidiaries), have jointly and severally guaranteed the Senior Notes; however, not on a full and unconditional basis as a result of subsidiaries being able to be released as guarantors under certain circumstances customary for such arrangements. The voting stock of all entities included as Guarantor Subsidiaries is 100% owned directly or indirectly by Las Vegas Sands Corp. The noncontrolling interest amount included in the Guarantor Subsidiaries condensed consolidating balance sheets is related to non-voting preferred stock of one of the subsidiaries held by third parties.

In February 2008, all of the capital stock of Phase II Mall Subsidiary, LLC was sold to GGP and in connection therewith, it was released as a guarantor under the Senior Notes. The sale is not complete from an accounting perspective due to the Company's continuing involvement in the transaction related to the participation in certain future revenues earned by GGP. Certain of the assets, liabilities and operating results related to the ownership and operation of the mall by Phase II Mall Subsidiary, LLC subsequent to the sale will continue to be accounted for by the Guarantor Subsidiaries, and therefore are included in the Guarantor Subsidiaries columns in the following condensed consolidating financial information. As a result, net assets of \$0.7 million (consisting of \$267.5 million of property and equipment, offset by \$266.8 million of liabilities consisting primarily of deferred proceeds from the sale) and \$38.0 million (consisting of \$282.1 million of property and equipment, offset by \$244.1 million of liabilities consisting primarily of deferred proceeds from the sale) as of September 30, 2011 and December 31, 2010, respectively, and a net loss (consisting primarily of depreciation expense) of \$4.2 million and \$15.4 million for the three and nine ended September 30, 2011, respectively, and \$2.5 million and \$9.9 million for the three and nine months ended September 30, 2010, respectively, related to the mall and are being accounted for by the Guarantor Subsidiaries. These balances and amounts are not collateral for the Senior Notes and should not be considered as credit support for the guarantees of the Senior Notes.



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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

The condensed consolidating financial information of LVSC, the Guarantor Subsidiaries and the non-guarantor subsidiaries on a combined basis as of September 30, 2011 and December 31, 2010, and for the three and nine months ended September 30, 2011 and 2010, is as follows (in thousands):

**Condensed Consolidating Balance Sheets**  
**September 30, 2011**

|                                      | <b>Las Vegas<br/>Sands<br/>Corp.</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating/<br/>Eliminating<br/>Entries</b> | <b>Total</b>         |
|--------------------------------------|--------------------------------------|-----------------------------------|---------------------------------------|---|----------------------|
| Cash and cash equivalents            | \$ 815,051                           | \$ 642,486                        | \$ 2,494,038                          | \$  | \$ 3,951,575         |
| Restricted cash and cash equivalents |                                      | 398                               | 183,968                               |   | 184,366              |
| Intercompany receivables             | 112,243                              | 86,277                            | 23,253                                | (221,773)   |                      |
| Accounts receivable, net             | 959                                  | 211,119                           | 904,460                               | (3,642)   | 1,112,896            |
| Inventories                          | 2,311                                | 9,958                             | 21,193                                |   | 33,462               |
| Deferred income taxes, net           |                                      | 24,810                            | 128                                   | (15,274)  | 9,664                |
| Prepaid expenses and other           | 8,844                                | 6,885                             | 35,761                                | (797)   | 50,693               |
| <b>Total current assets</b>          | <b>939,408</b>                       | <b>981,933</b>                    | <b>3,662,801</b>                      | <b>(241,486)</b>                                  | <b>5,342,656</b>     |
| Property and equipment, net          | 132,054                              | 3,437,383                         | 11,235,536                            |   | 14,804,973           |
| Investment in subsidiaries           | 7,467,949                            | 5,885,648                         |                                       | (13,353,597)                                      |                      |
| Deferred financing costs, net        | 648                                  | 23,185                            | 102,586                               |   | 126,419              |
| Restricted cash and cash equivalents |                                      | 4,327                             | 31,183                                |   | 35,510               |
| Intercompany receivables             | 31,086                               | 107,956                           |                                       | (139,042)   |                      |
| Intercompany notes receivable        |                                      | 757,147                           |                                       | (757,147)   |                      |
| Deferred income taxes, net           | 63,328                               |                                   |                                       | (48,967)  | 14,361               |
| Leasehold interests in land, net     |                                      |                                   | 1,382,539                             |   | 1,382,539            |
| Intangible assets, net               | 690                                  |                                   | 81,856                                |   | 82,546               |
| Other assets, net                    | 113                                  | 22,520                            | 153,614                               |   | 176,247              |
| <b>Total assets</b>                  | <b>\$ 8,635,276</b>                  | <b>\$ 11,220,099</b>              | <b>\$ 16,650,115</b>                  | <b>\$ (14,540,239)</b>                            | <b>\$ 21,965,251</b> |
| Accounts payable                     | \$ 22,318                            | \$ 24,888                         | \$ 59,755                             | \$ (3,642)  | \$ 103,319           |
| Construction payables                | 184                                  | 2,271                             | 353,231                               |   | 355,686              |
| Intercompany payables                | 23,253                               | 112,243                           | 86,277                                | (221,773)   |                      |
| Accrued interest payable             | 1,602                                | 1,055                             | 16,661                                |   | 19,318               |
| Other accrued liabilities            | 19,308                               | 192,915                           | 1,106,634                             |   | 1,318,857            |
| Income taxes payable                 |                                      | 1                                 | 79,243                                | (797)   | 78,447               |
| Deferred income taxes                | 15,274                               |                                   |                                       | (15,274)  |                      |
| Current maturities of long-term debt | 3,687                                | 30,572                            | 423,085                               |   | 457,344              |

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|   |              |               |               |                 |               |
|---|--------------|---------------|---------------|-----------------|---------------|
| Total current liabilities                                     | 85,626       | 363,945       | 2,124,886     | (241,486)       | 2,332,971     |
| Other long-term liabilities                                   | 26,760       | 11,398        | 43,792        |                 | 81,950        |
| Intercompany payables   | 59,857       |               | 79,185        | (139,042)       |               |
| Intercompany notes payable                                    |              |               | 757,147       | (757,147)       |               |
| Deferred income taxes   |              | 49,113        | 134,782       | (48,967)        | 134,928       |
| Deferred amounts related to<br>mall transactions              |              | 435,080       |               |                 | 435,080       |
| Long-term debt  | 261,090      | 2,847,001     | 6,173,993     |                 | 9,282,084     |
| Total liabilities   | 433,333      | 3,706,537     | 9,313,785     | (1,186,642)     | 12,267,013    |
| Preferred stock issue to<br>Principal Stockholder s<br>family | 572,787      |               |               |                 | 572,787       |
| Total Las Vegas Sands Corp.<br>stockholders equity            | 7,629,156    | 7,513,157     | 5,840,440     | (13,353,597)    | 7,629,156     |
| Noncontrolling interests                                      |              | 405           | 1,495,890     |                 | 1,496,295     |
| Total equity  | 7,629,156    | 7,513,562     | 7,336,330     | (13,353,597)    | 9,125,451     |
| Total liabilities and equity                                  | \$ 8,635,276 | \$ 11,220,099 | \$ 16,650,115 | \$ (14,540,239) | \$ 21,965,251 |

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**  
**Condensed Consolidating Balance Sheets**  
**December 31, 2010**

|                                      | <b>Las Vegas<br/>Sands<br/>Corp.</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating/<br/>Eliminating<br/>Entries</b> | <b>Total</b>         |
|--------------------------------------|--------------------------------------|-----------------------------------|---------------------------------------|---|----------------------|
| Cash and cash equivalents            | \$ 1,031,844                         | \$ 412,226                        | \$ 1,593,011                          | \$  | \$ 3,037,081         |
| Restricted cash and cash equivalents |                                      | 2,179                             | 162,136                               |   | 164,315              |
| Intercompany receivables             | 11,843                               | 65,834                            | 22,927                                | (100,604)   |                      |
| Accounts receivable, net             | 298                                  | 156,012                           | 561,217                               | (608)   | 716,919              |
| Inventories                          | 2,174                                | 11,755                            | 18,331                                |   | 32,260               |
| Deferred income taxes, net           |                                      | 24,496                            | 47,389                                | (10,279)  | 61,606               |
| Prepaid expenses and other           | 15,272                               | 4,782                             | 30,432                                | (3,760)   | 46,726               |
| <b>Total current assets</b>          | <b>1,061,431</b>                     | <b>677,284</b>                    | <b>2,435,443</b>                      | <b>(115,251)</b>                                  | <b>4,058,907</b>     |
| Property and equipment, net          | 133,901                              | 3,570,465                         | 10,797,831                            |   | 14,502,197           |
| Investment in subsidiaries           | 6,273,755                            | 4,996,023                         |                                       | (11,269,778)                                      |                      |
| Deferred financing costs, net        | 767                                  | 29,198                            | 125,413                               |   | 155,378              |
| Restricted cash and cash equivalents |                                      | 4,616                             | 640,989                               |   | 645,605              |
| Intercompany receivables             | 31,996                               | 97,813                            |                                       | (129,809)   |                      |
| Intercompany notes receivable        |                                      | 638,986                           |                                       | (638,986)   |                      |
| Deferred income taxes, net           | 62,638                               |                                   |                                       | (52,215)  | 10,423               |
| Leasehold interests in land, net     |                                      |                                   | 1,398,840                             |   | 1,398,840            |
| Intangible assets, net               | 590                                  |                                   | 89,215                                |   | 89,805               |
| Other assets, net                    | 78                                   | 27,104                            | 155,971                               |   | 183,153              |
| <b>Total assets</b>                  | <b>\$ 7,565,156</b>                  | <b>\$ 10,041,489</b>              | <b>\$ 15,643,702</b>                  | <b>\$ (12,206,039)</b>                            | <b>\$ 21,044,308</b> |
| Accounts payable                     | \$ 5,750                             | \$ 26,975                         | \$ 81,388                             | \$ (608)  | \$ 113,505           |
| Construction payables                |                                      | 2,179                             | 514,802                               |   | 516,981              |
| Intercompany payables                | 22,926                               | 11,843                            | 65,835                                | (100,604)   |                      |
| Accrued interest payable             | 4,629                                | 7,689                             | 30,307                                |   | 42,625               |
| Other accrued liabilities            | 15,692                               | 175,011                           | 969,531                               |   | 1,160,234            |
| Income taxes payable                 |                                      |                                   | 3,760                                 | (3,760)   |                      |
| Deferred income taxes                | 10,279                               |                                   |                                       | (10,279)  |                      |
| Current maturities of long-term debt | 3,687                                | 30,606                            | 732,775                               |   | 767,068              |
| <b>Total current liabilities</b>     | <b>62,963</b>                        | <b>254,303</b>                    | <b>2,398,398</b>                      | <b>(115,251)</b>                                  | <b>2,600,413</b>     |
| Other long-term liabilities          | 26,761                               | 10,911                            | 40,568                                |   | 78,240               |
| Intercompany payables                | 45,336                               |                                   | 84,473                                | (129,809)   |                      |

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|   |              |               |               |                 |               |
|---|--------------|---------------|---------------|-----------------|---------------|
| Intercompany notes payable                                    |              |               | 638,986       | (638,986)       |               |
| Deferred income taxes   | 53,034       |               | 114,400       | (52,215)        | 115,219       |
| Deferred amounts related to<br>mall transactions              |              | 442,114       |               |                 | 442,114       |
| Long-term debt  | 263,726      | 2,869,931     | 6,240,098     |                 | 9,373,755     |
| Total liabilities   | 398,786      | 3,630,293     | 9,516,923     | (936,261)       | 12,609,741    |
| Preferred stock issue to<br>Principal Stockholder s<br>family | 503,379      |               |               |                 | 503,379       |
| Total Las Vegas Sands Corp.<br>stockholders equity            | 6,662,991    | 6,410,791     | 4,858,987     | (11,269,778)    | 6,662,991     |
| Noncontrolling interests                                      |              | 405           | 1,267,792     |                 | 1,268,197     |
| Total equity  | 6,662,991    | 6,411,196     | 6,126,779     | (11,269,778)    | 7,931,188     |
| Total liabilities and equity                                  | \$ 7,565,156 | \$ 10,041,489 | \$ 15,643,702 | \$ (12,206,039) | \$ 21,044,308 |

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

**Condensed Consolidating Statements of Operations**  
**For the Three Months Ended September 30, 2011**

|  | Las Vegas<br>Sands<br>Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating/<br>Eliminating<br>Entries | Total        |
|--|-----------------------------|---------------------------|-------------------------------|--|--------------|
| Revenues:                                      |                             |                           |                               |  |              |
| Casino   | \$                          | \$ 124,258                | \$ 1,778,884                  | \$                                       | \$ 1,903,142 |
| Rooms  |                             | 114,046                   | 148,306                       |  | 262,352      |
| Food and beverage                              |                             | 43,675                    | 103,548                       |  | 147,223      |
| Convention, retail and other                   |                             | 74,333                    | 188,250                       | (38,742)                                 | 223,841      |
|  |                             | 356,312                   | 2,218,988                     | (38,742)                                 | 2,536,558    |
| Less promotional allowances                    | (167)                       | (20,007)                  | (106,606)                     | (403)                                    | (127,183)    |
| Net revenues                                   | (167)                       | 336,305                   | 2,112,382                     | (39,145)                                 | 2,409,375    |
| Operating expenses:                            |                             |                           |                               |  |              |
| Casino   |                             | 71,088                    | 922,953                       | (663)                                    | 993,378      |
| Rooms  |                             | 35,589                    | 17,904                        |  | 53,493       |
| Food and beverage                              |                             | 22,711                    | 50,569                        | (1,499)                                  | 71,781       |
| Convention, retail and other                   |                             | 20,069                    | 85,766                        | (6,606)                                  | 99,229       |
| Provision for doubtful accounts                |                             | 260                       | 33,693                        |  | 33,953       |
| General and administrative                     |                             | 65,396                    | 175,480                       | (204)                                    | 240,672      |
| Corporate expense                              | 48,539                      | 58                        | 35,607                        | (30,173)                                 | 54,031       |
| Rental expense                                 |                             |                           | 10,143                        |  | 10,143       |
| Pre-opening expense                            |                             |                           | 15,823                        |  | 15,823       |
| Development expense                            | 3,308                       |                           |                               |  | 3,308        |
| Depreciation and amortization                  | 4,654                       | 55,669                    | 139,748                       |  | 200,071      |
| Loss on disposal of assets                     |                             |                           | 937                           |  | 937          |
|  | 56,501                      | 270,840                   | 1,488,623                     | (39,145)                                 | 1,776,819    |
| Operating income (loss)                        | (56,668)                    | 65,465                    | 623,759                       |  | 632,556      |
| Other income (expense):                        |                             |                           |                               |  |              |
| Interest income                                | 416                         | 29,268                    | 1,769                         | (29,084)                                 | 2,369        |
| Interest expense, net of amounts capitalized   | (3,453)                     | (24,704)                  | (71,688)                      | 29,084                                   | (70,761)     |
| Other expense                                  |                             | (2,145)                   | (4,472)                       |  | (6,617)      |
| Income from equity investments in subsidiaries | 461,957                     | 393,673                   |                               | (855,630)                                |              |
| Income before income taxes                     | 402,252                     | 461,557                   | 549,368                       | (855,630)                                | 557,547      |
| Income tax benefit (expense)                   | 22,627                      | (16,715)                  | (58,287)                      |  | (52,375)     |

