

LAS VEGAS SANDS CORP  
Form 10-Q  
November 07, 2013  
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**UNITED STATES**  
**SECURITIES & EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form 10-Q**

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

**For the quarterly period ended September 30, 2013**

.. **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)**

<p><b>Nevada</b>  <b>(State or other jurisdiction of</b>    <b>incorporation or organization)</b></p> <p><b>3355 Las Vegas Boulevard South</b>  <b>Las Vegas, Nevada</b>  <b>(Address of principal executive offices)</b></p> <p style="text-align: center;"><b>(702) 414-1000</b></p> <p style="text-align: center;"><b>(Registrant's telephone number, including area code)</b></p>	<p><b>27-0099920</b>  <b>(I.R.S. Employer</b>    <b>Identification No.)</b></p> <p><b>89109</b>  <b>(Zip Code)</b></p>
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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.

Class	Outstanding at October 31, 2013
Common Stock (\$0.001 par value)	819,548,648 shares



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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>September 30,</b>	<b>December 31,</b>
	<b>2013</b>	<b>2012</b>
	<b>(In thousands, except share and per share data)</b>	
	<b>(Unaudited)</b>	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 3,209,120	\$ 2,512,766
Restricted cash and cash equivalents	5,750	4,521
Accounts receivable, net	1,848,522	1,819,260
Inventories	41,683	43,875
Deferred income taxes, net	2,500	2,299
Prepaid expenses and other	99,693	94,793
<b>Total current assets</b>	<b>5,207,268</b>	<b>4,477,514</b>
Property and equipment, net	15,413,209	15,766,748
Deferred financing costs, net	169,417	214,465
Restricted cash and cash equivalents	1,584	1,938
Deferred income taxes, net	40,982	43,280
Leasehold interests in land, net	1,426,696	1,458,741
Intangible assets, net	106,234	70,618
Other assets, net	119,705	130,348
<b>Total assets</b>	<b>\$ 22,485,095</b>	<b>\$ 22,163,652</b>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 114,741	\$ 106,498
Construction payables	265,031	343,372
Accrued interest payable	1,427	15,542
Other accrued liabilities	2,222,047	1,895,483
Income taxes payable	140,248	164,126
Current maturities of long-term debt	1,301,624	97,802
<b>Total current liabilities</b>	<b>4,045,118</b>	<b>2,622,823</b>
Other long-term liabilities	146,824	133,936
Deferred income taxes	173,166	185,945

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Deferred proceeds from sale of The Shoppes at The Palazzo	268,392	267,956
Deferred gain on sale of The Grand Canal Shoppes	41,282	43,880
Deferred rent from mall transactions	117,325	118,435
Long-term debt	8,461,992	10,132,265
<b>Total liabilities</b>	<b>13,254,099</b>	<b>13,505,240</b>
Commitments and contingencies (Note 9)		
Equity:		
Common stock, \$0.001 par value, 1,000,000,000 shares authorized, 825,994,377 and 824,297,756 shares issued, 820,514,776 and 824,297,756 shares outstanding	826	824
Capital in excess of par value	6,314,916	6,237,488
Treasury stock, at cost, 5,479,601 and zero shares	(346,253)	
Accumulated other comprehensive income	194,212	263,078
Retained earnings	1,422,519	560,452
<b>Total Las Vegas Sands Corp. stockholders equity</b>	<b>7,586,220</b>	<b>7,061,842</b>
Noncontrolling interests	1,644,776	1,596,570
<b>Total equity</b>	<b>9,230,996</b>	<b>8,658,412</b>
<b>Total liabilities and equity</b>	<b>\$ 22,485,095</b>	<b>\$ 22,163,652</b>

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**                      **Nine Months Ended**  
**September 30,**                              **September 30,**  
**2013**                              **2012**                              **2013**                              **2012**  
(In thousands, except share and per share data)

(Unaudited)

Revenues:				
Casino	\$ 2,984,538	\$ 2,201,030	\$ 8,394,721	\$ 6,534,947
Rooms	349,001	287,849	998,646	830,887
Food and beverage	174,260	142,685	534,361	455,884
Mall	128,068	103,232	321,522	268,390
Convention, retail and other	123,259	117,129	372,370	363,680
	3,759,126	2,851,925	10,621,620	8,453,788
Less promotional allowances	(190,586)	(142,443)	(507,420)	(399,658)
Net revenues	3,568,540	2,709,482	10,114,200	8,054,130
Operating expenses:				
Casino	1,668,107	1,278,162	4,714,107	3,673,171
Rooms	69,511	58,911	203,886	172,210
Food and beverage	88,020	77,748	274,045	238,022
Mall	17,319	16,666	52,724	50,765
Convention, retail and other	69,102	66,867	228,045	224,794
Provision for doubtful accounts	55,371	72,805	182,108	183,397
General and administrative	380,865	268,832	979,148	746,587
Corporate	38,468	54,617	141,221	162,164
Pre-opening	1,778	39,872	9,646	134,803
Development	3,487	4,201	14,840	12,196
Depreciation and amortization	248,925	226,538	752,530	641,725
Amortization of leasehold interests in land	10,022	10,014	30,297	30,016
Impairment loss				143,674
Loss on disposal of assets	2,739	154	9,433	1,229
	2,653,714	2,175,387	7,592,030	6,414,753
Operating income	914,826	534,095	2,522,170	1,639,377
Other income (expense):				
Interest income	3,819	4,176	10,848	16,716
Interest expense, net of amounts capitalized	(66,917)	(62,292)	(204,125)	(191,497)
Other income	3,207	2,352	4,992	715

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Loss on modification or early retirement of debt				(19,234)
Income before income taxes	854,935	478,331	2,333,885	1,446,077
Income tax expense	(45,637)	(33,351)	(148,940)	(135,607)
Net income	809,298	444,980	2,184,945	1,310,470
Net income attributable to noncontrolling interests	(182,554)	(95,198)	(456,487)	(221,159)
Net income attributable to Las Vegas Sands Corp.	\$ 626,744	\$ 349,782	\$ 1,728,458	\$ 1,089,311
Earnings per share:				
Basic	\$ 0.76	\$ 0.43	\$ 2.10	\$ 1.36
Diluted	\$ 0.76	\$ 0.42	\$ 2.09	\$ 1.32
Weighted average shares outstanding:				
Basic	823,200,515	821,482,154	823,512,889	801,084,165
Diluted	826,965,340	825,606,248	827,543,510	823,361,035
Dividends declared per common share	\$ 0.35	\$ 0.25	\$ 1.05	\$ 0.75

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 COMPREHENSIVE INCOME**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
	<b>(In thousands)</b>			
	<b>(Unaudited)</b>			
Net income	\$ 809,298	\$ 444,980	\$ 2,184,945	\$ 1,310,470
Currency translation adjustment, net of tax	19,865	94,294	(69,672)	165,214
<b>Total comprehensive income</b>	<b>829,163</b>	<b>539,274</b>	<b>2,115,273</b>	<b>1,475,684</b>
Comprehensive income attributable to noncontrolling interests	(183,314)	(95,799)	(455,681)	(224,255)
<b>Comprehensive income attributable to Las Vegas Sands Corp.</b>	<b>\$ 645,849</b>	<b>\$ 443,475</b>	<b>\$ 1,659,592</b>	<b>\$ 1,251,429</b>