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|   |            |            |            |              |            |
|---|------------|------------|------------|--------------|------------|
| Net income  | 424,879    | 444,842    | 491,081    | (855,630)    | 505,172    |
| Net income attributable to noncontrolling interests |            | (487)      | (79,806)   |              | (80,293)   |
| Net income attributable to Las Vegas Sands Corp.    | \$ 424,879 | \$ 444,355 | \$ 411,275 | \$ (855,630) | \$ 424,879 |

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

**Condensed Consolidating Statements of Operations**  
**For the Three Months Ended September 30, 2010**

|  | Las Vegas<br>Sands<br>Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating/<br>Eliminating<br>Entries | Total        |
|--|-----------------------------|---------------------------|-------------------------------|--|--------------|
| Revenues:  |                             |                           |                               |  |              |
| Casino   | \$                          | \$ 116,554                | \$ 1,457,297                  | \$                                       | \$ 1,573,851 |
| Rooms  |                             | 105,649                   | 102,511                       |  | 208,160      |
| Food and beverage                                |                             | 34,304                    | 82,882                        |  | 117,186      |
| Convention, retail and other                     |                             | 63,501                    | 115,858                       | (32,180)                                 | 147,179      |
|  |                             | 320,008                   | 1,758,548                     | (32,180)                                 | 2,046,376    |
| Less promotional allowances                      | (128)                       | (39,908)                  | (96,626)                      | (942)                                    | (137,604)    |
| Net revenues                                     | (128)                       | 280,100                   | 1,661,922                     | (33,122)                                 | 1,908,772    |
| Operating expenses:                              |                             |                           |                               |  |              |
| Casino   |                             | 73,740                    | 809,234                       | (796)                                    | 882,178      |
| Rooms  |                             | 24,218                    | 12,648                        |  | 36,866       |
| Food and beverage                                |                             | 15,144                    | 37,141                        | (1,379)                                  | 50,906       |
| Convention, retail and other                     |                             | 18,206                    | 56,582                        | (4,185)                                  | 70,603       |
| Provision for doubtful accounts                  |                             | 5,681                     | 32,152                        |  | 37,833       |
| General and administrative                       |                             | 62,389                    | 131,400                       | (313)                                    | 193,476      |
| Corporate expense                                | 24,931                      | 47                        | 30,141                        | (26,433)                                 | 28,686       |
| Rental expense                                   |                             |                           | 9,186                         |  | 9,186        |
| Pre-opening expense                              | 178                         | 3                         | 9,942                         | (16)                                     | 10,107       |
| Development expense                              | 425                         |                           |                               |  | 425          |
| Depreciation and amortization                    | 3,295                       | 55,345                    | 128,098                       |  | 186,738      |
| Impairment loss                                  |                             |                           | 16,057                        |  | 16,057       |
| Loss on disposal of assets                       |                             | 322                       | 2,084                         |  | 2,406        |
|  | 28,829                      | 255,095                   | 1,274,665                     | (33,122)                                 | 1,525,467    |
| Operating income (loss)                          | (28,957)                    | 25,005                    | 387,257                       |  | 383,305      |
| Other income (expense):                          |                             |                           |                               |  |              |
| Interest income                                  | 1,174                       | 23,131                    | 1,151                         | (22,795)                                 | 2,661        |
| Interest expense, net of amounts capitalized     | (3,505)                     | (26,172)                  | (69,841)                      | 22,795                                   | (76,723)     |
| Other income (expense)                           | (1,500)                     | 725                       | 7,219                         |  | 6,444        |
| Loss on modification or early retirement of debt |                             | (21,692)                  |                               |  | (21,692)     |
| Income from equity investments in subsidiaries   | 240,507                     | 213,614                   |                               | (454,121)                                |              |

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|   |            |            |            |              |            |
|---|------------|------------|------------|--------------|------------|
| Income before income taxes                          | 207,719    | 214,611    | 325,786    | (454,121)    | 293,995    |
| Income tax benefit (expense)                        | 6,778      | 3,285      | (35,224)   |              | (25,161)   |
| Net income  | 214,497    | 217,896    | 290,562    | (454,121)    | 268,834    |
| Net income attributable to noncontrolling interests |            |            | (54,337)   |              | (54,337)   |
| Net income attributable to Las Vegas Sands Corp.    | \$ 214,497 | \$ 217,896 | \$ 236,225 | \$ (454,121) | \$ 214,497 |



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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

**Condensed Consolidating Statements of Operations**  
**For the Nine Months Ended September 30, 2011**

|  | <b>Las Vegas<br/>Sands<br/>Corp.</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating/<br/>Eliminating<br/>Entries</b> | <b>Total</b> |
|--|--------------------------------------|-----------------------------------|---------------------------------------|---|--------------|
| Revenues:                                      |                                      |                                   |                                       |   |              |
| Casino   | \$                                   | \$ 312,504                        | \$ 5,117,399                          | \$  | \$ 5,429,903 |
| Rooms  |                                      | 339,851                           | 394,171                               |   | 734,022      |
| Food and beverage                              |                                      | 141,555                           | 297,077                               |   | 438,632      |
| Convention, retail and other                   |                                      | 208,032                           | 484,375                               | (103,269)   | 589,138      |
|  |                                      | 1,001,942                         | 6,293,022                             | (103,269)   | 7,191,695    |
| Less promotional allowances                    | (502)                                | (53,850)                          | (269,774)                             | (1,179)   | (325,305)    |
| Net revenues                                   | (502)                                | 948,092                           | 6,023,248                             | (104,448)   | 6,866,390    |
| Operating expenses:                            |                                      |                                   |                                       |   |              |
| Casino   |                                      | 195,274                           | 2,695,844                             | (1,791)   | 2,889,327    |
| Rooms  |                                      | 101,818                           | 50,861                                |   | 152,679      |
| Food and beverage                              |                                      | 69,661                            | 151,421                               | (4,463)   | 216,619      |
| Convention, retail and other                   |                                      | 62,783                            | 245,578                               | (16,863)  | 291,498      |
| Provision for doubtful accounts                |                                      | 6,851                             | 85,656                                |   | 92,507       |
| General and administrative                     |                                      | 189,830                           | 485,447                               | (559)   | 674,718      |
| Corporate expense                              | 118,588                              | 196                               | 95,971                                | (80,772)  | 133,983      |
| Rental expense                                 |                                      |                                   | 33,333                                |   | 33,333       |
| Pre-opening expense                            |                                      | 15                                | 43,457                                |   | 43,472       |
| Development expense                            | 6,301                                |                                   |                                       |   | 6,301        |
| Depreciation and amortization                  | 13,315                               | 172,282                           | 410,872                               |   | 596,469      |
| (Gain) loss on disposal of assets              | 7,663                                | 2,027                             | (811)                                 |   | 8,879        |
|  | 145,867                              | 800,737                           | 4,297,629                             | (104,448)   | 5,139,785    |
| Operating income (loss)                        | (146,369)                            | 147,355                           | 1,725,619                             |   | 1,726,605    |
| Other income (expense):                        |                                      |                                   |                                       |   |              |
| Interest income                                | 3,504                                | 81,722                            | 4,362                                 | (81,144)  | 8,444        |
| Interest expense, net of amounts capitalized   | (10,353)                             | (70,638)                          | (215,091)                             | 81,144  | (214,938)    |
| Other expense                                  |                                      | (1,873)                           | (7,511)                               |   | (9,384)      |
| Income from equity investments in subsidiaries | 1,233,759                            | 1,039,759                         |                                       | (2,273,518)                                       |              |

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|   |              |              |              |                |              |
|---|--------------|--------------|--------------|----------------|--------------|
| Income before income taxes                          | 1,080,541    | 1,196,325    | 1,507,379    | (2,273,518)    | 1,510,727    |
| Income tax benefit (expense)                        | 44,298       | (43,736)     | (152,522)    |                | (151,960)    |
| Net income  | 1,124,839    | 1,152,589    | 1,354,857    | (2,273,518)    | 1,358,767    |
| Net income attributable to noncontrolling interests |              | (1,779)      | (232,149)    |                | (233,928)    |
| Net income attributable to Las Vegas Sands Corp.    | \$ 1,124,839 | \$ 1,150,810 | \$ 1,122,708 | \$ (2,273,518) | \$ 1,124,839 |

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

**Condensed Consolidating Statements of Operations**  
**For the Nine Months Ended September 30, 2010**

|   | Las Vegas<br>Sands<br>Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating/<br>Eliminating<br>Entries | Total        |
|---|-----------------------------|---------------------------|-------------------------------|--|--------------|
| Revenues:   |                             |                           |                               |  |              |
| Casino  | \$                          | \$ 374,801                | \$ 3,555,121                  | \$                                       | \$ 3,929,922 |
| Rooms   |                             | 345,885                   | 233,824                       |  | 579,709      |
| Food and beverage                                       |                             | 119,099                   | 195,245                       |  | 314,344      |
| Convention, retail and other                            |                             | 158,593                   | 264,010                       | (51,943)                                 | 370,660      |
|   |                             | 998,378                   | 4,248,200                     | (51,943)                                 | 5,194,635    |
| Less promotional allowances                             | (375)                       | (131,352)                 | (222,500)                     | (2,272)                                  | (356,499)    |
| Net revenues  | (375)                       | 867,026                   | 4,025,700                     | (54,215)                                 | 4,838,136    |
| Operating expenses:                                     |                             |                           |                               |  |              |
| Casino  |                             | 228,572                   | 2,141,160                     | (1,972)                                  | 2,367,760    |
| Rooms   |                             | 72,469                    | 28,125                        | (1)                                      | 100,593      |
| Food and beverage                                       |                             | 51,481                    | 96,127                        | (4,601)                                  | 143,007      |
| Convention, retail and other                            |                             | 56,043                    | 148,597                       | (10,307)                                 | 194,333      |
| Provision for doubtful accounts                         |                             | 23,376                    | 49,610                        |  | 72,986       |
| General and administrative                              |                             | 182,424                   | 311,081                       | (851)                                    | 492,654      |
| Corporate expense                                       | 67,238                      | 179                       | 47,132                        | (36,433)                                 | 78,116       |
| Rental expense  |                             |                           | 30,690                        |  | 30,690       |
| Pre-opening expense                                     | 535                         | 6                         | 97,193                        | (50)                                     | 97,684       |
| Development expense                                     | 1,258                       |                           |                               |  | 1,258        |
| Depreciation and amortization                           | 9,331                       | 171,475                   | 329,715                       |  | 510,521      |
| Impairment loss   |                             |                           | 16,057                        |  | 16,057       |
| Loss on disposal of assets                              |                             | 9,026                     | 31,551                        |  | 40,577       |
|   | 78,362                      | 795,051                   | 3,327,038                     | (54,215)                                 | 4,146,236    |
| Operating income (loss)                                 | (78,737)                    | 71,975                    | 698,662                       |  | 691,900      |
| Other income (expense):                                 |                             |                           |                               |  |              |
| Interest income   | 2,493                       | 65,164                    | 2,507                         | (63,797)                                 | 6,367        |
| Interest expense, net of amounts capitalized            | (11,669)                    | (82,880)                  | (201,123)                     | 63,797                                   | (231,875)    |
| Other income (expense)                                  | (1,500)                     | 454                       | (5,159)                       |  | (6,205)      |
| Gain (loss) on modification or early retirement of debt | 3,358                       | (21,692)                  | (221)                         |  | (18,555)     |
| Income from equity investments in subsidiaries          | 376,674                     | 322,268                   |                               | (698,942)                                |              |

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|   |            |            |            |              |            |
|---|------------|------------|------------|--------------|------------|
| Income before income taxes                          | 290,619    | 355,289    | 494,666    | (698,942)    | 441,632    |
| Income tax benefit (expense)                        | (16,734)   | 2,555      | (32,257)   |              | (46,436)   |
| Net income  | 273,885    | 357,844    | 462,409    | (698,942)    | 395,196    |
| Net income attributable to noncontrolling interests |            |            | (121,311)  |              | (121,311)  |
| Net income attributable to Las Vegas Sands Corp.    | \$ 273,885 | \$ 357,844 | \$ 341,098 | \$ (698,942) | \$ 273,885 |

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

**Condensed Consolidating Statements of Cash Flows**  
**For the Nine Months Ended September 30, 2011**

|  | <b>Las Vegas<br/>Sands<br/>Corp.</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating/<br/>Eliminating<br/>Entries</b> | <b>Total</b> |
|--|--------------------------------------|-----------------------------------|---------------------------------------|---|--------------|
| Net cash generated from<br>(used in) operating activities      | \$ (128,534)                         | \$ 232,218                        | \$ 1,825,489                          | \$  | \$ 1,929,173 |
| Cash flows from investing<br>activities:                       |                                      |                                   |                                       |   |              |
| Change in restricted cash and<br>cash equivalents              |                                      | 2,070                             | 588,026                               |   | 590,096      |
| Capital expenditures   | (11,284)                             | (29,229)                          | (1,047,092)                           |   | (1,087,605)  |
| Proceeds from disposal of<br>property and equipment            |                                      |                                   | 5,487                                 |   | 5,487        |
| Acquisition of intangible<br>assets                            | (100)                                |                                   |                                       |   | (100)        |
| Dividends received from<br>Guarantor Subsidiaries              | 85,265                               |                                   |                                       | (85,265)  |              |
| Notes receivable to<br>non-guarantor subsidiaries              |                                      | (42,963)                          |                                       | 42,963  |              |
| Dividends received from<br>non-guarantor subsidiaries          |                                      | 127,472                           |                                       | (127,472)   |              |
| Repayments of receivable<br>from non-guarantor<br>subsidiaries |                                      | 700                               |                                       | (700)   |              |
| Capital contributions to<br>subsidiaries                       | (50,026)                             |                                   |                                       | 50,026  |              |
| Net cash generated from<br>(used in) investing activities      | 23,855                               | 58,050                            | (453,579)                             | (120,448)   | (492,122)    |
| Cash flows from financing<br>activities:                       |                                      |                                   |                                       |   |              |
| Proceeds from exercise of<br>stock options                     | 20,390                               |                                   | 2,022                                 |   | 22,412       |
| Proceeds from the exercise of<br>warrants                      | 9,662                                |                                   |                                       |   | 9,662        |
| Dividends paid to preferred<br>stockholders                    | (57,957)                             |                                   |                                       |   | (57,957)     |
| Distributions to<br>noncontrolling interests                   |                                      | (1,779)                           | (6,027)                               |   | (7,806)      |
| Dividends paid to Las Vegas<br>Sands Corp.                     |                                      | (85,265)                          |                                       | 85,265  |              |

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|  |            |            |              |         |              |
|--|------------|------------|--------------|---------|--------------|
| Dividends paid to Guarantor Subsidiaries             |            |            | (127,472)    |         | 127,472      |
| Capital contributions received                       | 50,000     |            | 26           |         | (50,026)     |
| Borrowings from Guarantor Subsidiaries               |            |            | 42,963       |         | (42,963)     |
| Repayments on borrowings from Guarantor Subsidiaries |            |            | (700)        |         | 700          |
| Repayments on Singapore credit facility              |            |            | (302,210)    |         | (302,210)    |
| Repayments on VML credit facility                    |            |            | (43,750)     |         | (43,750)     |
| Repayments on senior secured credit facility         | (21,703)   |            |              |         | (21,703)     |
| Repayments on ferry financing                        |            |            | (26,243)     |         | (26,243)     |
| Repayments on airplane financings                    | (2,766)    |            |              |         | (2,766)      |
| Repayments on HVAC equipment lease                   |            | (1,261)    |              |         | (1,261)      |
| Repayments on FF&E facility and other long-term debt |            |            | (1,470)      |         | (1,470)      |
| Repurchase of preferred stock                        | (64,949)   |            |              |         | (64,949)     |
| Payments of preferred stock inducement premium       | (16,494)   |            |              |         | (16,494)     |
| Payments of deferred financing costs                 |            |            | (6,076)      |         | (6,076)      |
| Net cash used in financing activities                | (112,114)  | (60,008)   | (468,937)    | 120,448 | (520,611)    |
| Effect of exchange rate on cash                      |            |            | (1,946)      |         | (1,946)      |
| Increase (decrease) in cash and cash equivalents     | (216,793)  | 230,260    | 901,027      |         | 914,494      |
| Cash and cash equivalents at beginning of period     | 1,031,844  | 412,226    | 1,593,011    |         | 3,037,081    |
| Cash and cash equivalents at end of period           | \$ 815,051 | \$ 642,486 | \$ 2,494,038 | \$      | \$ 3,951,575 |

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(UNAUDITED)**

**Condensed Consolidating Statements of Cash Flows**  
**For the Nine Months Ended September 30, 2010**

|   | <b>Las Vegas<br/>Sands Corp.</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating/<br/>Eliminating<br/>Entries</b> | <b>Total</b> |
|---|----------------------------------|-----------------------------------|---------------------------------------|---|--------------|
| Net cash generated from<br>(used in) operating activities | \$ (86,402)                      | \$ 243,909                        | \$ 1,050,491                          | \$  | \$ 1,207,998 |
| Cash flows from investing<br>activities:                  |                                  |                                   |                                       |   |              |
| Change in restricted cash and<br>cash equivalents         |                                  | 159                               | (836,964)                             |   | (836,805)    |
| Capital expenditures                                      | (5,261)                          | (20,308)                          | (1,624,695)                           |   | (1,650,264)  |
| Proceeds from disposal of<br>property and equipment       |                                  | 823                               | 5,128                                 |   | 5,951        |
| Acquisition of intangible<br>assets                       | (590)                            |                                   | (44,009)                              |   | (44,599)     |
| Purchases of investments                                  |                                  |                                   | (173,774)                             |   | (173,774)    |
| Proceeds from investments                                 |                                  |                                   | 173,774                               |   | 173,774      |
| Notes receivable to<br>non-guarantor subsidiaries         |                                  | (43,312)                          |                                       | 43,312  |              |
| Dividends from Guarantor<br>Subsidiaries                  | 5,265,485                        |                                   |                                       | (5,265,485)                                       |              |
| Dividends from<br>non-guarantor subsidiaries              |                                  | 41,100                            |                                       | (41,100)  |              |
| Capital contributions to<br>subsidiaries                  | (4,467,037)                      | (16,537)                          |                                       | 4,483,574   |              |
| Net cash generated from<br>(used in) investing activities | 792,597                          | (38,075)                          | (2,500,540)                           | (779,699)   | (2,525,717)  |
| Cash flows from financing<br>activities:                  |                                  |                                   |                                       |   |              |
| Proceeds from exercise of<br>stock options                | 6,396                            |                                   |                                       |   | 6,396        |
| Proceeds from exercise of<br>warrants                     | 5                                |                                   |                                       |   | 5            |
| Dividends paid to preferred<br>stockholders               | (70,050)                         |                                   |                                       |   | (70,050)     |
| Dividends paid to Las Vegas<br>Sands Corp.                |                                  | (5,265,485)                       |                                       | 5,265,485   |              |
| Dividends paid to Guarantor<br>Subsidiaries               |                                  |                                   | (41,100)                              | 41,100  |              |
| Capital contributions<br>received                         |                                  | 4,300,037                         | 183,537                               | (4,483,574)                                       |              |

|  |            |             |              |          |              |
|--|------------|-------------|--------------|----------|--------------|
| Borrowings from Guarantor Subsidiaries                 |            |             | 43,312       | (43,312) |              |
| Proceeds from VOL credit facility                      |            |             | 751,169      |          | 751,169      |
| Proceeds from Singapore credit facility                |            |             | 647,988      |          | 647,988      |
| Repayments on senior secured credit facility           |            | (1,803,090) |              |          | (1,803,090)  |
| Repayments on VML credit facility                      |            |             | (524,701)    |          | (524,701)    |
| Repurchase and cancellation of senior notes            | (56,675)   |             |              |          | (56,675)     |
| Repayments on ferry financing                          |            |             | (26,331)     |          | (26,331)     |
| Repayments on airplane financings                      | (2,766)    |             |              |          | (2,766)      |
| Repayments on HVAC equipment lease                     |            | (1,293)     |              |          | (1,293)      |
| Repayments on FF&E facility and other long-term debt   |            | (108,549)   | (1,197)      |          | (109,746)    |
| Payments of deferred financing costs                   |            | (9,905)     | (55,918)     |          | (65,823)     |
| Net cash generated from (used in) financing activities | (123,090)  | (2,888,285) | 976,759      | 779,699  | (1,254,917)  |
| Effect of exchange rate on cash                        |            |             | 11,932       |          | 11,932       |
| Increase (decrease) in cash and cash equivalents       | 583,105    | (2,682,451) | (461,358)    |          | (2,560,704)  |
| Cash and cash equivalents at beginning of period       | 254,256    | 3,033,625   | 1,667,535    |          | 4,955,416    |
| Cash and cash equivalents at end of period             | \$ 837,361 | \$ 351,174  | \$ 1,206,177 | \$       | \$ 2,394,712 |



**Table of Contents****LAS VEGAS SANDS CORP. AND SUBSIDIARIES****ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with, and is qualified in its entirety by, the condensed consolidated financial statements and the notes thereto, and other financial information included in this Form 10-Q. Certain statements in this Management's Discussion and Analysis of Financial Condition and Results of Operations are forward-looking statements. See Special Note Regarding Forward-Looking Statements.

**Operations**

We view each of our casino properties as an operating segment. Our operating segments in the United States consist of The Venetian Resort Hotel Casino (The Venetian Las Vegas), The Palazzo Resort Hotel Casino (The Palazzo) and the Sands Casino Resort Bethlehem (the Sands Bethlehem). The Venetian Las Vegas and The Palazzo operating segments are managed as a single integrated resort and have been aggregated into one reportable segment (the Las Vegas Operating Properties), considering their similar economic characteristics, types of customers, types of service and products, the regulatory business environment of the operations within each segment and our organizational and management reporting structure. Our operating segments in the Macau Special Administrative Region (Macau) of the People's Republic of China consist of the Sands Macao; The Venetian Macao Resort Hotel (The Venetian Macao); the Four Seasons Hotel Macao, Cotai Strip and the Plaza Casino (collectively, the Four Seasons Macao); and other ancillary operations in that region (Other Asia). Our operating segment in Singapore, Marina Bay Sands, opened on April 27, 2010.

**United States***Las Vegas*

Our Las Vegas Operating Properties, situated on or near the Las Vegas Strip, consist of The Venetian Las Vegas, a Renaissance Venice-themed resort; The Palazzo, a resort featuring modern European ambience and design; and an expo and convention center of approximately 1.2 million square feet (the Sands Expo Center). Our Las Vegas Operating Properties represent an integrated resort with approximately 7,100 suites and approximately 225,000 square feet of gaming space. Our Las Vegas Operating Properties also feature a meeting and conference facility of approximately 1.1 million square feet; Canyon Ranch SpaClub facilities; a Paiza Club offering services and amenities to premium customers, including luxurious VIP suites, spa facilities and private VIP gaming room facilities; entertainment facilities; an enclosed retail, dining and entertainment complex located within The Venetian Las Vegas of approximately 440,000 net leasable square feet (The Grand Canal Shoppes), which was sold to GGP Limited Partnership (GGP) in 2004; and an enclosed retail and dining complex located within The Palazzo of approximately 400,000 net leasable square feet (The Shoppes at The Palazzo), which was sold to GGP in February 2008. See Item 1 Financial Statements Notes to Condensed Consolidated Financial Statements Note 2 Property and Equipment, Net regarding the sale of The Shoppes at The Palazzo.

Approximately 70.0% and 63.9% of gross revenue at our Las Vegas Operating Properties for the nine months ended September 30, 2011 and 2010, respectively, was derived from room revenues, food and beverage services, and other non-gaming sources, and 30.0% and 36.1%, respectively, was derived from gaming activities. The percentage of non-gaming revenue reflects the integrated resort's emphasis on the group convention and trade show business.

*Pennsylvania*

In May 2009, we partially opened the Sands Bethlehem, a gaming, hotel, retail and dining complex located on the site of the historic Bethlehem Steel Works in Bethlehem, Pennsylvania. Sands Bethlehem currently features approximately 152,000 square feet of gaming space, which include table games operations that commenced in July 2010; a 300-room hotel tower, which opened in May 2011; an arts and cultural center; and the broadcast home of the local PBS affiliate. We have initiated construction activities on the remaining components of the integrated resort, which include a 150,000-square-foot retail facility (with a progressive opening beginning in November 2011) and a 50,000-square-foot multipurpose event center (expected to open in the second quarter of 2012). Sands Bethlehem is also expected to be home to the National Museum of Industrial History. We own 86% of the economic interest of the gaming, hotel and entertainment portion of the property through our ownership interest in Sands Bethworks Gaming LLC and more than 35% of the economic interest of the retail portion of the property through our ownership interest in Sands Bethworks

Retail LLC. Approximately 90.3% and 91.2% of the gross revenue at Sands Bethlehem for the nine months ended September 30, 2011 and 2010, respectively, was derived from gaming activities, with the remainder derived from food and beverage services and other non-gaming sources.

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Sands China Ltd. ( SCL ) completed an initial public offering (the SCL Offering ) by listing its ordinary shares on The Main Board of The Stock Exchange of Hong Kong Limited in November 2009. We own 70.3% of SCL, which includes the operations of the Sands Macao, The Venetian Macao, Four Seasons Macao and other ancillary operations that support these properties. We operate the gaming areas within these properties pursuant to a 20-year gaming subconcession.

We own and operate the Sands Macao, the first Las Vegas-style casino in Macau. The Sands Macao includes approximately 197,000 square feet of gaming space; a 289-suite hotel tower; several restaurants; VIP facilities; a theater and other high-end services and amenities. Approximately 94.5% and 94.1% of the gross revenue at the Sands Macao for the nine months ended September 30, 2011 and 2010, respectively, was derived from gaming activities, with the remainder primarily derived from room revenues and food and beverage services.

We also own and operate The Venetian Macao, the anchor property of our master-planned development of integrated resort properties that we refer to as the Cotai Strip in Macau. With a theme similar to that of The Venetian Las Vegas, The Venetian Macao includes a 39-floor luxury hotel with over 2,900 suites; approximately 550,000 square feet of gaming space; a 15,000-seat arena; an 1,800-seat theater; retail and dining space of approximately 1.0 million square feet; and a convention center and meeting room complex of approximately 1.2 million square feet. Approximately 83.8% and 82.9% of the gross revenue at The Venetian Macao for the nine months ended September 30, 2011 and 2010, respectively, was derived from gaming activities, with the remainder derived from room revenues and other non-gaming sources.

We own the Four Seasons Macao, which is located adjacent and connected to The Venetian Macao. The Four Seasons Macao is an integrated resort that features 360 rooms and suites managed and operated by Four Seasons Hotels Inc.; 19 Paiza mansions; approximately 70,000 square feet of gaming space; retail space of approximately 211,000 square feet, which is connected to the mall at The Venetian Macao; several food and beverage offerings; and conference, banquet and other facilities operated by us. This integrated resort will also feature the Four Seasons Apartment Hotel Macao, Cotai Strip (the Four Seasons Apartments ), an apart-hotel tower that consists of approximately 1.0 million square feet of Four Seasons-serviced and -branded luxury apart-hotel units and common areas. We have completed the structural work of the tower and expect to monetize the units within the Four Seasons Apartments subject to market conditions and obtaining the necessary government approvals. Approximately 83.0% and 85.0% of the gross revenue at the Four Seasons Macao for the nine months ended September 30, 2011 and 2010, respectively, was derived from gaming activities, with the remainder derived from mall revenues, room revenues and other non-gaming sources.

***Singapore***

We own and operate the Marina Bay Sands in Singapore, which partially opened on April 27, 2010, with additional portions opened progressively throughout 2010. Marina Bay Sands features three 55-story hotel towers (with approximately 2,600 rooms and suites), the Sands SkyPark (which sits atop the hotel towers and features an infinity swimming pool and several dining options), approximately 160,000 square feet of gaming space, an enclosed retail, dining and entertainment complex of approximately 800,000 net leasable square feet, a convention center and meeting room complex of approximately 1.2 million square feet and theaters. In February 2011, the Marina Bay Sands opened a landmark iconic structure at the bay-front promenade that contains an art/science museum. Approximately 76.5% of the gross revenue at the Marina Bay Sands for the nine months ended September 30, 2011, was derived from gaming activities, with the remainder derived from room revenues, food and beverage services and other non-gaming sources.

**Development Projects**

We have suspended portions of our development projects to focus our efforts on those projects with the highest expected rates of return on invested capital. Should general economic conditions fail to improve, if we are unable to obtain sufficient funding or applicable government approvals such that completion of our suspended projects is not probable, or should management decide to abandon certain projects, all or a portion of our investment to date on our suspended projects could be lost and would result in an impairment charge. In addition, we may be subject to penalties under the termination clauses in our construction contracts or termination rights under our management contracts with certain hotel management companies.



**Table of Contents*****United States***

We were constructing a high-rise residential condominium tower (the Las Vegas Condo Tower), located on the Las Vegas Strip between The Palazzo and The Venetian Las Vegas. We suspended our construction activities for the project due to reduced demand for Las Vegas Strip condominiums and the overall decline in general economic conditions. We intend to recommence construction when demand and conditions improve and expect that it will take approximately 18 months thereafter to complete construction of the project. As of September 30, 2011, we have capitalized construction costs of \$178.0 million for this project. The impact of the suspension on the estimated overall cost of the project is currently not determinable with certainty.