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**

	Las Vegas Sands Corp. Stockholders Equity						Total
	Common Stock	Capital in Excess of Par Value	Treasury Stock	Accumulated Other Comprehensive Income	Retained Earnings	Noncontrolling Interests	
	(In thousands) (Unaudited)						
<b>Balance at January 1, 2012</b>	\$ 733	\$ 5,610,160	\$	\$ 94,104	\$ 2,145,692	\$ 1,588,463	\$ 9,439,152
Net income					1,089,311	221,159	1,310,470
Currency translation adjustment				162,118		3,096	165,214
Exercise of stock options	1	27,253				3,116	30,370
Stock-based compensation		48,258				2,381	50,639
Issuance of restricted stock	1	(1)					
Exercise of warrants	88	528,820					528,908
Acquisition of remaining shares of noncontrolling interest		(2,323)				2,323	
Deemed distribution to Principal Stockholder					(18,576)		(18,576)
Dividends declared					(617,443)	(357,056)	(974,499)
Distributions to noncontrolling interests						(7,624)	(7,624)
<b>Balance at September 30, 2012</b>	\$ 823	\$ 6,212,167	\$	\$ 256,222	\$ 2,598,984	\$ 1,455,858	\$ 10,524,054
<b>Balance at January 1, 2013</b>	\$ 824	\$ 6,237,488	\$	\$ 263,078	\$ 560,452	\$ 1,596,570	\$ 8,658,412
Net income					1,728,458	456,487	2,184,945
Currency translation adjustment				(68,866)		(806)	(69,672)
Exercise of stock options	2	37,729				8,702	46,433
		2,394					2,394

Tax benefit from stock-based compensation							
Stock-based compensation	37,305			2,990		40,295	
Repurchase of common stock	(346,253)					(346,253)	
Dividends declared			(866,391)	(411,359)		(1,277,750)	
Distributions to noncontrolling interests				(7,808)		(7,808)	
<b>Balance at September 30, 2013</b>	\$ 826	\$ 6,314,916	\$ (346,253)	\$ 194,212	\$ 1,422,519	\$ 1,644,776	\$ 9,230,996

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 September 30,</b>	
	<b>2013</b>	<b>2012</b>
	<b>(In thousands)</b>	
	<b>(Unaudited)</b>	
<b>Cash flows from operating activities:</b>		
Net income	\$ 2,184,945	\$ 1,310,470
Adjustments to reconcile net income to net cash generated from operating activities:		
Depreciation and amortization	752,530	641,725
Amortization of leasehold interests in land	30,297	30,016
Amortization of deferred financing costs and original issue discount	42,617	36,401
Amortization of deferred gain and rent	(3,708)	(3,708)
Non-cash change in deferred proceeds from sale of The Shoppes at The Palazzo	1,030	1,295
Loss on modification or early retirement of debt		16,313
Impairment and loss on disposal of assets	9,433	144,903
Stock-based compensation expense	39,802	50,268
Provision for doubtful accounts	182,108	183,397
Foreign exchange (gain) loss	(9,802)	3,081
Excess tax benefits from stock-based compensation	(2,394)	
Deferred income taxes	(5,762)	(20,671)
Changes in operating assets and liabilities:		
Accounts receivable	(233,379)	(509,089)
Inventories	1,974	(7,026)
Prepaid expenses and other	3,473	(41,303)
Leasehold interests in land	(25,387)	(24,163)
Accounts payable	9,006	44,560
Accrued interest payable	(13,866)	(21,969)
Income taxes payable	(17,282)	46,328
Other accrued liabilities	215,148	292,005
<b>Net cash generated from operating activities</b>	<b>3,160,783</b>	<b>2,172,833</b>
<b>Cash flows from investing activities:</b>		
Change in restricted cash and cash equivalents	(877)	(717)
Capital expenditures	(599,482)	(1,062,778)
Proceeds from disposal of property and equipment	713	2,266
Acquisition of intangible assets	(45,857)	
<b>Net cash used in investing activities</b>	<b>(645,503)</b>	<b>(1,061,229)</b>

**Cash flows from financing activities:**

Proceeds from exercise of stock options	46,433	30,370
Excess tax benefits from stock-based compensation	2,394	
Repurchase of common stock	(211,241)	
Proceeds from exercise of warrants		528,908
Dividends paid	(1,277,360)	(973,108)
Distributions to noncontrolling interests	(7,808)	(7,624)
Deemed distribution to Principal Stockholder		(18,576)
Proceeds from long-term debt (Note 3)	354,357	3,625,516
Repayments on long-term debt (Note 3)	(720,177)	(4,391,311)
Payments of deferred financing costs		(100,190)
Net cash used in financing activities	(1,813,402)	(1,306,015)
Effect of exchange rate on cash	(5,524)	37,108
Increase (decrease) in cash and cash equivalents	696,354	(157,303)
Cash and cash equivalents at beginning of period	2,512,766	3,902,718
Cash and cash equivalents at end of period	\$ 3,209,120	\$ 3,745,415

**Supplemental disclosure of cash flow information:**

Cash payments for interest, net of amounts capitalized	\$ 164,250	\$ 165,178
Cash payments for taxes, net of refunds	\$ 175,059	\$ 100,397
Change in construction payables	\$ (78,341)	\$ 12,411

**Non-cash investing and financing activities:**

Capitalized stock-based compensation costs	\$ 493	\$ 371
Change in dividends payable on unvested restricted stock and stock units included in other accrued liabilities	\$ 390	\$ 1,391
Property and equipment acquired under capital lease	\$ 2,668	\$ 10,097
Acquisition of remaining shares of noncontrolling interest	\$	\$ 2,323
Repurchase of common stock included in other accrued liabilities	\$ 135,012	\$

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, 2012. 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. 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.

The shares of the Company s subsidiary, Sands China Ltd. ( SCL, the indirect owner and operator of the majority of the Company s operations in the Macao Special Administrative Region ( Macao ) of the People s Republic of China) are listed on The Main Board of The Stock Exchange of Hong Kong Limited ( SEHK ) and are 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**

***Macao***

The Company currently owns 70.2% of SCL, which includes the operations of The Venetian Macao, Sands Cotai Central, Four Seasons Macao, Sands 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.

The Company 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 on an area of approximately 140 acres in Macao (consisting of parcels referred to as 1, 2, 3 and 5 and 6). The Venetian Macao (located on parcel 1) includes a 39-floor luxury hotel with over 2,900 suites; approximately 374,000 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.

In April and September 2012 and January 2013, the Company opened phases I, IIA and IIB, respectively, of its Sands Cotai Central integrated resort (located on parcels 5 and 6), which is situated across the street from The Venetian Macao and Four Seasons Macao. Phase I consists of a hotel tower on parcel 5, which includes approximately 600 five-star rooms and suites under the Conrad brand and approximately 1,200 four-star rooms and suites under the Holiday Inn brand; more than 350,000 square feet of meeting space; several food and beverage establishments; along with the 230,000-square-foot casino and VIP gaming areas. Phase IIA includes the first hotel tower on parcel 6, which features approximately 1,800 rooms and suites managed by Starwood Asia Pacific Hotels and Resorts Pte Ltd. and

Sheraton Overseas Management Co. (collectively Starwood ) under the Sheraton brand, along with the second casino and additional retail, entertainment, dining and meeting facilities. Phase IIB consists of the second hotel tower on parcel 6 and features approximately 2,100 rooms and suites managed by Starwood under the Sheraton brand. With the completion of phases I and II of the project, the integrated resort features approximately 300,000 square feet of gaming space, approximately 800,000 square feet of retail, dining and entertainment space, over 550,000 square feet of meeting facilities and a multipurpose theater (to open in 2014). The Company has commenced pre-construction activities on phase III of the project, which is expected to include a fourth hotel and mixed-use tower, located on parcel 5, to be managed by Starwood under the St. Regis brand and the total cost to complete is expected to be in excess of \$450 million. As of September 30, 2013, the Company has capitalized costs of \$4.09 billion for the entire project, including the land premium (net of amortization) and \$129.5 million in outstanding construction payables.

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

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 and located on parcel 2, the Four Seasons Macao ), which features approximately 108,000 square feet of gaming space; 19 Paiza mansions; retail space of approximately 260,000 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 is advancing its plans to monetize units within the Four Seasons Apartments.

The Company owns and operates the Sands Macao, the first Las Vegas-style casino in Macao. The Sands Macao offers approximately 249,000 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.

***Singapore***

The Company owns and operates the Marina Bay Sands in Singapore, which 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, theaters and a landmark iconic structure at the bay-front promenade that contains an art/science museum. In April 2013, the Company paid 57.0 million Singapore dollars ( SGD, approximately \$45.4 million at exchange rates in effect on September 30, 2013) to the Casino Regulatory Authority in Singapore as part of the process to renew its gaming license, which now expires in April 2016.

***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; and two enclosed retail, dining and entertainment complexes, currently referred to as the Grand Canal Shoppes. The complex located within The Venetian Las Vegas (previously known as The Grand Canal Shoppes ) and the complex located within The Palazzo (previously known as The Shoppes at The Palazzo ) were sold to GGP Limited Partnership ( GGP, see Note 2 Property and Equipment, Net regarding the sale of The Shoppes a



The Palazzo).

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

*Pennsylvania*

The Company owns and operates the 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 features approximately 145,000 square feet of gaming space; a 300-room hotel tower; a 150,000-square-foot retail facility; an arts and cultural center; and a 50,000-square-foot multipurpose event center, which opened in May 2012. The Company owns 86% of the economic interest in 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 in the retail portion of the property through its ownership interest in Sands Bethworks Retail LLC.

**Development Projects**

*Macao*

The Company submitted plans to the Macao government for The Parisian Macao (located on parcel 3), an integrated resort that will be connected to The Venetian Macao and Four Seasons Macao. The Parisian Macao, which is currently expected to open in late 2015, is intended to include a gaming area (to be operated under the Company's gaming subconcession), hotel and shopping mall. The Company expects the cost to design, develop and construct The Parisian Macao will be approximately \$2.7 billion, inclusive of payments made for the land premium. The Company has commenced construction activities and has capitalized costs of \$284.6 million, including the land premium (net of amortization), as of September 30, 2013. In addition, the Company will be completing the development of some public areas surrounding its Cotai Strip properties on behalf of the Macao government.

Under the Company's land concession for Sands Cotai Central, the Company is required to complete the development by May 2014. The Company will be applying for an extension from the Macao government to complete Sands Cotai Central, as the Company will be unable to meet the May 2014 deadline. The land concession for The Parisian Macao contains a similar requirement, which was extended by the Macao government in July 2012, that the development be completed by April 2016. Should the Company determine that it is unable to complete The Parisian Macao by April 2016, the Company would then also expect to apply for another extension from the Macao government. If the Company is unable to meet The Parisian Macao deadline and the deadlines for either development are not extended, the Company could lose its land concessions for Sands Cotai Central or The Parisian Macao, 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 \$4.09 billion or \$284.6 million in capitalized construction costs and land premiums (net of amortization), as of September 30, 2013, related to Sands Cotai Central and The Parisian Macao, respectively.

*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. As of September 30, 2013, the Company has capitalized construction costs of \$178.8 million for this project. The impact of the suspension on the estimated overall cost of the project is currently not determinable with certainty. Should demand and conditions fail to improve or management decide to abandon the project, the Company could record a charge for all or some portion of the \$178.8 million in capitalized construction costs as of September 30, 2013.

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

***Other***

The Company continues to aggressively pursue a variety of new development opportunities around the world.

**Development Financing Strategy**

Through September 30, 2013, the Company has funded its development projects primarily through borrowings under its credit facilities, operating cash flows, proceeds from its equity offerings and proceeds from the disposition of non-core assets.

The U.S. credit facility 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 5.0x for all quarterly periods through maturity. The Company can elect to contribute up to \$50 million of cash on hand to its Las Vegas operations on a bi-quarterly basis; such contributions having the effect of increasing Adjusted EBITDA during the applicable quarter for purposes of calculating compliance with the maximum leverage ratio. The Company's Macao facility also requires the Company's Macao operations to comply with similar financial covenants, including maintaining a maximum leverage ratio of debt to Adjusted EBITDA. The maximum leverage ratio is 4.0x for the quarterly periods ending September 30, 2013 through December 31, 2014, decreases to 3.5x for the quarterly periods ending March 31 through December 31, 2015, and then decreases to, and remains at, 3.0x for all quarterly periods thereafter through maturity. The Company's Singapore credit facility (the 2012 Singapore Credit Facility ) requires operations of Marina Bay Sands to comply with similar financial covenants, including maintaining a maximum leverage ratio of debt to Adjusted EBITDA. The maximum leverage ratio is 4.0x for the quarterly period ended September 30, 2013, decreases to 3.5x for the quarterly periods ending December 31, 2013 through December 31, 2014, and then decreases to, 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. 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.

The Company held unrestricted cash and cash equivalents of \$3.21 billion and restricted cash and cash equivalents of \$7.3 million as of September 30, 2013. The Company believes the cash on hand and cash flow generated from operations will be sufficient to maintain compliance with the financial covenants of its credit facilities. The Company may need to arrange additional financing to fund the balance of its Cotai Strip developments. In the normal course of its activities, the Company will continue to evaluate its capital structure and opportunities for enhancements thereof, including evaluating strategic alternatives related to the Company's Pennsylvania operations.

### **Recent Accounting Pronouncements**

In February 2013, the FASB issued authoritative guidance on the reporting of reclassifications out of accumulated other comprehensive income. The guidance requires an entity to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income if the amount is reclassified to net income in its entirety in the same reporting period. The guidance is effective for fiscal years beginning after December 15, 2012, with early adoption permitted. The adoption of this guidance did not have a material effect on the Company's financial condition, results of operations or cash flows.

In July 2013, the FASB issued authoritative guidance on the presentation of an unrecognized tax benefit when a loss or tax credit carryforward exists. The guidance requires the netting of unrecognized tax benefits against a deferred tax asset for a loss or tax credit carryforward that would apply in settlement of the uncertain tax positions. The guidance is effective for annual and interim periods beginning after December 15, 2013, 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.

Table of Contents**LAS VEGAS SANDS CORP. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****(UNAUDITED)****NOTE 2 PROPERTY AND EQUIPMENT, NET**

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

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
Land and improvements	\$ 556,001	\$ 515,538
Building and improvements	15,271,904	14,414,026
Furniture, fixtures, equipment and leasehold improvements	2,780,095	2,557,071
Transportation	442,104	411,671
Construction in progress	1,023,021	1,824,531
	20,073,125	19,722,837
Less accumulated depreciation and amortization	(4,659,916)	(3,956,089)
	\$ 15,413,209	\$ 15,766,748

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

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
Four Seasons Macao (principally the Four Seasons Apartments)	\$ 402,354	\$ 415,367
The Parisian Macao	226,932	59,510
Sands Cotai Central	77,697	913,432
Other	316,038	436,222
	\$ 1,023,021	\$ 1,824,531

The \$316.0 million in other construction in progress as of September 30, 2013, consists primarily of construction of the Las Vegas Condo Tower and various projects at The Venetian Macao.