***Macau***

We submitted plans to the Macau government for our other Cotai Strip developments, which represent three integrated resort developments, in addition to The Venetian Macao and Four Seasons Macao, on an area of approximately 200 acres (which we refer to as Sands Cotai Central (formerly parcels 5 and 6) and parcels 3 and 7 and 8). Subject to the approval from the Macau government, as discussed further below, the developments are expected to include hotels, exhibition and conference facilities, gaming areas, showrooms, spas, dining, retail and entertainment facilities and other amenities. We commenced construction or pre-construction activities on these developments and plan to operate the related gaming areas under our Macau gaming subconcession. In addition, we are completing the development of some public areas surrounding our Cotai Strip properties on behalf of the Macau government. We currently intend to develop our other Cotai Strip properties as follows:

**Sands Cotai Central** We are staging the construction of the Sands Cotai Central integrated resort. Upon completion of phases I and II of the project, the integrated resort will feature approximately 5,800 hotel rooms, approximately 300,000 square feet of gaming space, approximately 1.2 million square feet of retail, entertainment, dining and exhibition and conference facilities, and a multipurpose theater. Phase I, which is currently expected to open at the end of the first quarter of 2012, includes a hotel tower on parcel 5 that was to be managed by Shangri-La International Hotel Management Limited (Shangri-La); however, in March 2011, we mutually agreed with Shangri-La to terminate the hotel management agreement. This hotel tower will now be managed by Hilton Worldwide, which will include 600 five-star rooms and suites under their Conrad brand, and InterContinental Hotels Group, which will include 1,200 four-star rooms and suites under their Holiday Inn brand. Phase I also includes completion of the structural work of an adjacent hotel tower, located on parcel 6, to be managed by Sheraton International Inc. and Sheraton Overseas Management Co. (collectively Starwood) under its Sheraton Towers brand, a variety of retail offerings, more than 300,000 square feet of meeting space, several food and beverage establishments, along with the 106,000 square foot casino and VIP gaming areas. Phase IIA, which is currently scheduled to open in the third quarter of 2012, includes the opening of the first hotel tower on parcel 6, which will feature nearly 2,000 Sheraton-branded rooms, along with the second casino and the remaining dining, entertainment, retail and meeting facilities. Phase IIB, which is projected to open in the first quarter of 2013, consists of the second hotel tower on parcel 6 and will feature an additional 2,000 rooms and suites under the Sheraton Towers brand. The total cost to complete phases I and II is expected to be approximately \$1.6 billion. Phase III of the project is expected to include a fourth hotel and mixed-use tower, located on parcel 5, to be managed by Starwood under its St. Regis brand and the total cost to complete is expected to be approximately \$450 million. We intend to commence construction of phase III of the project as demand and market conditions warrant it. As of September 30, 2011, we have capitalized costs of \$2.73 billion for the entire project, including the land premium (net of amortization) and \$183.9 million in outstanding construction payables. Our management agreement with Starwood imposes certain construction deadlines and opening obligations on us and certain past and/or anticipated delays, as described above, would allow Starwood to terminate its agreement. We are currently negotiating an amendment to the management agreement with Starwood to provide for new opening timelines.

**Parcels 7 and 8** If we are successful in winning our appeal and obtaining the land concession for parcels 7 and 8 (as discussed below), the related integrated resort is expected to be similar in size and scope to the Sands Cotai Central. We had commenced pre-construction activities and have capitalized construction costs

of \$100.7 million as of September 30, 2011. We intend to commence construction after Sands Cotai Central and the integrated resort on parcel 3 is complete, necessary government approvals are obtained (including the land concession), regional and global economic conditions improve, future demand warrants it and additional financing is obtained.

Parcel 3 The integrated resort on parcel 3 will be connected to The Venetian Macao and Four Seasons Macao. The multi-hotel complex is intended to include a gaming area, a shopping mall and serviced luxury apart-hotel units. We had commenced pre-construction activities and have capitalized costs of \$96.2 million, including the land premium (net of amortization), as of September 30, 2011. We intend to commence construction after Sands Cotai Central is complete, necessary government approvals are obtained, regional and global economic conditions improve, future demand warrants it and additional financing is obtained.

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The impact of the delayed construction on our previously estimated cost to complete our Cotai Strip developments is currently not determinable. As of September 30, 2011, we have capitalized an aggregate of \$7.11 billion in construction costs and land premiums (net of amortization) for our Cotai Strip developments, including The Venetian Macao, Four Seasons Macao and Sands Cotai Central, as well as our investments in transportation infrastructure, including our passenger ferry service operations. In addition to funding phases I and II of Sands Cotai Central with borrowings under our new \$3.7 billion Macau credit facility entered into in September 2011 (the 2011 VML Credit Facility, see Liquidity and Capital Resources Development Financing Strategy for further disclosure), we will need to arrange additional financing to fund the balance of our Cotai Strip developments and there is no assurance that we will be able to obtain any of the additional financing required.

Land concessions in Macau generally have an initial term of 25 years with automatic extensions of 10 years thereafter in accordance with Macau law. We have received land concessions from the Macau government to build on parcels 1, 2, 3 and 5 and 6, including the sites on which The Venetian Macao (parcel 1), Four Seasons Macao (parcel 2) and Sands Cotai Central (parcels 5 and 6) are located. We do not own these land sites in Macau; however, the land concessions grant us exclusive use of the land. As specified in the land concessions, we are required to pay premiums for each parcel, which are either payable in a single lump sum upon acceptance of the land concessions by the Macau government or in seven semi-annual installments (provided that the outstanding balance is due upon the completion of the corresponding integrated resort), as well as annual rent for the term of the land concessions. In December 2010, we received notice from the Macau government that our application for a land concession for parcels 7 and 8 was not approved and we applied to the Chief Executive of Macau for a review of the decision. In January 2011, we filed an appeal with the Court of Second Instance in Macau, which has yet to issue a decision. Should we win our appeal, it is still possible for the Chief Executive of Macau to again deny the land concession based upon public policy considerations. If we do not obtain the land concession or do not receive full reimbursement of our capitalized investment in this project, we would record a charge for all or some portion of the \$100.7 million in capitalized construction costs, as of September 30, 2011, related to our development on parcels 7 and 8.

Under our land concession for parcel 3, we were initially required to complete the corresponding development by August 2011. The Macau government has granted us a two-year extension to complete the development of parcel 3, which now must be completed by April 2013. The land concession for Sands Cotai Central contains a similar requirement that the corresponding development be completed by May 2014. We believe that if we are not able to complete the developments by the respective deadlines, we will likely be able to obtain extensions from the Macau government; however, no assurances can be given that additional extensions will be granted. If we are unable to meet the applicable deadlines and those deadlines are not extended, we could lose our land concessions for parcel 3 or Sands Cotai Central, which would prohibit us from operating any facilities developed under the respective land concessions. As a result, we could record a charge for all or some portion of the \$96.2 million and \$2.73 billion in capitalized costs and land premiums (net of amortization), as of September 30, 2011, related to our developments on parcel 3 or Sands Cotai Central, respectively.

### ***Other***

When the current economic environment and access to capital improve, we may continue exploring the possibility of developing and operating additional properties, including integrated resorts, in additional Asian and U.S. jurisdictions, and in Europe.

### **Critical Accounting Policies and Estimates**

The preparation of our condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires our management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. These estimates are based on historical information, information that is currently available to us and on various other assumptions that management believes to be reasonable under the circumstances. Actual results could vary from those estimates and we may change our estimates and assumptions in future evaluations. Changes in these estimates and assumptions may have a material effect on our financial condition and results of operations. We believe that these critical accounting policies affect our more significant judgments and estimates used in the preparation of our condensed consolidated financial statements. For a discussion of our significant accounting policies and estimates, please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations

presented in our 2010 Annual Report on Form 10-K filed on March 1, 2011.



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There were no newly identified significant accounting estimates during the nine months ended September 30, 2011, nor were there any material changes to the critical accounting policies and estimates discussed in our 2010 Annual Report.

**Recent Accounting Pronouncements**

See related disclosure at Item 1 Financial Statements Notes to Condensed Consolidated Financial Statements Note 1 Organization and Business of Company Recent Accounting Pronouncements.

**Summary Financial Results**

The following table summarizes our results of operations:

|  | Three Months Ended September 30, |              |                | Nine Months Ended September 30, |              |                |
|--|----------------------------------|--------------|----------------|---------------------------------|--------------|----------------|
|  | 2011                             | 2010         | Percent Change | 2011                            | 2010         | Percent Change |
|  | (Dollars in thousands)           |              |                |                                 |              |                |
| Net revenues                                     | \$ 2,409,375                     | \$ 1,908,772 | 26.2%          | \$ 6,866,390                    | \$ 4,838,136 | 41.9%          |
| Operating expenses                               | 1,776,819                        | 1,525,467    | 16.5%          | 5,139,785                       | 4,146,236    | 24.0%          |
| Operating income                                 | 632,556                          | 383,305      | 65.0%          | 1,726,605                       | 691,900      | 149.5%         |
| Income before income taxes                       | 557,547                          | 293,995      | 89.6%          | 1,510,727                       | 441,632      | 242.1%         |
| Net income                                       | 505,172                          | 268,834      | 87.9%          | 1,358,767                       | 395,196      | 243.8%         |
| Net income attributable to Las Vegas Sands Corp. | 424,879                          | 214,497      | 98.1%          | 1,124,839                       | 273,885      | 310.7%         |

**Percent of Net Revenues**

|  | Three Months Ended September 30, |       | Nine Months Ended September 30, |       |
|--|----------------------------------|-------|---------------------------------|-------|
|  | 2011                             | 2010  | 2011                            | 2010  |
| Operating expenses                               | 73.7%                            | 79.9% | 74.9%                           | 85.7% |
| Operating income                                 | 26.3%                            | 20.1% | 25.1%                           | 14.3% |
| Income before income taxes                       | 23.1%                            | 15.4% | 22.0%                           | 9.1%  |
| Net income                                       | 21.0%                            | 14.1% | 19.8%                           | 8.2%  |
| Net income attributable to Las Vegas Sands Corp. | 17.6%                            | 11.2% | 16.4%                           | 5.7%  |

**Operating Results****Key Operating Revenue Measurements**

Operating revenues at our Las Vegas Operating Properties, The Venetian Macao, Four Seasons Macao and Marina Bay Sands are dependent upon the volume of customers who stay at the hotel, which affects the price that can be charged for hotel rooms and the volume of table games and slot machine play. Operating revenues at Sands Macao and Sands Bethlehem are principally driven by casino customers who visit the properties on a daily basis.

The following are the key measurements we use to evaluate operating revenues:

*Casino revenue measurements for the U.S.:* Table games drop ( drop ) and slot handle ( handle ) are volume measurements. Win or hold percentage represents the percentage of drop or handle that is won by the casino and recorded as casino revenue. Table games drop represents the sum of markers issued (credit instruments) less markers paid at the table, plus cash deposited in the table drop box. Slot handle is the gross amount wagered for the period cited. We view table games win as a percentage of drop and slot hold as a percentage of slot handle. Based upon our mix of table games, our table games in Las Vegas have produced a trailing 12-month win percentage (calculated before discounts) of 17.5%. Slot machines in Las Vegas and Pennsylvania have produced a trailing 12-month hold percentage (calculated before slot club cash incentives) of 8.2% and 7.3%, respectively. Actual win may vary from the trailing 12-month win and hold percentages. Generally, slot machine play is conducted on a cash basis, whereas in Las Vegas, approximately 70.9% of our table games play for the nine months ended September 30, 2011, was conducted

on a credit basis. In Pennsylvania, our table games play, which commenced in July 2010, was primarily conducted on a cash basis. We expect to increase the credit extended to our players as operations ramp up at Sands Bethlehem.

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*Casino revenue measurements for Macau and Singapore:* Macau and Singapore table games are segregated into two groups, consistent with the Macau and Singapore market's convention: Rolling Chip play (all VIP players) and Non-Rolling Chip play (mostly non-VIP players). The volume measurement for Rolling Chip play is non-negotiable gaming chips wagered and lost. The volume measurement for Non-Rolling Chip play is table games drop as previously described. Rolling Chip and Non-Rolling Chip volume measurements are not comparable as the amounts wagered and lost are substantially higher than the amounts dropped. Slot handle is the gross amount wagered for the period cited.

We view Rolling Chip win as a percentage of Rolling Chip volume, Non-Rolling Chip win as a percentage of drop and slot hold as a percentage of slot handle. Win or hold percentage represents the percentage of Rolling Chip volume, Non-Rolling Chip drop or slot handle that is won by the casino and recorded as casino revenue. Based upon our mix of table games, our Rolling Chip win percentage (calculated before discounts and commissions) is expected to be 2.7% to 3.0% and our Non-Rolling Chip table games have produced a trailing 12-month win percentage of 27.0%, 20.2%, 34.8% and 22.4% at The Venetian Macao, Sands Macao, Four Seasons Macao and Marina Bay Sands, respectively. Our slot machines have produced a trailing 12-month hold percentage of 6.8%, 6.0%, 6.0% and 5.4% at The Venetian Macao, Sands Macao, Four Seasons Macao and Marina Bay Sands, respectively. Actual win may vary from the trailing 12-month win and hold percentages. In Macau, 26.6% of our table games play was conducted on a credit basis for the nine months ended September 30, 2011. This percentage is expected to increase as we continue to extend credit to our premium players and junket operators for table games play. In Singapore, 34.6% of table games play was conducted on a credit basis for the nine months ended September 30, 2011. This percentage is expected to increase as we increase the credit extended to our premium players and as our operations ramp up at Marina Bay Sands.

*Hotel revenue measurements:* Hotel occupancy rate, which is the average percentage of available hotel rooms occupied during a period, and average daily room rate, which is the average price of occupied rooms per day, are used as performance indicators. Revenue per available room represents a summary of hotel average daily room rates and occupancy. Because not all available rooms are occupied, average daily room rates are normally higher than revenue per available room. Reserved rooms where the guests do not show up for their stay and lose their deposit may be re-sold to walk-in guests. These rooms are considered to be occupied twice for statistical purposes due to obtaining the original deposit and the walk-in guest revenue. In cases where a significant number of rooms are resold, occupancy rates may be in excess of 100% and revenue per available room may be higher than the average daily room rate.

**Three Months Ended September 30, 2011 Compared to the Three Months Ended September 30, 2010****Operating Revenues**

Our net revenues consisted of the following:

|                              | <b>Three Months Ended September 30,</b> |              |                |
|------------------------------|---|--------------|----------------|
|                              | <b>2011</b>                             | <b>2010</b>  | <b>Percent</b> |
|                              | <b>(Dollars in thousands)</b>           |              |                |
|                              |   |              | <b>Change</b>  |
| Casino                       | \$ 1,903,142                            | \$ 1,573,851 | 20.9%          |
| Rooms                        | 262,352                                 | 208,160      | 26.0%          |
| Food and beverage            | 147,223                                 | 117,186      | 25.6%          |
| Convention, retail and other | 223,841                                 | 147,179      | 52.1%          |
|                              | 2,536,558                               | 2,046,376    | 24.0%          |
| Less promotional allowances  | (127,183)                               | (137,604)    | 7.6%           |
| Total net revenues           | \$ 2,409,375                            | \$ 1,908,772 | 26.2%          |

Consolidated net revenues were \$2.41 billion for the three months ended September 30, 2011, an increase of \$500.6 million compared to \$1.91 billion for the three months ended September 30, 2010. The increase in net

revenues was driven by an increase of \$306.5 million from the progressive opening of the Marina Bay Sands, as well as increases at our Macau and U.S. operations.