Under generally accepted accounting principles, the sale of The Shoppes at The Palazzo has not been accounted for as a sale because the Company's participation in certain potential future revenues constitutes continuing involvement. 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 \$242.1 million (net of \$69.2 million of accumulated depreciation) as of September 30, 2013, 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, 2013, and the three and nine months ended September 30, 2012, the Company capitalized interest expense of \$0.9 million, \$3.3 million, \$9.9 million and \$44.3 million, respectively. During the three and nine months ended September 30, 2013, and the three and nine months ended September 30, 2012, the Company capitalized approximately \$5.9 million, \$16.9 million, \$4.8 million and \$13.2 million, respectively, of internal costs, consisting primarily of compensation expense for individuals directly involved with the development and construction of property.

In May 2012, the Company withdrew its appeal regarding the Company's application not being approved by the Macao government for a land concession related to its Cotai Strip development (formerly referred to as parcels 7 and 8) and recorded an impairment loss of \$100.7 million during the nine months ended September 30, 2012, related to the capitalized construction costs of its development on parcels 7 and 8. The Company also recorded a one-time impairment loss of \$42.9 million related to the termination of the ZAiA show at The Venetian Macao during the nine months ended September 30, 2012.

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

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## LAS VEGAS SANDS CORP. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**NOTE 3 LONG-TERM DEBT**

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

		September 30, 2013	December 31, 2012
<b>Corporate and U.S. Related:</b>			
Senior Secured Credit Facility	Term B	\$ 1,802,741	\$ 1,816,477
Senior Secured Credit Facility	Delayed Draws I and II	537,873	606,561
Senior Secured Credit Facility	Revolving	450,000	400,000
Airplane Financings		68,281	71,047
HVAC Equipment Lease		18,524	19,714
Other		2,766	3,689
<b>Macao Related:</b>			
2011 VML Credit Facility		3,208,923	3,209,839
Other		8,319	7,313
<b>Singapore Related:</b>			
2012 Singapore Credit Facility	Term	3,666,189	3,767,141
2012 Singapore Credit Facility	Revolving		327,578
Other			708
		9,763,616	10,230,067
Less	current maturities	(1,301,624)	(97,802)
	<b>Total long-term debt</b>	<b>\$ 8,461,992</b>	<b>\$ 10,132,265</b>

As of September 30, 2013, \$1.22 billion of long-term debt classified as current related to the Senior Secured Credit Facility.

***Senior Secured Credit Facility***

As of September 30, 2013, the Company had \$45.5 million of available borrowing capacity under the Senior Secured Credit Facility, net of outstanding letters of credit.

***2011 VML Credit Facility***

As of September 30, 2013, the Company had \$500.0 million of available borrowing capacity under the 2011 VML Credit Facility.



***2012 Singapore Credit Facility***

As of September 30, 2013, the Company had SGD 492.7 million (approximately \$392.7 million at exchange rates in effect on September 30, 2013) of available borrowing capacity under the 2012 Singapore Credit Facility, net of outstanding bankers' guarantees.

**Table of Contents****LAS VEGAS SANDS CORP. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****(UNAUDITED)****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 September 30,</b>	
	<b>2013</b>	<b>2012</b>
Proceeds from Senior Secured Credit Facility	\$ 250,000	\$
Proceeds from 2012 Singapore Credit Facility	104,357	3,625,516
	<b>\$ 354,357</b>	<b>\$ 3,625,516</b>
Repayments on 2012 Singapore Credit Facility	\$ (430,504)	\$
Repayments on Senior Secured Credit Facility	(282,424)	(419,448)
Repayments on Singapore Credit Facility		(3,635,676)
Redemption of Senior Notes		(189,712)
Repayments on Airplane Financings	(2,766)	(2,766)
Repayments on Ferry Financing		(140,337)
Repayments on HVAC Equipment Lease and Other Long-Term Debt	(4,483)	(3,372)
	<b>\$ (720,177)</b>	<b>\$ (4,391,311)</b>

**Fair Value of Long-Term Debt**

The estimated fair value of the Company's long-term debt as of September 30, 2013 and December 31, 2012, was approximately \$9.68 billion and \$10.12 billion, respectively, compared to its carrying value of \$9.73 billion and \$10.20 billion, respectively. The estimated fair value of the Company's long-term debt is based on level 2 inputs (quoted prices in markets that are not active).

**NOTE 4 EQUITY AND EARNINGS PER SHARE****Common Stock***Dividends*

On March 29, June 28 and September 27, 2013, the Company paid a dividend of \$0.35 per common share as part of a regular cash dividend program. During the nine months ended September 30, 2013, the Company recorded \$866.4 million as a distribution against retained earnings (of which \$453.1 million related to the Principal Stockholder's family).

On March 30, June 29 and September 28, 2012, the Company paid a dividend of \$0.25 per common share as part of a regular cash dividend program. During the nine months ended September 30, 2012, the Company recorded \$617.4 million as a distribution against retained earnings (of which \$323.5 million related to the Principal Stockholder's family).

In October 2013, the Company's Board of Directors declared a quarterly dividend of \$0.35 per common share (a total estimated to be approximately \$287 million) to be paid on December 31, 2013, to shareholders of record on December 20, 2013.

### ***Repurchase Program***

In June 2013, the Company's Board of Directors approved a share repurchase program, which expires in June 2015, with an initial authorization of \$2.0 billion. Repurchases of the Company's common stock are made at the Company's discretion in accordance with applicable federal securities laws in the open market or otherwise. The timing and actual number of shares to be repurchased in the future will depend on a variety of factors, including the Company's financial position, earnings, legal requirements, other investment opportunities and market conditions. During the nine months ended September 30, 2013, the Company repurchased 5,479,601 shares of its common stock for \$346.3 million (including commissions) under this program. All share repurchases of the Company's common stock have been recorded as treasury shares.

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**Warrants**

On March 2, 2012, the Principal Stockholder's family exercised all of their outstanding warrants to purchase 87,500,175 shares of the Company's common stock for \$6.00 per share and paid \$525.0 million in cash as settlement of the warrant exercise price. Additionally, during the nine months ended September 30, 2012, 39,070 warrants were exercised to purchase an aggregate of 655,496 shares of the Company's common stock at \$6.00 per share and \$3.9 million in cash was received as settlement of the warrant exercise price. No warrants were exercised during the nine months ended September 30, 2013.

**Other Equity Transactions**

In July 2012, the Company purchased a Boeing 747 airplane from an entity controlled by the Principal Stockholder for \$34.0 million, based on independent third party appraisals. In accordance with accounting standards regarding transactions between entities under common control, the Company recorded the cost of the airplane at the Principal Stockholder's book value at the date of the transaction, which was \$15.4 million. The \$18.6 million difference between the amount paid and the book value of the airplane (a gain to the Principal Stockholder) was recorded as a deemed distribution to the Principal Stockholder during the nine months ended September 30, 2012.

The Company believes that the purchase of the airplane allows it to meet the increased demand for high-end premium direct customer travel driven from the Company's expanding global gaming operations and is an important component in creating the ultimate trans-Pacific transportation experience for its customers. The Company believes it would have been more costly to acquire the airplane in the open market due to the limited supply of similar aircraft with luxury features.

**Noncontrolling Interests**

On February 28 and June 21, 2013, SCL paid a dividend of 0.67 Hong Kong dollars ( HKD ) and HKD 0.66 per share, respectively (a total of \$1.38 billion), to SCL shareholders (of which the Company retained \$970.2 million). On February 28 and June 22, 2012, SCL paid a dividend of HKD 0.58 per share (a total of \$1.2 billion) to SCL shareholders (of which the Company retained \$844.4 million).

During the nine months ended September 30, 2013 and 2012, the Company distributed \$7.8 million and \$7.6 million, respectively, 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 September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Weighted-average common shares outstanding (used in the calculation of basic earnings per share)	823,200,515	821,482,154	823,512,889	801,084,165
Potential dilution from stock options, warrants and restricted stock and stock units	3,764,825	4,124,094	4,030,621	22,276,870
Weighted-average common and common equivalent shares (used in the calculation of diluted earnings per share)	826,965,340	825,606,248	827,543,510	823,361,035
Antidilutive stock options excluded from the calculation of diluted earnings per share	4,573,059	5,549,521	4,547,759	5,395,158

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**Accumulated Other Comprehensive Income**

As of September 30, 2013 and December 31, 2012, accumulated other comprehensive income consisted solely of foreign currency translation adjustments.

**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 assesses the appropriateness of the VIE's status when events have occurred that would trigger such an analysis.

As of September 30, 2013 and December 31, 2012, the Company's joint ventures had total assets of \$105.5 million and \$94.5 million, respectively, and total liabilities of \$121.9 million and \$95.8 million, respectively.

**NOTE 6 INCOME TAXES**

The Company's major tax jurisdictions are the U.S., Macao and Singapore. In January 2013, the Internal Revenue Service ( IRS ) completed its examination of tax years 2005 through 2009. The Company decreased its unrecognized tax benefits by \$9.3 million due to the conclusion of the IRS audit. The Inland Revenue Authority of Singapore is performing a compliance review of the Marina Bay Sands tax return for tax years 2010 and 2011. The Company is subject to examination for tax years after 2007 in Macao and Singapore and for tax years after 2009 in the U.S. 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 different from the Company's expected outcome, which would impact the provision for income taxes.

Since January 1, 2012, the Company no longer considers the current portion of the tax earnings and profits of certain of its foreign subsidiaries to be permanently reinvested. The Company has not provided a deferred tax provision for these foreign earnings as the Company expects there will be sufficient U.S. foreign tax credits to offset the U.S. income tax that would result from the repatriation of foreign earnings. The Company recorded valuation allowances on the net deferred tax assets of its U.S. operations and certain foreign jurisdictions. Management will reassess the realization of deferred tax assets based on the accounting standards for income taxes each reporting period and to the extent it becomes more-likely-than-not that the deferred tax assets are realizable, the Company will reduce the valuation allowance as appropriate.

In October 2013, the Company received a third 5-year income tax exemption in Macao 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 2018. In February 2011, the Company entered into an agreement with the Macao government, effective through the end of 2013, that provides for an annual payment of 14.4 million patacas (approximately \$1.8 million at exchange rates in effect on September 30, 2013) as a substitution for a 12% tax otherwise due from Venetian Macau Limited ( VML ) shareholders on dividend distributions paid from VML gaming profits. The Company will request an extension of the agreement with the Macao government through 2018 to correspond to the income tax exemption for gaming operations; however, there is no assurance that the Company will receive the extension.

In September 2013, the Company and the IRS entered into a Pre-Filing Agreement providing that the Macao special gaming tax (35% of gross gaming revenue) qualifies as a tax paid in lieu of an income tax and could be claimed as a U.S. foreign tax credit.

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## LAS VEGAS SANDS CORP. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**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 September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Compensation expense:				
Stock options	\$ 8,391	\$ 9,137	\$ 24,481	\$ 27,182
Restricted stock and stock units	4,903	8,264	15,321	23,086
	\$ 13,294	\$ 17,401	\$ 39,802	\$ 50,268
Compensation cost capitalized as part of property and equipment	\$ 129	\$ 76	\$ 493	\$ 371
<b>LVSC 2004 Plan:</b>				
Stock options granted	70	45	288	512
Weighted average grant date fair value	\$ 38.11	\$ 25.97	\$ 35.76	\$ 36.57
Restricted stock granted	4	4	47	517
Weighted average grant date fair value	\$ 56.84	\$ 38.39	\$ 54.72	\$ 52.97
Restricted stock units granted	89	20	123	333
Weighted average grant date fair value	\$ 59.83	\$ 41.59	\$ 58.82	\$ 25.98
<b>SCL Equity Plan:</b>				
Stock options granted	1,058	2,383	3,787	6,865
Weighted average grant date fair value	\$ 2.97	\$ 1.58	\$ 2.48	\$ 1.61
Restricted stock units granted			1,000	
Weighted average grant date fair value	\$	\$	\$ 5.26	\$



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 September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
<b>LVSC 2004 Plan:</b>				
Weighted average volatility	94.6%	95.1%	94.8%	95.2%
Expected term (in years)	5.5	5.5	5.5	5.5
Risk-free rate	1.4%	0.9%	1.3%	1.1%
Expected dividends	2.4%	2.4%	2.5%	1.8%
<b>SCL Equity Plan:</b>				
Weighted average volatility	67.2%	69.7%	67.9%	70.1%
Expected term (in years)	6.3	6.3	6.3	6.2
Risk-free rate	1.3%	0.3%	0.6%	0.5%
Expected dividends	2.8%	4.1%	3.3%	4.1%

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

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

	Total Carrying Value	Fair Value Measurements Using:		
		Quoted Market Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>As of September 30, 2013</b>				
Cash equivalents <sup>(1)</sup>	\$ 1,826,658	\$ 1,826,658	\$	\$
Interest rate caps <sup>(2)</sup>	\$ 242	\$	\$ 242	\$
<b>As of December 31, 2012</b>				
Cash equivalents <sup>(1)</sup>	\$ 1,377,330	\$ 1,377,330	\$	\$
Interest rate caps <sup>(2)</sup>	\$ 218	\$	\$ 218	\$

- (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, 2013 and December 31, 2012, the Company had 22 and 30 interest rate cap agreements, respectively, with an aggregate fair value of approximately \$0.2 million, 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 costs 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.

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

On October 15, 2004, Richard Suen and Round Square Company Limited ( RSC ) 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 (the District Court of Clark County ), 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 Macao 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. On February 27, 2012, the District Court of Clark County set a date of March 25, 2013, for the new trial. On June 22, 2012, the defendants filed a request to add experts and plaintiffs filed a motion seeking additional financial data as part of their discovery. The District Court of Clark County granted both requests. The retrial began on March 27 and on May 14, 2013, the jury returned a verdict in favor of RSC in the amount of \$70.0 million. On May 28, 2013, a judgment was entered in the matter in the amount of \$101.6 million (including pre-judgment interest). On June 7, 2013, the Company filed a motion with the District Court of Clark County requesting that the judgment be set aside as a matter of law or in the alternative that a new trial be granted. On July 30, 2013, the District Court of Clark County denied the Company's motion. On October 17, 2013, the Court entered an order granting plaintiff's request for certain costs and fees associated with the litigation in the amount of approximately \$1.0 million. The Company intends to appeal the jury verdict and the award of the costs and fees. The Company believes that it has valid bases in law and fact to appeal these verdicts. As a result, the Company believes that the likelihood that the amount of the judgments will be affirmed is not probable, and, accordingly, that the amount of any loss cannot be reasonably estimated at this time. Because the Company believes that this potential loss is not probable or estimable, it has not recorded any reserves or contingencies related to this legal matter. In the event that the Company's assumptions used to evaluate this matter as neither probable nor estimable change in future periods, it may be required to record a liability for an adverse outcome.