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Casino revenues increased \$329.3 million compared to the three months ended September 30, 2010. Of the increase, \$237.5 million was attributable to Marina Bay Sands, as well as a \$63.0 million increase at our Macau operations driven by an increase in Rolling Chip volume at Sands Macao and increases in Non-Rolling Chip drop and win percentage at The Venetian Macao. The following table summarizes the results of our casino activity:

|  | <b>Three Months Ended September 30,</b> |               |               |
|--|---|---------------|---------------|
|  | <b>2011</b>                             | <b>2010</b>   | <b>Change</b> |
|  | <b>(Dollars in thousands)</b>           |               |               |
| <b>Macau Operations:</b>                     |   |               |               |
| <b><i>The Venetian Macao</i></b>             |   |               |               |
| Total casino revenues                        | \$ 586,945                              | \$ 540,284    | 8.6%          |
| Non-Rolling Chip drop                        | \$ 1,074,230                            | \$ 956,867    | 12.3%         |
| Non-Rolling Chip win percentage              | 27.6%                                   | 26.6%         | 1.0pts        |
| Rolling Chip volume                          | \$ 12,706,769                           | \$ 11,035,144 | 15.1%         |
| Rolling Chip win percentage                  | 2.66%                                   | 3.05%         | (0.39)pts     |
| Slot handle                                  | \$ 897,109                              | \$ 853,705    | 5.1%          |
| Slot hold percentage                         | 6.4%                                    | 6.5%          | (0.1)pts      |
| <b><i>Sands Macao</i></b>                    |   |               |               |
| Total casino revenues                        | \$ 299,761                              | \$ 281,764    | 6.4%          |
| Non-Rolling Chip drop                        | \$ 722,595                              | \$ 649,605    | 11.2%         |
| Non-Rolling Chip win percentage              | 20.0%                                   | 20.3%         | (0.3)pts      |
| Rolling Chip volume                          | \$ 7,902,923                            | \$ 6,275,044  | 25.9%         |
| Rolling Chip win percentage                  | 2.65%                                   | 3.00%         | (0.35)pts     |
| Slot handle                                  | \$ 536,479                              | \$ 435,713    | 23.1%         |
| Slot hold percentage                         | 5.3%                                    | 5.7%          | (0.4)pts      |
| <b><i>Four Seasons Macao</i></b>             |   |               |               |
| Total casino revenues                        | \$ 140,598                              | \$ 142,256    | (1.2)%        |
| Non-Rolling Chip drop                        | \$ 107,610                              | \$ 98,537     | 9.2%          |
| Non-Rolling Chip win percentage              | 38.9%                                   | 29.5%         | 9.4pts        |
| Rolling Chip volume                          | \$ 4,160,488                            | \$ 4,740,576  | (12.2)%       |
| Rolling Chip win percentage                  | 2.90%                                   | 3.08%         | (0.18)pts     |
| Slot handle                                  | \$ 201,540                              | \$ 120,328    | 67.5%         |
| Slot hold percentage                         | 6.4%                                    | 5.4%          | 1.0pts        |
| <b>U.S Operations:</b>                       |   |               |               |
| <b><i>Las Vegas Operating Properties</i></b> |   |               |               |
| Total casino revenues                        | \$ 124,258                              | \$ 116,554    | 6.6%          |
| Table games drop                             | \$ 536,109                              | \$ 476,492    | 12.5%         |
| Table games win percentage                   | 20.4%                                   | 17.1%         | 3.3pts        |
| Slot handle                                  | \$ 490,244                              | \$ 663,607    | (26.1)%       |
| Slot hold percentage                         | 8.7%                                    | 7.9%          | 0.8pts        |
| <b><i>Sands Bethlehem</i></b>                |   |               |               |
| Total casino revenues                        | \$ 99,652                               | \$ 78,522     | 26.9%         |
| Table games drop                             | \$ 188,908                              | \$ 72,910     | 159.1%        |
| Table games win percentage                   | 14.3%                                   | 13.0%         | 1.3pts        |
| Slot handle                                  | \$ 988,426                              | \$ 934,586    | 5.8%          |
| Slot hold percentage                         | 7.1%                                    | 7.2%          | (0.1)pts      |
| <b>Singapore Operations:</b>                 |   |               |               |
| <b><i>Marina Bay Sands</i></b>               |   |               |               |
| Total casino revenues                        | \$ 651,928                              | \$ 414,471    | 57.3%         |

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|                                 |               |               |          |
|---------------------------------|---------------|---------------|----------|
| Non-Rolling Chip drop           | \$ 1,199,171  | \$ 892,079    | 34.4%    |
| Non-Rolling Chip win percentage | 22.6%         | 22.1%         | 0.5pts   |
| Rolling Chip volume             | \$ 16,720,235 | \$ 10,254,561 | 63.1%    |
| Rolling Chip win percentage     | 2.69%         | 2.65%         | 0.04pts  |
| Slot handle                     | \$ 2,792,485  | \$ 1,358,705  | 105.5%   |
| Slot hold percentage            | 5.3%          | 5.9%          | (0.6)pts |

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In our experience, average win percentages remain steady when measured over extended periods of time, but can vary considerably within shorter time periods as a result of the statistical variances that are associated with games of chance in which large amounts are wagered.

Room revenues increased \$54.2 million compared to the three months ended September 30, 2010. Of the increase, \$36.5 million was attributable to Marina Bay Sands, as well as increases at our Las Vegas Properties driven by increased room rates and at The Venetian Macao driven by increased occupancy and room rates. The suites at Sands Macao are primarily provided to casino patrons on a complimentary basis. The following table summarizes the results of our room activity:

|  | <b>Three Months Ended September 30,</b> |             |               |
|--|---|-------------|---------------|
|  | <b>2011</b>                             | <b>2010</b> | <b>Change</b> |
|  | <b>(Dollars in thousands)</b>           |             |               |
| <b>Macau Operations:</b>                     |   |             |               |
| <b><i>The Venetian Macao</i></b>             |   |             |               |
| Total room revenues                          | \$ 57,083                               | \$ 50,614   | 12.8%         |
| Occupancy rate                               | 94.1%                                   | 90.1%       | 4.0pts        |
| Average daily room rate                      | \$ 232                                  | \$ 217      | 6.9%          |
| Revenue per available room                   | \$ 218                                  | \$ 195      | 11.8%         |
| <b><i>Sands Macao</i></b>                    |   |             |               |
| Total room revenues                          | \$ 6,157                                | \$ 6,089    | 1.1%          |
| Occupancy rate                               | 92.9%                                   | 96.6%       | (3.7)pts      |
| Average daily room rate                      | \$ 251                                  | \$ 239      | 5.0%          |
| Revenue per available room                   | \$ 233                                  | \$ 231      | 0.9%          |
| <b><i>Four Seasons Macao</i></b>             |   |             |               |
| Total room revenues                          | \$ 8,257                                | \$ 7,632    | 8.2%          |
| Occupancy rate                               | 70.8%                                   | 70.9%       | (0.1)pts      |
| Average daily room rate                      | \$ 335                                  | \$ 309      | 8.4%          |
| Revenue per available room                   | \$ 237                                  | \$ 219      | 8.2%          |
| <b>U.S. Operations:</b>                      |   |             |               |
| <b><i>Las Vegas Operating Properties</i></b> |   |             |               |
| Total room revenues                          | \$ 114,046                              | \$ 105,649  | 7.9%          |
| Occupancy rate                               | 92.7%                                   | 93.7%       | (1.0)pts      |
| Average daily room rate                      | \$ 191                                  | \$ 174      | 9.8%          |
| Revenue per available room                   | \$ 177                                  | \$ 163      | 8.6%          |
| <b><i>Sands Bethlehem</i></b>                |   |             |               |
| Total room revenues                          | \$ 2,144                                | \$          | %             |
| Occupancy rate                               | 47.3%                                   | %           | pts           |
| Average daily room rate                      | \$ 168                                  | \$          | %             |
| Revenue per available room                   | \$ 79                                   | \$          | %             |
| <b>Singapore Operations:</b>                 |   |             |               |
| <b><i>Marina Bay Sands</i></b>               |   |             |               |
| Total room revenues                          | \$ 74,665                               | \$ 38,176   | 95.6%         |
| Occupancy rate                               | 98.1%                                   | 68.2%       | 29.9pts       |
| Average daily room rate                      | \$ 327                                  | \$ 246      | 32.9%         |
| Revenue per available room                   | \$ 321                                  | \$ 168      | 91.1%         |

Food and beverage revenues increased \$30.0 million compared to the three months ended September 30, 2010. The increase was primarily due to a \$17.2 million increase at the Marina Bay Sands and a \$10.0 million increase at our Las Vegas Operating Properties driven by increased banquet activities.

Convention, retail and other revenues increased \$76.7 million compared to the three months ended September 30, 2010. The increase was primarily due to increases at the Marina Bay Sands, The Venetian Macao and Four Seasons Macao of \$38.0 million, \$10.3 million and \$7.7 million, respectively, driven by mall operations at these properties.



**Table of Contents****Operating Expenses**

The breakdown of operating expenses is as follows:

|                                 | <b>Three Months Ended September 30,</b> |                     |                           |
|---------------------------------|---|---------------------|---------------------------|
|                                 | <b>2011</b>                             | <b>2010</b>         | <b>Percent<br/>Change</b> |
|                                 | <b>(Dollars in thousands)</b>           |                     |                           |
| Casino                          | \$ 993,378                              | \$ 882,178          | 12.6%                     |
| Rooms                           | 53,493                                  | 36,866              | 45.1%                     |
| Food and beverage               | 71,781                                  | 50,906              | 41.0%                     |
| Convention, retail and other    | 99,229                                  | 70,603              | 40.5%                     |
| Provision for doubtful accounts | 33,953                                  | 37,833              | (10.3)%                   |
| General and administrative      | 240,672                                 | 193,476             | 24.4%                     |
| Corporate expense               | 54,031                                  | 28,686              | 88.4%                     |
| Rental expense                  | 10,143                                  | 9,186               | 10.4%                     |
| Pre-opening expense             | 15,823                                  | 10,107              | 56.6%                     |
| Development expense             | 3,308                                   | 425                 | 678.4%                    |
| Depreciation and amortization   | 200,071                                 | 186,738             | 7.1%                      |
| Impairment loss                 |   | 16,057              | (100.0)%                  |
| Loss on disposal of assets      | 937                                     | 2,406               | (61.1)%                   |
| <b>Total operating expenses</b> | <b>\$ 1,776,819</b>                     | <b>\$ 1,525,467</b> | <b>16.5%</b>              |

Operating expenses were \$1.78 billion for the three months ended September 30, 2011, an increase of \$251.4 million compared to \$1.53 billion for the three months ended September 30, 2010. The increase in operating expenses was primarily attributable to the progressive opening of Marina Bay Sands.

Casino expenses increased \$111.2 million compared to the three months ended September 30, 2010. Of the increase, \$68.3 million was attributable to the Marina Bay Sands and \$30.0 million was due to the 39.0% gross win tax on increased casino revenues across all of our Macau operations.

Room, food and beverage and convention, retail and other expenses increased \$16.6 million, \$20.9 million and \$28.6 million, respectively, compared to the three months ended September 30, 2010. The increases were driven by the associated increases in the related revenues described above.

The provision for doubtful accounts was \$34.0 million for the three months ended September 30, 2011, compared to \$37.8 million for the three months ended September 30, 2010. The amount of this provision can vary over short periods of time because of factors specific to the customers who owe us money from gaming activities at any given time. We believe that the amount of our provision for doubtful accounts in the future will depend upon the state of the economy, our credit standards, our risk assessments and the judgment of our employees responsible for granting credit.

General and administrative expenses increased \$47.2 million compared to the three months ended September 30, 2010, primarily attributable to the \$31.3 million increase at the Marina Bay Sands.

Corporate expenses increased \$25.3 million compared to the three months ended September 30, 2010. The increase was primarily due to higher incentive compensation expenses and increased legal fees.

Pre-opening expenses were \$15.8 million for the three months ended September 30, 2011, compared to \$10.1 million for the three months ended September 30, 2010. Pre-opening expense represents personnel and other costs incurred prior to the opening of new ventures, which are expensed as incurred. Pre-opening expenses for the three months ended September 30, 2011, were primarily related to activities at Sands Cotai Central. Pre-opening expenses for the three months ended September 30, 2010, were primarily related to activities at Sands Cotai Central and Marina Bay Sands.

Depreciation and amortization expense increased \$13.3 million compared to the three months ended September 30, 2010. The increase was primarily attributable to a \$21.5 million increase at Marina Bay Sands, partially offset by decreases at our Macau properties due to certain assets being fully depreciated.

**Table of Contents****Adjusted Property EBITDA**

Adjusted property EBITDA is used by management as the primary measure of the operating performance of our segments. Adjusted property EBITDA is net income before royalty fees, stock-based compensation expense, corporate expense, rental expense, pre-opening expense, development expense, depreciation and amortization, impairment loss, loss on disposal of assets, interest, other income (expense), loss on modification or early retirement of debt and income taxes. The following table summarizes information related to our segments (see Item 1 Financial Statements Notes to Condensed Consolidated Financial Statements Note 10 Segment Information for discussion of our operating segments and a reconciliation of adjusted property EBITDA to net income):

|                                | <b>Three Months Ended September 30,</b> |             |                |
|--------------------------------|---|-------------|----------------|
|                                | <b>2011</b>                             | <b>2010</b> | <b>Percent</b> |
|                                | <b>(Dollars in thousands)</b>           |             |                |
|                                |   |             | <b>Change</b>  |
| <b>Macau:</b>                  |   |             |                |
| The Venetian Macao             | \$ 252,720                              | \$ 211,496  | 19.5%          |
| Sands Macao                    | 75,821                                  | 74,103      | 2.3%           |
| Four Seasons Macao             | 59,719                                  | 48,962      | 22.0%          |
| Other Asia                     | 2,515                                   | (5,563)     | 145.2%         |
|                                | 390,775                                 | 328,998     | 18.8%          |
| <b>United States:</b>          |   |             |                |
| Las Vegas Operating Properties | 94,311                                  | 58,271      | 61.8%          |
| Sands Bethlehem                | 25,170                                  | 16,361      | 53.8%          |
|                                | 119,481                                 | 74,632      | 60.1%          |
| Marina Bay Sands               | 413,893                                 | 241,589     | 71.3%          |
| Total adjusted property EBITDA | \$ 924,149                              | \$ 645,219  | 43.2%          |

Adjusted property EBITDA at our Macau operations increased \$61.8 million compared to the three months ended September 30, 2010, led by an increase of \$41.2 million at The Venetian Macao. As previously described, the increase across the properties was primarily attributable to an increase in net revenues of \$111.2 million, partially offset by an increase of \$30.0 million in gross win tax on increased casino revenues.

Adjusted property EBITDA at our Las Vegas Operating Properties increased \$36.0 million compared to the three months ended September 30, 2010. As previously described, the increase was primarily attributable to an increase in net revenues of \$52.8 million (excluding intersegment royalty revenue), partially offset by increases in the associated operating expenses as a result of higher revenues.

Adjusted property EBITDA at Sands Bethlehem increased \$8.8 million compared to the three months ended September 30, 2010. The increase was primarily attributable to an increase in net revenues of \$23.9 million, driven by the commencement of table games operations in July 2010 and the opening of the 300-room hotel tower in May 2011, partially offset by increases in the associated operating expenses.