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 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. On January 17, 2012, Mr. Jacobs filed his opening brief with the Nevada Supreme Court regarding his appeal of the defamation claim against Mr. Adelson. On January 30, 2012, Mr. Adelson filed his reply to Mr. Jacobs opening brief. On March 8, 2012, the District Court of Clark County set a hearing date for the week of June 25-29, 2012, for the evidentiary hearing on personal jurisdiction over SCL. On May 24, 2012, the District Court of Clark County vacated the hearing date previously set for June 25-29 and set a status conference for June 28, 2012. At the June 28 status hearing, the District Court of Clark County set out a hearing schedule to resolve a discovery dispute and did not reset a date for the jurisdictional hearing. From September 10 to September 12, 2012, the District Court of Clark County held a hearing to determine the outcome of certain discovery disputes and issued an Order on September 14, 2012. In its Order, the District Court of Clark County fined LVSC \$25,000 and, for the purposes of the jurisdictional discovery and evidentiary hearing, precluded the Defendants from relying on the Macao Data Privacy Act as an objection or defense under its discovery obligations. On December 21, 2012, the District Court of Clark County ordered the defendants to produce documents from a former counsel to LVSC containing attorney client privileged information. On January 23, 2013, the defendants filed a writ with the Nevada

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

Supreme Court challenging this order (the January Writ ). On January 29, 2013, the District Court of Clark County granted defendants motion for a stay of the order. On February 15, 2013, the Nevada Supreme Court ordered the plaintiff to answer the January Writ. On February 28, 2013, the District Court of Clark County ordered a hearing on plaintiff's request for sanctions and additional discovery (the February 28<sup>th</sup> Order ). On April 8, 2013, the defendants filed a writ with the Nevada Supreme Court challenging the February 28<sup>th</sup> Order (the April Writ ); and the Nevada Supreme Court ordered the plaintiff to answer the April Writ by May 20, 2013. The defendants also filed and were granted a stay of the February 28<sup>th</sup> Order by the District Court of Clark County until such time as the Nevada Supreme Court decides the April Writ. On June 18, 2013, the District Court of Clark County scheduled the jurisdictional hearing for July 16-22, 2013 and issued an order allowing the plaintiff access to privileged communications of counsel to the Company (the June 18<sup>th</sup> Order ). On June 21, 2013, the Company filed another writ with the Nevada Supreme Court challenging the June 18<sup>th</sup> Order (the June Writ ). The Nevada Supreme Court accepted the June Writ on June 28, 2013, and issued a stay of the June 18<sup>th</sup> Order. On June 28, 2013, the District Court of Clark County vacated the jurisdictional hearing. On July 3, 2013, the Company filed a motion with the Nevada Supreme Court to consolidate the pending writs (each of which have now been fully briefed to the Nevada Supreme Court). On October 9, 2013, the Nevada Supreme Court heard arguments on the January Writ and plaintiff's appeal of the District Court of Clark County's dismissal of plaintiff's defamation claim against Mr. Adelson. The Nevada Supreme Court has taken both matters under advisement pending a decision. Mr. Jacobs is seeking unspecified damages in this matter. 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 (the SEC ) 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 (the DOJ ) that it is conducting a similar investigation. It is the Company's belief that the subpoena may have emanated from the lawsuit filed by Steven C. Jacobs described above.

After the Company's receipt of the subpoena from the SEC on February 9, 2011, the Board of Directors delegated to the Audit Committee, comprised of three independent members of the Board of Directors, the authority to investigate the matters raised in the SEC subpoena and related inquiry of the DOJ.

As part of the 2012 annual audit of the Company's financial statements, the Audit Committee advised the Company and its independent accountants that it had reached certain preliminary findings, including that there were likely violations of the books and records and internal controls provisions of the FCPA and that in recent years, the Company has improved its practices with respect to books and records and internal controls.

Based on the information provided to management by the Audit Committee and its counsel, the Company believes, and the Audit Committee concurs, that the preliminary findings:

do not have a material impact on the financial statements of the Company;

do not warrant any restatement of the Company's past financial statements; and

do not represent a material weakness in the Company's internal controls over financial reporting as of September 30, 2013.

The investigation by the Audit Committee is now completed. The Company is cooperating with all investigations. Based on proceedings to date, management is currently unable to determine the probability of the outcome of this matter, the extent of materiality, or the range of reasonably possible loss, if any.

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

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 are reported as one consolidated matter. 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. On November 7, 2011, the defendants filed their answer to the allegations remaining in the amended complaint. On July 11, 2012, the U.S. District Court issued an order allowing Defendants' Motion for Partial Reconsideration of the Court's Order dated August 24, 2011, striking additional portions of the plaintiff's complaint and reducing the class period to a period of February 4 to November 6, 2008. On August 7, 2012, the plaintiff filed a purported class action second amended complaint (the "Second Amended Complaint") seeking to expand their allegations back to a time period of 2007 (having previously been cut back to 2008 by the U.S. District Court) essentially alleging very similar matters that had been previously stricken by the U.S. District Court. On October 16, 2012, the defendants filed a new motion to dismiss the Second Amended Complaint. The plaintiffs responded to the motion to dismiss on November 1, 2012, and defendants filed their reply on November 12, 2012. On November 20, 2012, the U.S. District Court granted a stay of discovery under the Private Securities Litigation Reform Act pending a decision on the new motion to dismiss and therefore, the discovery process has been suspended. On April 16, 2013, the case was reassigned to a new judge. On July 30, 2013, the U.S. District Court heard the motion to dismiss and took the matter under advisement. 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 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 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 are reported as one consolidated matter. On July 25, 2011, the plaintiffs filed a first verified amended consolidated complaint. The plaintiffs have twice agreed to stay the proceedings. A 120-day stay was entered by the Court in October 2011. It was extended for another 90 days in February 2012 and expired in May 2012. The parties agreed to an extension of the May 2012 deadline that expired on October 30, 2012. The defendants filed a motion to dismiss on November 1, 2012, based on the fact that the plaintiffs have suffered no damages. On January 23, 2013, the Court denied the motion to dismiss in part, deferred the remainder of the motion to dismiss and stayed the proceedings until a July 22, 2013 status hearing. On July 22, 2013, the Court extended the stay until December 2, 2013. 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.

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

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. 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 are reported as one consolidated matter. On November 17, 2011, the defendants filed a motion to dismiss or alternatively to stay the federal action due to the parallel state court action described above. On May 25, 2012, the case was transferred to a new judge. On August 27, 2012, the U.S. District Court granted the motion to stay pending a further update of the Special Litigation Committee due on October 30, 2012. On October 30, 2012, the defendants filed the update asking the judge to determine whether to continue the stay until January 31, 2013, or to address motions to dismiss. On November 7, 2012, the U.S. District Court denied defendants request for an extension of the stay but asked the parties to brief the motion to dismiss. On November 21, 2012, defendants filed their motion to dismiss. On December 21, 2012, plaintiffs filed their opposition and on January 18, 2013, defendants filed their reply. On May 31, 2013, the case was reassigned to a new judge. 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.

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

On March 23, 2012, Ernest Kleinschmidt filed a shareholder derivative action (the Kleinschmidt action ) on behalf of the Company in the District Court of Clark County against Sheldon G. Adelson, Michael A. Leven, Irwin A. Siegel, Jeffrey H. Schwartz, Jason N. Ader, Charles D. Forman, Irwin Chafetz and George P. Koo, who are currently members of the Board of Directors, and Wing T. Chao, Andrew R. Heyer, James Purcell, Bradley H. Stone and William P. Weidner, who are former members of the Board of Directors and/or executives of the Company. The complaint alleges, among other things, breach of fiduciary duties for disseminating false and misleading information, failure to maintain internal controls and failing to properly oversee and manage the Company, and unjust enrichment. The complaint seeks, among other relief, unspecified damages, direction to LVSC to take unspecified actions to improve its corporate governance and internal procedures, restitution and disgorgement of profits, and attorneys' fees, costs and related expenses for the plaintiff. On June 29, 2012, the defendants who had been served at that time including nominal defendant LVSC and defendants Michael A. Leven, Irwin A. Siegel, Jason N. Ader, Charles D. Forman, Irwin Chafetz, George P. Koo, James Purcell, Bradley H. Stone and William P. Weidner filed a motion to dismiss. On July 20 and July 25, 2012, defendants Jeffrey H. Schwartz and Wing T. Chao, respectively, each filed a substantially similar motion to dismiss. On October 10, 2012, the case was transferred to business court within the District Court of Clark County. On October 12, 2012, the case was reassigned to a new judge. On January 14, 2013, the District Court of Clark County filed its order dismissing the entire case for failure to make a demand on the Board of Directors of LVSC with 5 of 6 claims dismissed with prejudice as being time barred under applicable statutes of limitations. The sixth claim for unjust enrichment was allowed to be re-filed, but only after demand on the Board of Directors of LVSC is made. The Company received a letter from the plaintiffs lawyers dated February 9, 2013, making their demand on the Board of Directors of LVSC for the unjust enrichment claim that the District Court of Clark County previously dismissed without prejudice. In addition, on February 19, 2013, the plaintiffs filed a notice of appeal with the Nevada Supreme Court appealing the dismissal of the case. Plaintiff's opening brief in the Nevada Supreme Court was due on August 12, 2013, and the response briefs were due per the court's calendar. On September 4, 2013, the appeal to the Nevada Supreme Court was dismissed. Based on proceedings to date, management is 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 January 19, 2012, Asian American Entertainment Corporation, Limited ( AAEC ) filed a claim (the Macao action ) with the Macao Judicial Court (Tribunal Judicial de Base) against VML, LVS (Nevada) International Holdings, Inc. ( LVS (Nevada) ), Las Vegas Sands, LLC ( LVSLLC ) and Venetian Casino Resort, LLC ( VCR and collectively, the Defendants ). The claim is for 3.0 billion patacas (approximately \$375.6 million at exchange rates in effect on September 30, 2013) as compensation for damages resulting from the alleged breach of agreements entered into between AAEC and the Defendants for their joint presentation of a bid in response to the public tender held by the Macao government for the award of gaming concessions at the end of 2001. On July 4, 2012, the Defendants filed their defense to the Macao action with the Macao Judicial Court. AAEC then filed a reply that included several amendments to the original claim, although the amount of the claim was not amended. On January 4, 2013, the Defendants filed an amended defense to the amended claim with the Macao Judicial Court. The Macao 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.

As previously disclosed by the Company, on February 5, 2007, AAEC brought a similar claim (the *Prior Action*) in the U.S. District Court, against LVSI (now known as LVSLLC), VCR and Venetian Venture Development, LLC, which are subsidiaries of the Company, and William P. Weidner and David Friedman, who are former executives of the Company. The U.S. District Court entered an order on April 16, 2010, dismissing the *Prior Action*. On April 20, 2012, LVSLLC, VCR and LVS (Nevada) filed an injunctive action (the *Nevada Action*) against AAEC in the U.S. District Court seeking to enjoin AAEC from proceeding with the *Macao Action* based on AAEC's filing, and the U.S. District Court's dismissal, of the *Prior Action*. On June 14, 2012, the U.S. District Court issued an order that denied the motions requesting the *Nevada Action*, thereby effectively dismissing the *Nevada Action*.

On August 1, 2012, SCL filed an announcement with the SEHK stating that SCL's subsidiary, VML, has received a notification from the Office for Personal Data Protection of the Macao government (the *OPDP*) indicating that the *OPDP* has launched an official investigation procedure in relation to the alleged transfer from Macao by VML to the United States of certain data contrary to the Personal Data Protection Act (Macao). On April 13, 2013, the *OPDP* presented its findings and VML received a cumulative fine of 40,000 patacas (approximately \$5,008 at exchange rates in effect on September 30, 2013). VML paid the fine as levied by the *OPDP*.

The Company has received subpoenas from the U.S. Attorney's Office (the *USAO*) requesting the production of documents relating to two prior customers of the Company's properties. In August 2013, the *USAO* completed its investigation and entered into an agreement with the Company, whereby the Company agreed to voluntarily return \$47.4 million to the U.S. Treasury, which represented funds received from or on behalf of one of its customers, and provide written reports to the *USAO* regarding certain of its casino-related activities. The amount has been paid during the quarter ended September 30, 2013, and the matter has been closed.

**Table of Contents****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: Macao, Singapore and the United States. The Company reviews the results of operations for each of its operating segments: The Venetian Macao; Sands Cotai Central; Four Seasons Macao; Sands Macao; Other Asia (comprised primarily of the Company's ferry operations and various other operations that are ancillary to the Company's properties in Macao); Marina Bay Sands; The Venetian Las Vegas, which includes the Sands Expo Center; The Palazzo; and Sands Bethlehem. 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 services and products, the regulatory business environment of the operations within each segment and the Company's organizational and management reporting structure. The Company also reviews construction and development activities for each of its primary projects under development, some of which have been suspended, in addition to its reportable segments noted above. The Company's primary projects under development are The Parisian Macao and phase III of Sands Cotai Central in Macao, and the Las Vegas Condo Tower (included in Corporate and Other) in the U.S. The corporate activities of the Company are also included in Corporate and Other. The information for the nine months ended September 30, 2012, has been reclassified to conform to the current presentation. The Company's segment information as of September 30, 2013 and December 31, 2012, and for the three and nine months ended September 30, 2013 and 2012, is as follows (in thousands):

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
<b>Net Revenues:</b>				
Macao:				
The Venetian Macao	\$ 935,233	\$ 772,769	\$ 2,702,151	\$ 2,194,975
Sands Cotai Central	736,599	295,855	1,907,780	561,456
Four Seasons Macao	330,027	224,478	827,336	790,219
Sands Macao	305,329	315,280	910,269	935,966
Other Asia	35,385	37,289	105,666	110,792
	2,342,573	1,645,671	6,453,202	4,593,408
Marina Bay Sands	774,199	625,548	2,308,553	2,168,979
United States:				
Las Vegas Operating Properties	375,041	364,426	1,132,312	1,076,342
Sands Bethlehem	122,922	121,966	372,597	352,624
	497,963	486,392	1,504,909	1,428,966
Intersegment eliminations	(46,195)	(48,129)	(152,464)	(137,223)