Adjusted property EBITDA at Marina Bay Sands, increased \$172.3 million compared to the three months ended September 30, 2010. The increase was primarily attributable to an increase in net revenues of \$306.5 million, driven by the progressive opening of the property, partially offset by increases in the associated operating expenses.

**Interest Expense**

The following table summarizes information related to interest expense on long-term debt:

**Three Months Ended  
September 30,**

|   | <b>2011</b>                   | <b>2010</b>   |
|---|-------------------------------|---------------|
|   | <b>(Dollars in thousands)</b> |               |
| Interest cost (which includes the amortization of deferred financing costs and original issue discount) | \$ 101,688                    | \$ 107,841    |
| Add imputed interest on deferred proceeds from sale of The Shoppes at The Palazzo                       | 4,004                         | 885           |
| Less capitalized interest   | (34,931)                      | (32,003)      |
| Interest expense, net   | \$ 70,761                     | \$ 76,723     |
| Cash paid for interest  | \$ 89,070                     | \$ 102,367    |
| Weighted average total debt balance   | \$ 10,102,791                 | \$ 10,502,487 |
| Weighted average interest rate  | 4.0%                          | 4.1%          |

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Interest cost decreased \$6.2 million compared to the three months ended September 30, 2010, resulting from a decrease in our weighted average debt balances. Capitalized interest increased \$2.9 million compared to the three months ended September 30, 2010, primarily due to increased construction activities at Sands Cotai Central in Macau.

**Other Factors Effecting Earnings**

Other expense was \$6.6 million for the three months ended September 30, 2011, compared to other income of \$6.4 million for the three months ended September 30, 2010. The amounts in both periods were primarily attributable to foreign exchange gains and losses, principally in Macau.

Our effective income tax rate was 9.4% for the three months ended September 30, 2011, compared to 8.6% for the three months ended September 30, 2010. The effective income tax rate for the three months ended September 30, 2011, reflects a 17% statutory tax rate on our Singapore operations; a zero percent tax rate from our Macau gaming operations due to our income tax exemption in Macau, which is set to expire in 2013; and non-realizable deferred tax assets in the U.S. and certain foreign jurisdictions, which unfavorably impacted our effective income tax rate. Management does not anticipate recording an income tax benefit related to deferred tax assets generated by operations in the U.S. and certain foreign jurisdictions; however, to the extent that the financial results of these operations improve and it becomes more likely than not that these deferred tax assets are realizable, we will reduce the valuation allowances in the period such determination is made.

The net income attributable to our noncontrolling interests was \$80.3 million for the three months ended September 30, 2011, compared to \$54.3 million for the three months ended September 30, 2010, and was primarily attributable to the noncontrolling interest of SCL for both periods.

**Nine Months Ended September 30, 2011 Compared to the Nine Months Ended September 30, 2010****Operating Revenues**

Our net revenues consisted of the following:

|                              | <b>Nine Months Ended September 30,</b> |              |                |
|------------------------------|--|--------------|----------------|
|                              | <b>2011</b>                            | <b>2010</b>  | <b>Percent</b> |
|                              | <b>(Dollars in thousands)</b>          |              |                |
|                              |  |              | <b>Change</b>  |
| Casino                       | \$ 5,429,903                           | \$ 3,929,922 | 38.2%          |
| Rooms                        | 734,022                                | 579,709      | 26.6%          |
| Food and beverage            | 438,632                                | 314,344      | 39.5%          |
| Convention, retail and other | 589,138                                | 370,660      | 58.9%          |
|                              | 7,191,695                              | 5,194,635    | 38.4%          |
| Less promotional allowances  | (325,305)                              | (356,499)    | 8.8%           |
| Total net revenues           | \$ 6,866,390                           | \$ 4,838,136 | 41.9%          |

Consolidated net revenues were \$6.87 billion for the nine months ended September 30, 2011, an increase of \$2.03 billion compared to \$4.84 billion for the nine months ended September 30, 2010. The increase in net revenues was driven by a \$1.41 billion increase from the progressive opening of the Marina Bay Sands, as well as increases at our Macau and U.S. operations.

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Casino revenues increased \$1.50 billion compared to the nine months ended September 30, 2010. Of the increase, \$1.11 billion was attributable to Marina Bay Sands, as well as a \$384.6 million increase at our Macau operations driven primarily by increases in Rolling Chip volume and Non-Rolling Chip drop at The Venetian Macao and Sands Macao. The increase was partially offset by a decrease at our Las Vegas Operating Properties driven by a decrease in slot handle. The following table summarizes the results of our casino activity:

|  | <b>Nine Months Ended September 30,</b> |               |               |
|--|--|---------------|---------------|
|  | <b>2011</b>                            | <b>2010</b>   | <b>Change</b> |
|  | <b>(Dollars in thousands)</b>          |               |               |
| <b>Macau Operations:</b>                     |  |               |               |
| <b><i>The Venetian Macao</i></b>             |  |               |               |
| Total casino revenues                        | \$ 1,788,833                           | \$ 1,521,090  | 17.6%         |
| Non-Rolling Chip drop                        | \$ 3,079,081                           | \$ 2,776,469  | 10.9%         |
| Non-Rolling Chip win percentage              | 27.0%                                  | 25.5%         | 1.5pts        |
| Rolling Chip volume                          | \$ 38,465,676                          | \$ 30,850,448 | 24.7%         |
| Rolling Chip win percentage                  | 2.95%                                  | 3.11%         | (0.16)pts     |
| Slot handle                                  | \$ 2,498,423                           | \$ 2,226,029  | 12.2%         |
| Slot hold percentage                         | 6.6%                                   | 7.0%          | (0.4)pts      |
| <b><i>Sands Macao</i></b>                    |  |               |               |
| Total casino revenues                        | \$ 939,165                             | \$ 856,778    | 9.6%          |
| Non-Rolling Chip drop                        | \$ 2,124,760                           | \$ 1,842,682  | 15.3%         |
| Non-Rolling Chip win percentage              | 20.1%                                  | 20.4%         | (0.3)pts      |
| Rolling Chip volume                          | \$ 23,925,627                          | \$ 19,902,862 | 20.2%         |
| Rolling Chip win percentage                  | 2.79%                                  | 3.08%         | (0.29)pts     |
| Slot handle                                  | \$ 1,434,961                           | \$ 1,204,842  | 19.1%         |
| Slot hold percentage                         | 5.8%                                   | 5.8%          | pts           |
| <b><i>Four Seasons Macao</i></b>             |  |               |               |
| Total casino revenues                        | \$ 399,733                             | \$ 365,253    | 9.4%          |
| Non-Rolling Chip drop                        | \$ 286,982                             | \$ 293,102    | (2.1)%        |
| Non-Rolling Chip win percentage              | 38.8%                                  | 27.7%         | 11.1pts       |
| Rolling Chip volume                          | \$ 11,464,101                          | \$ 13,303,508 | (13.8)%       |
| Rolling Chip win percentage                  | 3.05%                                  | 2.91%         | 0.14pts       |
| Slot handle                                  | \$ 589,621                             | \$ 376,638    | 56.5%         |
| Slot hold percentage                         | 6.1%                                   | 5.5%          | 0.6pts        |
| <b>U.S Operations:</b>                       |  |               |               |
| <b><i>Las Vegas Operating Properties</i></b> |  |               |               |
| Total casino revenues                        | \$ 312,503                             | \$ 374,801    | (16.6)%       |
| Table games drop                             | \$ 1,434,904                           | \$ 1,440,665  | (0.4)%        |
| Table games win percentage                   | 17.9%                                  | 18.5%         | (0.6)pts      |
| Slot handle                                  | \$ 1,309,108                           | \$ 1,972,181  | (33.6)%       |
| Slot hold percentage                         | 8.7%                                   | 7.8%          | 0.9pts        |
| <b><i>Sands Bethlehem</i></b>                |  |               |               |
| Total casino revenues                        | \$ 278,726                             | \$ 206,751    | 34.8%         |
| Table games drop                             | \$ 459,413                             | \$ 72,910     | 530.1%        |
| Table games win percentage                   | 14.8%                                  | 13.0%         | 1.8pts        |
| Slot handle                                  | \$ 2,817,673                           | \$ 2,803,567  | 0.5%          |
| Slot hold percentage                         | 7.2%                                   | 7.0%          | 0.2pts        |
| <b>Singapore Operations:</b>                 |  |               |               |
| <b><i>Marina Bay Sands</i></b>               |  |               |               |

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|                                 |               |               |          |
|---------------------------------|---------------|---------------|----------|
| Total casino revenues           | \$ 1,710,943  | \$ 605,249    | 182.7%   |
| Non-Rolling Chip drop           | \$ 3,300,078  | \$ 1,430,375  | 130.7%   |
| Non-Rolling Chip win percentage | 22.5%         | 21.9%         | 0.6pts   |
| Rolling Chip volume             | \$ 39,081,385 | \$ 14,138,555 | 176.4%   |
| Rolling Chip win percentage     | 2.75%         | 2.52%         | 0.23pts  |
| Slot handle                     | \$ 7,214,905  | \$ 1,841,031  | 291.9%   |
| Slot hold percentage            | 5.3%          | 6.3%          | (1.0)pts |

In our experience, average win percentages remain steady when measured over extended periods of time, but can vary considerably within shorter time periods as a result of the statistical variances that are associated with games of chance in which large amounts are wagered.

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Room revenues increased \$154.3 million compared to the nine months ended September 30, 2010. The increase in room revenues was attributable to \$144.3 million from the Marina Bay Sands, as well as an increase at The Venetian Macao driven by increased room rates, partially offset by a decrease at our Las Vegas Operating Properties driven by reduced occupancy. The suites at Sands Macao are primarily provided to casino patrons on a complimentary basis. The following table summarizes the results of our room activity:

|  | <b>Nine Months Ended September 30,</b> |             |               |
|--|--|-------------|---------------|
|  | <b>2011</b>                            | <b>2010</b> | <b>Change</b> |
| <b>(Dollars in thousands)</b>                |  |             |               |
| <b>Macau Operations:</b>                     |  |             |               |
| <b><i>The Venetian Macao</i></b>             |  |             |               |
| Total room revenues                          | \$ 158,697                             | \$ 145,953  | 8.7%          |
| Occupancy rate                               | 90.1%                                  | 91.6%       | (1.5)pts      |
| Average daily room rate                      | \$ 227                                 | \$ 207      | 9.7%          |
| Revenue per available room                   | \$ 205                                 | \$ 190      | 7.9%          |
| <b><i>Sands Macao</i></b>                    |  |             |               |
| Total room revenues                          | \$ 17,270                              | \$ 18,919   | (8.7)%        |
| Occupancy rate                               | 88.6%                                  | 97.2%       | (8.6)pts      |
| Average daily room rate                      | \$ 248                                 | \$ 248      | %             |
| Revenue per available room                   | \$ 220                                 | \$ 241      | (8.7)%        |
| <b><i>Four Seasons Macao</i></b>             |  |             |               |
| Total room revenues                          | \$ 23,315                              | \$ 21,117   | 10.4%         |
| Occupancy rate                               | 67.8%                                  | 71.0%       | (3.2)pts      |
| Average daily room rate                      | \$ 333                                 | \$ 295      | 12.9%         |
| Revenue per available room                   | \$ 225                                 | \$ 209      | 7.7%          |
| <b>U.S Operations:</b>                       |  |             |               |
| <b><i>Las Vegas Operating Properties</i></b> |  |             |               |
| Total room revenues                          | \$ 339,850                             | \$ 345,885  | (1.7)%        |
| Occupancy rate                               | 88.5%                                  | 94.3%       | (5.8)pts      |
| Average daily room rate                      | \$ 201                                 | \$ 191      | 5.2%          |
| Revenue per available room                   | \$ 178                                 | \$ 180      | (1.1)%        |
| <b><i>Sands Bethlehem</i></b>                |  |             |               |
| Total room revenues                          | \$ 2,803                               | \$          | %             |
| Occupancy rate                               | 47.7%                                  | %           | pts           |
| Average daily room rate                      | \$ 168                                 | \$          | %             |
| Revenue per available room                   | \$ 80                                  | \$          | %             |
| <b>Singapore Operations:</b>                 |  |             |               |
| <b><i>Marina Bay Sands</i></b>               |  |             |               |
| Total room revenues                          | \$ 192,087                             | \$ 47,835   | 301.6%        |
| Occupancy rate                               | 91.8%                                  | 64.8%       | 27.0pts       |
| Average daily room rate                      | \$ 303                                 | \$ 242      | 25.2%         |
| Revenue per available room                   | \$ 278                                 | \$ 157      | 77.1%         |

Food and beverage revenues increased \$124.3 million compared to the nine months ended September 30, 2010. The increase was primarily due to a \$92.5 million increase at the Marina Bay Sands and a \$23.7 million increase at our Las Vegas Operating Properties driven by increased banquet activities.

Convention, retail and other revenues increased \$218.5 million compared to the nine months ended September 30, 2010. The increase was primarily due to increases at the Marina Bay Sands, Four Seasons Macao and The Venetian Macao of \$152.2 million, \$15.5 million and \$14.0 million, respectively, driven by mall operations at these properties.





**Table of Contents****Operating Expenses**

The breakdown of operating expenses is as follows:

|                                 | <b>Nine Months Ended September 30,</b> |                     |                       |
|---------------------------------|--|---------------------|-----------------------|
|                                 | <b>2011</b>                            | <b>2010</b>         | <b>Percent Change</b> |
|                                 | <b>(Dollars in thousands)</b>          |                     |                       |
| Casino                          | \$ 2,889,327                           | \$ 2,367,760        | 22.0%                 |
| Rooms                           | 152,679                                | 100,593             | 51.8%                 |
| Food and beverage               | 216,619                                | 143,007             | 51.5%                 |
| Convention, retail and other    | 291,498                                | 194,333             | 50.0%                 |
| Provision for doubtful accounts | 92,507                                 | 72,986              | 26.7%                 |
| General and administrative      | 674,718                                | 492,654             | 37.0%                 |
| Corporate expense               | 133,983                                | 78,116              | 71.5%                 |
| Rental expense                  | 33,333                                 | 30,690              | 8.6%                  |
| Pre-opening expense             | 43,472                                 | 97,684              | (55.5)%               |
| Development expense             | 6,301                                  | 1,258               | 400.9%                |
| Depreciation and amortization   | 596,469                                | 510,521             | 16.8%                 |
| Impairment loss                 |  | 16,057              | (100.0)%              |
| Loss on disposal of assets      | 8,879                                  | 40,577              | (78.1)%               |
| <b>Total operating expenses</b> | <b>\$ 5,139,785</b>                    | <b>\$ 4,146,236</b> | <b>24.0%</b>          |

Operating expenses were \$5.14 billion for the nine months ended September 30, 2011, an increase of \$993.5 million compared to \$4.15 billion for the nine months ended September 30, 2010. The increase in operating expenses was primarily attributable to the progressive opening of Marina Bay Sands.

Casino expenses increased \$521.6 million compared to the nine months ended September 30, 2010. Of the increase, \$338.0 million was attributable to the Marina Bay Sands and \$171.5 million was due to the 39.0% gross win tax on increased casino revenues across all of our Macau operations.

Room, food and beverage and convention, retail and other expenses increased \$52.1 million, \$73.6 million and \$97.2 million, respectively, compared to the nine months ended September 30, 2010. The increases were driven by the associated increases in the related revenues described above.

The provision for doubtful accounts was \$92.5 million for the nine months ended September 30, 2011, compared to \$73.0 million for the nine months ended September 30, 2010. The increase was attributable to a \$38.1 million increase in provisions at the Marina Bay Sands. The amount of this provision can vary over short periods of time because of factors specific to the customers who owe us money from gaming activities at any given time. We believe that the amount of our provision for doubtful accounts in the future will depend upon the state of the economy, our credit standards, our risk assessments and the judgment of our employees responsible for granting credit.

General and administrative expenses increased \$182.1 million compared to the nine months ended September 30, 2010, primarily attributable to a \$153.6 million increase at the Marina Bay Sands.

Corporate expenses increased \$55.9 million compared to the nine months ended September 30, 2010. The increase was primarily due to higher incentive compensation expenses, as well as increased legal and recruitment expenses.

Pre-opening expenses were \$43.5 million for the nine months ended September 30, 2011, compared to \$97.7 million for the three months ended September 30, 2010. Pre-opening expense represents personnel and other costs incurred prior to the opening of new ventures, which are expensed as incurred. Pre-opening expenses for the nine months ended September 30, 2011, were primarily related to activities at Sands Cotai Central. Pre-opening expenses for the nine months ended September 30, 2010, were primarily related to activities at Marina Bay Sands and costs associated with recommencing work at Sands Cotai Central.

Depreciation and amortization expense increased \$85.9 million compared to the nine months ended September 30, 2010. The increase was primarily the result of the opening of Marina Bay Sands, which contributed \$112.6 million of the increase, partially offset by decreases at our Macau properties due to certain assets being fully depreciated.

Loss on disposal of assets was \$8.9 million for the nine months ended September 30, 2011, compared to \$40.6 million for the nine months ended September 30, 2010. The 2011 losses relate to the disposition of one of our majority owned subsidiaries, as well as the disposition of construction materials and equipment in Macau. The losses incurred during the nine months ended September 30, 2010, were principally related to the disposition of construction materials in Macau and Las Vegas.

**Table of Contents****Adjusted Property EBITDA**

Adjusted property EBITDA is used by management as the primary measure of the operating performance of our segments. Adjusted property EBITDA is net income before royalty fees, stock-based compensation expense, corporate expense, rental expense, pre-opening expense, development expense, depreciation and amortization, impairment loss, loss on disposal of assets, interest, other income (expense), loss on modification or early retirement of debt and income taxes. The following table summarizes information related to our segments (see Item 1 Financial Statements Notes to Condensed Consolidated Financial Statements Note 10 Segment Information for discussion of our operating segments and a reconciliation of adjusted property EBITDA to net income):

|                                | <b>Nine Months Ended September 30,</b> |              |                |
|--------------------------------|--|--------------|----------------|
|                                | <b>2011</b>                            | <b>2010</b>  | <b>Percent</b> |
|                                | <b>(Dollars in thousands)</b>          |              |                |
|                                |  |              | <b>Change</b>  |
| Macau:                         |  |              |                |
| The Venetian Macao             | \$ 739,486                             | \$ 574,240   | 28.8%          |
| Sands Macao                    | 264,042                                | 225,076      | 17.3%          |
| Four Seasons Macao             | 154,886                                | 101,456      | 52.7%          |
| Other Asia                     | (11,321)                               | (16,149)     | 29.9%          |
|                                | 1,147,093                              | 884,623      | 29.7%          |
| United States:                 |  |              |                |
| Las Vegas Operating Properties | 252,385                                | 229,555      | 9.9%           |
| Sands Bethlehem                | 68,318                                 | 39,450       | 73.2%          |
|                                | 320,703                                | 269,005      | 19.2%          |
| Marina Bay Sands               | 1,103,723                              | 336,055      | 228.4%         |
| Total adjusted property EBITDA | \$ 2,571,519                           | \$ 1,489,683 | 72.6%          |

Adjusted property EBITDA at our Macau operations increased \$262.5 million compared to the nine months ended September 30, 2010, led by an increase of \$165.2 million at The Venetian Macao. As previously described, the increase across the properties was primarily attributable to an increase in net revenues of \$481.9 million, partially offset by an increase of \$171.5 million in gross win tax on increased casino revenues.

Adjusted property EBITDA at our Las Vegas Operating Properties increased \$22.8 million compared to the nine months ended September 30, 2010. As previously described, the increase was primarily attributable to an increase in net revenues of \$37.8 million (excluding intersegment royalty revenue), partially offset by increases in the associated operating expenses.

Adjusted property EBITDA at Sands Bethlehem increased \$28.9 million compared to the nine months ended September 30, 2010. The increase was primarily driven by the commencement of table games operations in July 2010. Adjusted property EBITDA at Marina Bay Sands does not have a comparable prior-year period as the property opened in April 2010.

**Interest Expense**

The following table summarizes information related to interest expense on long-term debt:

|  | <b>Nine Months Ended</b>      |             |
|--|-------------------------------|-------------|
|  | <b>September 30,</b>          |             |
|  | <b>2011</b>                   | <b>2010</b> |
|  | <b>(Dollars in thousands)</b> |             |
|  | \$ 308,232                    | \$ 302,659  |

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|   |               |               |
|---|---------------|---------------|
| Interest cost (which includes the amortization of deferred financing costs and original issue discount) |               |               |
| Add imputed interest on deferred proceeds from sale of The Shoppes at The Palazzo                       | 4,004         | 3,542         |
| Less capitalized interest   | (97,298)      | (74,326)      |
| Interest expense, net   | \$ 214,938    | \$ 231,875    |
| Cash paid for interest  | \$ 300,482    | \$ 279,669    |
| Weighted average total debt balance   | \$ 10,140,505 | \$ 10,771,226 |
| Weighted average interest rate  | 4.1%          | 3.7%          |

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Interest cost increased \$5.6 million compared to the nine months ended September 30, 2010, resulting from an increase in our weighted average interest rate, partially offset by a decrease in our weighted average debt balances. Capitalized interest increased \$23.0 million compared to the nine months ended September 30, 2010, primarily due to the recommencement of activities at Sands Cotai Central in Macau.

**Other Factors Effecting Earnings**

Other expense was \$9.4 million for the nine months ended September 30, 2011, which was primarily attributable to foreign exchange losses, principally in Macau. Other expense was \$6.2 million for the nine months ended September 30, 2010, which was primarily attributable to a decrease in value of our interest rate caps.

Our effective income tax rate was 10.1% for the nine months ended September 30, 2011, compared to 10.5% for the nine months ended September 30, 2010. The effective income tax rate for the nine months ended September 30, 2011, reflects a 17% statutory tax rate on our Singapore operations; a zero percent tax rate from our Macau gaming operations due to our income tax exemption in Macau, which is set to expire in 2013; and non-realizable deferred tax assets in the U.S. and certain foreign jurisdictions, which unfavorably impacted our effective income tax rate. Management does not anticipate recording an income tax benefit related to deferred tax assets generated by operations in the U.S. and certain foreign jurisdictions; however, to the extent that the financial results of these operations improve and it becomes more likely than not that these deferred tax assets are realizable, we will reduce the valuation allowances in the period such determination is made.

The net income attributable to our noncontrolling interests was \$233.9 million for the nine months ended September 30, 2011, compared to \$121.3 million for the nine months ended September 30, 2010, and was primarily attributable to the noncontrolling interest of SCL for both periods.

**Liquidity and Capital Resources****Cash Flows Summary**

Our cash flows consisted of the following:

|  | <b>Nine Months Ended<br/>September 30,</b> |              |
|--|--|--------------|
|  | <b>2011</b>                                | <b>2010</b>  |
|  | <b>(Dollars in thousands)</b>              |              |
| Net cash generated from operations               | \$ 1,929,173                               | \$ 1,207,998 |
| Investing cash flows:                            |  |              |
| Changes in restricted cash and cash equivalents  | 590,096                                    | (836,805)    |
| Capital expenditures                             | (1,087,605)                                | (1,650,264)  |
| Proceeds from disposal of property and equipment | 5,487                                      | 5,951        |
| Acquisition of intangible assets                 | (100)                                      | (44,599)     |
| Purchases of investments                         |  | (173,774)    |
| Proceeds from investments                        |  | 173,774      |
| Net cash used in investing activities            | (492,122)                                  | (2,525,717)  |
| Financing cash flows:                            |  |              |
| Proceeds from exercise of stock options          | 22,412                                     | 6,396        |
| Proceeds from exercise of warrants               | 9,662                                      | 5            |
| Dividends paid to preferred stockholders         | (57,957)                                   | (70,050)     |
| Distributions to noncontrolling interests        | (7,806)                                    |              |
| Proceeds from long-term debt                     |  | 1,399,157    |
| Repayments on long-term debt                     | (399,403)                                  | (2,524,602)  |
| Repurchase of preferred stock                    | (64,949)                                   |              |
| Payments of preferred stock inducement premium   | (16,494)                                   |              |

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|  |            |                |
|--|------------|----------------|
| Payments of deferred financing costs             | (6,076)    | (65,823)       |
| Net cash used in financing activities            | (520,611)  | (1,254,917)    |
| Effect of exchange rate on cash                  | (1,946)    | 11,932         |
| Increase (decrease) in cash and cash equivalents | \$ 914,494 | \$ (2,560,704) |

**Table of Contents*****Cash Flows Operating Activities***

Table games play at our properties is conducted on a cash and credit basis. Slot machine play is primarily conducted on a cash basis. The retail hotel rooms business is generally conducted on a cash basis, the group hotel rooms business is conducted on a cash and credit basis, and banquet business is conducted primarily on a credit basis resulting in operating cash flows being generally affected by changes in operating income and accounts receivable. Net cash generated from operating activities for the nine months ended September 30, 2011, increased \$721.2 million compared to the nine months ended September 30, 2010. The increase was primarily attributable to the increase in our operating results during the nine months ended September 30, 2011, as previously described.

***Cash Flows Investing Activities***

Capital expenditures for the nine months ended September 30, 2011, totaled \$1.09 billion, including \$607.4 million for construction and development activities in Macau (primarily for our Sands Cotai Central development), \$393.1 million for construction activities in Singapore, \$46.6 million for construction activities at Sands Bethlehem; and \$40.6 million at our Las Vegas Operating Properties and for corporate and other activities.

***Cash Flows Financing Activities***

Net cash flows used in financing activities were \$520.6 million for the nine months ended September 30, 2011, which was primarily attributable to the repayments of \$302.2 million under our Singapore credit facility and \$43.8 million under our VML credit facility, and payments of \$64.9 million for preferred stock repurchases, \$58.0 million for preferred stock dividends and \$16.5 million to induce the exercise of warrants with settlement through tendering of preferred stock.

As of September 30, 2011, we had \$1.80 billion available for borrowing under our U.S., Macau and Singapore credit facilities, net of letters of credit, outstanding bankers' guarantees and undrawn amounts committed to be funded by Lehman Brothers-related subsidiaries.

***Development Financing Strategy***

Through September 30, 2011, we have funded our development projects primarily through borrowings under our U.S., Macau and Singapore credit facilities, operating cash flows, proceeds from our equity offerings and proceeds from the disposition of non-core assets.

The U.S. credit facility, as amended in August 2010, requires our Las Vegas operations to comply with certain financial covenants at the end of each quarter, including maintaining a maximum leverage ratio of net debt, as defined, to trailing twelve-month adjusted earnings before interest, income taxes, depreciation and amortization, as defined ( Adjusted EBITDA ). The maximum leverage ratio is 6.0x for the quarterly periods ended September 30 and December 31, 2011, decreases to 5.5x for the quarterly periods ended March 31 and June 30, 2012, and then decreases to 5.0x for all quarterly periods thereafter through maturity. One of our Macau credit facilities, the VML credit facility, as amended in August 2009, requires certain of our Macau operations to comply with similar financial covenants, including maintaining a maximum leverage ratio of debt to Adjusted EBITDA. The maximum leverage ratio is 3.0x for all quarterly periods through maturity. We can elect to contribute up to \$50 million and \$20 million of cash on hand to our Las Vegas and relevant Macau operations, respectively, on a bi-quarterly basis; such contributions having the effect of increasing Adjusted EBITDA by the corresponding amount during the applicable quarter for purposes of calculating compliance with the maximum leverage ratio (the EBITDA true-up ). The Singapore credit facility requires operations of Marina Bay Sands to comply with similar financial covenants, which commenced with the quarterly period ended September 30, 2011, including maintaining a



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maximum leverage ratio of debt to Adjusted EBITDA. The maximum leverage ratio is 5.5x for the quarterly period ended September 30, 2011, and then decreases by 0.25x every other quarter until September 30, 2014, when it decreases to, and remains at, 3.75x for all quarterly periods thereafter through maturity. Our 2011 VML Credit Facility, entered into in September 2011, will also require our Macau operations to comply with similar financial covenants commencing with the quarterly period ended March 31, 2012, including maintaining a maximum leverage ratio of debt to Adjusted EBITDA. The maximum leverage ratio will be 4.5x for the quarterly periods ended March 31, 2012 through June 30, 2013, decreases to 4.0x for the quarterly periods ended September 30, 2013 through December 31, 2014, decreases to 3.5x for the quarterly periods ended March 31 through December 31, 2015, and then decreases and remains at 3.0x for all quarterly periods thereafter through maturity. If we are unable to maintain compliance with the financial covenants under these credit facilities, it would be in default under the respective credit facilities. A default under the U.S. credit facility would trigger a cross-default under our airplane financings, which, if the respective lenders chose to accelerate the indebtedness outstanding under these agreements, would result in a default under our senior notes. Certain defaults under the VML credit facility would trigger a cross-default under our ferry financing. Any defaults or cross-defaults under these agreements would allow the lenders, in each case, to exercise their rights and remedies as defined under their respective agreements. If the lenders were to exercise their rights to accelerate the due dates of the indebtedness outstanding, there can be no assurance that we would be able to repay or refinance any amounts that may become due and payable under such agreements, which could force us to restructure or alter its operations or debt obligations.

In 2008, we completed a \$475.0 million convertible senior notes offering and a \$2.1 billion common and preferred stock and warrants offering. In 2009, we completed a \$600.0 million exchangeable bond offering and our \$2.5 billion SCL Offering. A portion of the proceeds from these offerings was used in the U.S. to pay down \$775.9 million under the revolving portion of the U.S. credit facility in March 2010 and \$1.0 billion under the term loan portions of the U.S. credit facility in August 2010, and to exercise the EBITDA true-up provision during the quarterly periods ended March 31, 2011. As of September 30, 2011, our U.S., VML, and Singapore leverage ratios were 4.0x, 1.3x and 2.5x, respectively, compared to the maximum leverage ratios allowed of 6.0x, 3.0x and 5.5x, respectively.

We held unrestricted and restricted cash and cash equivalents of approximately \$3.95 billion and \$219.9 million, respectively, as of September 30, 2011, of which approximately \$2.45 billion of the unrestricted amount is held by non-U.S. subsidiaries. Of the \$2.45 billion, approximately \$1.56 billion is available to be repatriated to the U.S. with minimal taxes owed on such amounts due to the Company's significant foreign taxes paid, which would ultimately generate foreign tax credits if cash is repatriated. The remaining unrestricted amounts are not available for repatriation due to bank compliance requirements or dividend requirements to third party public shareholders in the case of funds being repatriated from SCL. We believe the cash on hand, cash flow generated from operations and available borrowings under our credit facilities will be sufficient to fund our developments currently under construction and maintain compliance with the financial covenants of our U.S., Macau and Singapore credit facilities. In the normal course of our activities, we will continue to evaluate our capital structure and opportunities for enhancements thereof. We recommenced construction activities at Sands Cotai Central in May 2010 using proceeds from the \$1.75 billion VOL credit facility together with \$500.0 million of proceeds from the SCL Offering. In September 2011, we entered into the \$3.7 billion 2011 VML Credit Facility, which, upon funding that is expected to occur in November 2011, will be used to repay the outstanding indebtedness under the VML and VOL credit facilities, as well as continue to fund the development, construction and completion of certain components of Sands Cotai Central. The 2011 VML Credit Facility will significantly reduce our interest expense, extend our Macau debt maturities to 2016, enhance our financial flexibility and further strengthen our financial position. The 2011 VML Credit Facility is expected to fund in November 2011 and we expect to record a \$21.5 million loss on modification or extinguishment of debt in conjunction with the refinancing.

Additionally, in August 2011, our Board of Directors approved the redemption of all of the outstanding preferred stock on November 15, 2011. We expect to pay approximately \$783.4 million to redeem all of the preferred shares outstanding as of September 30, 2011, and record a redemption premium of approximately \$98.5 million during the three months ended December 31, 2011.

**Aggregate Indebtedness and Other Known Contractual Obligations**

As of September 30, 2011, there had been no material changes to our aggregated indebtedness and other known contractual obligations, which are set forth in the table included in our Annual Report on Form 10-K for the year ended December 31, 2010, except for the signing of the 2011 VML Credit Facility, which we expect to fund in November 2011. See Item 1 Financial Statements Notes to Condensed Consolidated Financial Statements Notes 3 Long-Term Debt for additional information on this credit facility.

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**Restrictions on Distributions**

We are a parent company with limited business operations. Our main asset is the stock and membership interests of our subsidiaries. The debt instruments of our U.S., Macau and Singapore subsidiaries contain certain restrictions that, among other things, limit the ability of certain subsidiaries to incur additional indebtedness, issue disqualified stock or equity interests, pay dividends or make other distributions, repurchase equity interests or certain indebtedness, create certain liens, enter into certain transactions with affiliates, enter into certain mergers or consolidations or sell our assets of our company without prior approval of the lenders or noteholders.

**Inflation**

We believe that inflation and changing prices have not had a material impact on our sales, revenues or income from continuing operations during the past year.

**Special Note Regarding Forward-Looking Statements**

This report contains forward-looking statements that are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include the discussions of our business strategies and expectations concerning future operations, margins, profitability, liquidity and capital resources. In addition, in certain portions included in this report, the words anticipates, believes, estimates, seeks, expects, intends and similar expressions, as they relate to our company or management, are intended to identify forward-looking statements. Although we believe that these forward-looking statements are reasonable, we cannot assure you that any forward-looking statements will prove to be correct. These forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. These factors include, among others, the risks associated with:

- our substantial leverage, debt service and debt covenant compliance (including sensitivity to fluctuations in interest rates, as a significant portion of our debt is variable-rate debt, and other capital markets trends);

- disruptions in the global financing markets and our ability to obtain sufficient funding for our current and future developments, including our Cotai Strip, Singapore, Pennsylvania and Las Vegas developments;

- general economic and business conditions which may impact levels of disposable income, consumer spending, group meeting business, pricing of hotel rooms and retail and mall sales;

- increased competition for labor and materials due to other planned construction projects in Macau;

- the impact of the suspensions of certain of our development projects and our ability to meet certain development deadlines;

- the uncertainty of tourist behavior related to spending and vacationing at casino-resorts in Las Vegas, Macau and Singapore;

- regulatory policies in mainland China or other countries in which our customers reside, including visa restrictions limiting the number of visits or the length of stay for visitors from mainland China to Macau and restrictions on foreign currency exchange or importation of currency;

- our dependence upon properties primarily in Las Vegas, Macau and Singapore for all of our cash flow;

- our relationship with GGP or any successor owner of The Shoppes at The Palazzo and The Grand Canal Shoppes;

- new developments, construction and ventures, including our Cotai Strip developments;

the passage of new legislation and receipt of governmental approvals for our proposed developments in Macau and other jurisdictions where we are planning to operate;

our insurance coverage, including the risk that we have not obtained sufficient coverage or will only be able to obtain additional coverage at significantly increased rates;

disruptions or reductions in travel due to acts of terrorism;

disruptions or reductions in travel, as well as disruptions in our operations, due to outbreaks of infectious diseases, such as severe acute respiratory syndrome, avian flu or swine flu;

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government regulation of the casino industry, including gaming license regulation, the legalization of gaming in other jurisdictions and regulation of gaming on the Internet;

increased competition in Las Vegas and Macau, including recent and upcoming increases in hotel rooms, meeting and convention space, and retail space;

fluctuations in the demand for all-suites rooms, occupancy rates and average daily room rates in Las Vegas, Macau and Singapore;

the popularity of Las Vegas, Macau and Singapore as convention and trade show destinations;

new taxes, changes to existing tax rates or proposed changes in tax legislation;

our ability to maintain our gaming licenses, certificates and subconcession;

the completion of infrastructure projects in Macau and Singapore; and

the outcome of any ongoing and future litigation.

All future written and verbal forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. Readers are cautioned not to place undue reliance on these forward-looking statements. We assume no obligation to update any forward-looking statements after the date of this report as a result of new information, future events or developments, except as required by federal securities laws.

**Table of Contents****ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. Our primary exposure to market risk is interest rate risk associated with our variable rate long-term debt, which we attempt to manage through the use of interest rate cap agreements. We do not hold or issue financial instruments for trading purposes and do not enter into derivative transactions that would be considered speculative positions. Our derivative financial instruments consist exclusively of interest rate cap agreements, which do not qualify for hedge accounting. Interest differentials resulting from these agreements are recorded on an accrual basis as an adjustment to interest expense.

To manage exposure to counterparty credit risk in interest rate cap agreements, we enter into agreements with highly rated institutions that can be expected to fully perform under the terms of such agreements. Frequently, these institutions are also members of the bank group providing our credit facilities, which management believes further minimizes the risk of nonperformance.

The table below provides information about our financial instruments that are sensitive to changes in interest rates. For debt obligations, the table presents notional amounts and weighted average interest rates by contractual maturity dates. Notional amounts are used to calculate the contractual payments to be exchanged under the contract. Weighted average variable rates are based on September 30, 2011, LIBOR, HIBOR and SOR plus the applicable interest rate spread in accordance with the respective debt agreements. The information is presented in U.S. dollar equivalents, which is the Company's reporting currency, for the years ending September 30:

|                              | 2012     | 2013     | 2014       | 2015       | 2016       | Thereafter | Total      | Fair Value(1) |
|------------------------------|----------|----------|------------|------------|------------|------------|------------|---------------|
| <b>(Dollars in millions)</b> |          |          |            |            |            |            |            |               |
| <b>LIABILITIES</b>           |          |          |            |            |            |            |            |               |
| <b>Long-term debt</b>        |          |          |            |            |            |            |            |               |
| Fixed rate                   | \$       | \$       | \$         | \$ 189.7   | \$         | \$         | \$ 189.7   | \$ 191.1      |
| Average interest rate(2)     |          |          |            | 6.4%       |            |            | 6.4%       |               |
| Variable rate(3)             | \$ 454.7 | \$ 529.3 | \$ 1,320.9 | \$ 3,268.0 | \$ 2,301.4 | \$ 1,652.3 | \$ 9,526.6 | \$ 9,206.7    |
| Average interest rate(2)     | 2.5%     | 2.4%     | 2.1%       | 2.5%       | 2.6%       | 2.8%       | 2.5%       |               |
| <b>ASSETS</b>                |          |          |            |            |            |            |            |               |
| Cap agreements(4)            | \$       | \$ 0.1   | \$ 1.3     | \$         | \$         | \$         | \$ 1.4     | \$ 1.4        |

- (1) The estimated fair values are based on quoted market prices, if available, or by pricing models based on the value of related cash flows discounted at current market interest rates.
- (2) Based upon contractual interest rates for fixed rate indebtedness or current LIBOR, HIBOR and SOR for variable-rate indebtedness. Based on variable-rate debt levels as of September 30, 2011, an assumed 100 basis point change in LIBOR, HIBOR and SOR would cause our annual interest cost to change approximately \$94.5 million.
- (3) As we have the ability and the intent to refinance the VML and the VOL credit facilities, \$618.8 million of debt has been reclassified from current to long-term with the outstanding balances reflecting the payment terms of the 2011 VML Credit Facility as of September 30, 2011.
- (4) As of September 30, 2011, we have 39 interest rate cap agreements with an aggregate fair value of approximately \$1.4 million based on quoted market values from the institutions holding the agreements.

Borrowings under the U.S. credit facility, as amended, bear interest, at our election, at either an adjusted Eurodollar rate or at an alternative base rate plus a credit spread. The portions of the revolving facility and term loans that were not extended bear interest at the alternative base rate plus 0.25% per annum or 0.5% per annum, respectively, or at the adjusted Eurodollar rate plus 1.25% per annum or 1.5% per annum, respectively. The extended revolving facility and extended term loans bear interest at the alternative base rate plus 1.0% per annum or 1.5% per annum, respectively, or at the adjusted Eurodollar rate plus 2.0% per annum or 2.5% per annum, respectively. Applicable spreads under the U.S. credit facility are subject to downward adjustments based upon our credit rating. Borrowings under the VML credit facility, as amended, bear interest, at our election, at either an adjusted Eurodollar rate (or in the case of the local term loan, adjusted HIBOR) plus 4.5% per annum or at an alternative base rate plus 3.5% per annum. Applicable spreads under the VML revolving facility are subject to a downward adjustment if certain consolidated leverage ratios are satisfied. Borrowings under the VOL credit facility bear interest at either the adjusted Eurodollar rate or an alternative base rate (in the case of U.S. dollar denominated loans) or HIBOR (in the case of Hong Kong dollar and Macau pataca denominated loans), as applicable, plus a spread of 4.5% per annum. Borrowings under the 2011 VML Credit Facility will bear interest at either the adjusted Eurodollar rate or an alternative base rate (in the case of U.S. dollar denominated loans) or HIBOR (in the case of Hong Kong dollar and Macau pataca denominated loans), as applicable, plus a spread of 2.25% for the first 180 days after the closing date (as defined per the agreement). Beginning 180 days after the closing date, the spread for all borrowings is subject to reduction based on a specified consolidated leverage ratio. Borrowings under the Singapore credit facility bear interest at SOR plus a spread of 2.25% per annum. Borrowings under the airplane financings bear interest at LIBOR plus approximately 1.5% per annum. Borrowings under the ferry financing, as amended, bear interest at HIBOR plus 2.5% per annum.

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Foreign currency transaction losses for the nine months ended September 30, 2011, were \$6.5 million. We may be vulnerable to changes in the U.S. dollar/pataca exchange rate. Based on balances as of September 30, 2011, an assumed 1% change in the U.S. dollar/pataca exchange rate would cause a foreign currency transaction gain/loss of approximately \$16.6 million. We do not hedge our exposure to foreign currencies; however, we maintain a significant amount of our operating funds in the same currencies in which we have obligations thereby reducing our exposure to currency fluctuations.

See also Liquidity and Capital Resources.

**ITEM 4 CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure. The Company's Chief Executive Officer and its Chief Financial Officer have evaluated the disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) of the Company as of September 30, 2011, and have concluded that they are effective at the reasonable assurance level.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

**Changes in Internal Control over Financial Reporting**

There were no changes in the Company's internal control over financial reporting that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Part II**

**OTHER INFORMATION**

**ITEM 1 LEGAL PROCEEDINGS**

The Company is party to litigation matters and claims related to its operations. For more information, see the Company's Annual Report on Form 10-K for the year ended December 31, 2010, and Part I Item 1 Financial Statements Notes to Condensed Consolidated Financial Statements Note 9 Commitments and Contingencies of this Quarterly Report on Form 10-Q.

**ITEM 1A RISK FACTORS**

There have been no material changes from the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.



**Table of Contents****ITEM 6 EXHIBITS****List of Exhibits**

| <b>Exhibit No.</b> | <b>Description of Document</b>   |
|--------------------|--|
| 10.1               | Credit Agreement, dated as of September 21, 2011, entered into by and among VML US Finance LLC, Venetian Macau Limited, the financial institutions listed on the signature pages thereto as Lenders, Bank of China Limited, Macau Branch ( BOC ), as administrative agent for the Lenders, Goldman Sachs (Asia) L.L.C., Goldman Sachs Lending Partners LLC, Bank of America, N.A., BOC, Barclays Capital, BNP Paribas Hong Kong Branch, Citigroup Global Markets Asia Limited, Citibank, N.A. Hong Kong Branch, Commerzbank AG, Credit Agricole Corporate and Investment Bank, Credit Suisse Securities (USA) LLC, Credit Suisse AG, Singapore Branch, Industrial and Commercial Bank of China (Macau) Limited, ING Capital L.L.C. and ING Bank NV, Singapore Bank, Sumitomo Mitsui Banking Corporation, UBS Securities LLC and United Overseas Bank Limited, as global coordinators and bookrunners for the Term Loan Facility and Revolving Credit Facility and as co-syndication agents for the Term Loan Lenders and Revolving Loan Lenders and Banco Nacional Ultramarino, S.A., DBS Bank Ltd., Oversea-Chinese Banking Corporation Limited, The Bank of Nova Scotia and Wing Lung Bank Ltd., Macau Branch, as lead arrangers for the Term Loan Facility and Revolving Credit Facility. |
| 31.1               | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2               | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1               | Certification of Chief Executive Officer of Las Vegas Sands Corp. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2               | Certification of Chief Financial Officer of Las Vegas Sands Corp. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 101.INS*           | XBRL Instance Document   |
| 101.SCH*           | XBRL Taxonomy Extension Schema Document  |
| 101.CAL*           | XBRL Taxonomy Extension Calculation Linkbase Document  |
| 101.DEF*           | XBRL Taxonomy Extension Definition Linkbase Document   |
| 101.LAB*           | XBRL Taxonomy Extension Label Linkbase Document  |
| 101.PRE*           | XBRL Taxonomy Extension Presentation Linkbase Document   |
| *                  | Pursuant to Rule 406T of Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.  |

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**LAS VEGAS SANDS CORP.  
SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this quarterly report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

LAS VEGAS SANDS CORP.

By: /s/ Sheldon G. Adelson  
Sheldon G. Adelson  
Chairman of the Board and  
Chief Executive Officer

November 9, 2011

By: /s/ Kenneth J. Kay  
Kenneth J. Kay  
Chief Financial Officer

November 9, 2011