Total net revenues	\$ 3,568,540	\$ 2,709,482	\$ 10,114,200	\$ 8,054,130
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## LAS VEGAS SANDS CORP. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
<b>Adjusted Property EBITDA<sup>(1)</sup></b>				
Macao:				
The Venetian Macao	\$ 357,197	\$ 299,001	\$ 1,066,543	\$ 810,175
Sands Cotai Central	224,272	53,654	501,940	105,492
Four Seasons Macao	112,922	54,386	228,283	198,492
Sands Macao	89,947	80,869	274,887	259,129
Other Asia	1,177	(2,124)	(4,547)	(13,801)
	785,515	485,786	2,067,106	1,359,487
Marina Bay Sands	373,612	260,788	1,125,742	1,063,712
United States:				
Las Vegas Operating Properties	87,135	98,206	263,532	278,362
Sands Bethlehem	29,553	32,118	92,988	86,537
	116,688	130,324	356,520	364,899
Total adjusted property EBITDA	1,275,815	876,898	3,549,368	2,788,098
<b>Other Operating Costs and Expenses</b>				
Stock-based compensation	(8,170)	(7,407)	(21,831)	(22,914)
Legal settlement	(47,400)		(47,400)	
Corporate	(38,468)	(54,617)	(141,221)	(162,164)
Pre-opening	(1,778)	(39,872)	(9,646)	(134,803)
Development	(3,487)	(4,201)	(14,840)	(12,196)
Depreciation and amortization	(248,925)	(226,538)	(752,530)	(641,725)
Amortization of leasehold interests in land	(10,022)	(10,014)	(30,297)	(30,016)
Impairment loss				(143,674)
Loss on disposal of assets	(2,739)	(154)	(9,433)	(1,229)
Operating income	914,826	534,095	2,522,170	1,639,377
<b>Other Non-Operating Costs and Expenses</b>				
Interest income	3,819	4,176	10,848	16,716
Interest expense, net of amounts capitalized	(66,917)	(62,292)	(204,125)	(191,497)
Other income	3,207	2,352	4,992	715
Loss on modification or early retirement of debt				(19,234)
Income tax expense	(45,637)	(33,351)	(148,940)	(135,607)
Net income	\$ 809,298	\$ 444,980	\$ 2,184,945	\$ 1,310,470

- (1) Adjusted property EBITDA is net income before royalty fees, stock-based compensation expense, legal settlement expense (see Note 9 Commitments and Contingencies Litigation ), corporate expense, pre-opening expense, development expense, depreciation and amortization, amortization of leasehold interests in land, 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.



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## LAS VEGAS SANDS CORP. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
<b>Intersegment Revenues</b>				
Macao:				
The Venetian Macao	\$ 1,094	\$ 1,177	\$ 3,582	\$ 3,249
Sands Cotai Central	89	88	267	164
Other Asia	5,270	8,954	24,131	23,166
	6,453	10,219	27,980	26,579
Marina Bay Sands	2,327	958	7,079	2,057
Las Vegas Operating Properties	37,415	36,952	117,405	108,587
Total intersegment revenues	\$ 46,195	\$ 48,129	\$ 152,464	\$ 137,223

	Nine Months Ended September 30,	
	2013	2012
<b>Capital Expenditures</b>		
Corporate and Other	\$ 33,464	\$ 49,321
Macao:		
The Venetian Macao	61,580	55,118
Sands Cotai Central	176,330	700,442
Four Seasons Macao	8,648	22,145
Sands Macao	15,930	16,844
Other Asia	386	953
The Parisian Macao	133,697	10,922
	396,571	806,424
Marina Bay Sands	122,931	98,382
United States:		
Las Vegas Operating Properties	40,824	90,340
Sands Bethlehem	5,692	18,311
	46,516	108,651
Total capital expenditures	\$ 599,482	\$ 1,062,778



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

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
<b>Total Assets</b>		
Corporate and Other	\$ 695,078	\$ 586,788
Macao:		
The Venetian Macao	3,406,451	3,254,193
Sands Cotai Central	4,959,618	4,791,560
Four Seasons Macao	1,304,821	1,338,714
Sands Macao	404,031	414,531
Other Asia	350,495	345,522
The Parisian Macao	284,718	118,975
Other Development Projects	217	123
	10,710,351	10,263,618
Marina Bay Sands	6,745,555	6,941,510
United States:		
Las Vegas Operating Properties	3,629,824	3,605,513
Sands Bethlehem	704,287	766,223
	4,334,111	4,371,736
<b>Total assets</b>	<b>\$ 22,485,095</b>	<b>\$ 22,163,652</b>

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
<b>Total Long-Lived Assets</b>		
Corporate and Other	\$ 405,813	\$ 398,100
Macao:		
The Venetian Macao	1,920,083	1,968,415
Sands Cotai Central	3,773,522	3,836,471
Four Seasons Macao	943,248	971,732
Sands Macao	277,657	285,344
Other Asia	191,700	202,392
The Parisian Macao	284,665	118,912
	7,390,875	7,383,266
Marina Bay Sands	5,382,629	5,657,351
United States:		

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Las Vegas Operating Properties	3,073,986	3,179,426
Sands Bethlehem	586,602	607,346
	3,660,588	3,786,772
Total long-lived assets	\$ 16,839,905	\$ 17,225,489

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**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**NOTE 11 CONDENSED CONSOLIDATING FINANCIAL INFORMATION**

LVSLLC, VCR, Mall Intermediate Holding Company, LLC, Venetian Transport, LLC, Venetian Marketing, Inc., Lido Intermediate Holding Company, LLC, Lido Casino Resort Holding Company, LLC, Sands Expo & Convention Center, Inc. (formerly 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 Restricted Subsidiaries), are all guarantors under the Senior Secured Credit Facility. In March 2013, Phase II Mall Holding, LLC was merged into Lido Casino Resort Holding Company, LLC, which was then merged into Lido Intermediate Holding Company, LLC, which was then merged into VCR. Mall Intermediate Holding Company, LLC was also merged into VCR in March 2013 and Venetian Transport, LLC was merged into LVSLLC in May 2013. The noncontrolling interest amount included in the Restricted 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; however, 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 Restricted Subsidiaries, and therefore are included in the Restricted Subsidiaries columns in the following condensed consolidating financial information. As a result, net liabilities of \$26.4 million (consisting of \$242.1 million of property and equipment, offset by \$268.5 million of liabilities consisting primarily of deferred proceeds from the sale) and \$17.3 million (consisting of \$250.8 million of property and equipment, offset by \$268.1 million of liabilities consisting primarily of deferred proceeds from the sale) as of September 30, 2013 and December 31, 2012, respectively, and a net loss (consisting primarily of depreciation expense) of \$3.2 million and \$9.6 million for the three and nine months ended September 30, 2013, respectively, and \$3.8 million and \$11.3 million for the three and nine months ended September 30, 2012, respectively, related to the mall and are being accounted for by the Restricted Subsidiaries. These balances and amounts are not collateral for the Senior Secured Credit Facility.

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

The condensed consolidating financial information of LVSC, the Restricted Subsidiaries and the non-restricted subsidiaries on a combined basis as of September 30, 2013 and December 31, 2012, and for the three and nine months ended September 30, 2013 and 2012, is as follows (in thousands):

**CONDENSED CONSOLIDATING BALANCE SHEETS****September 30, 2013**

	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non-Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
Cash and cash equivalents	\$ 134,201	\$ 286,393	\$ 2,788,526	\$	\$ 3,209,120
Restricted cash and cash equivalents			5,750		5,750
Intercompany receivables	203,179	41,409		(244,588)	
Accounts receivable, net	2,724	291,056	1,554,742		1,848,522
Inventories	4,522	10,957	26,204		41,683
Deferred income taxes, net	7,786			(5,286)	2,500
Prepaid expenses and other	21,309	9,220	74,016	(4,852)	99,693
<b>Total current assets</b>	<b>373,721</b>	<b>639,035</b>	<b>4,449,238</b>	<b>(254,726)</b>	<b>5,207,268</b>
Property and equipment, net	175,002	3,229,420	12,008,787		15,413,209
Investments in subsidiaries	7,320,645	5,852,048		(13,172,693)	
Deferred financing costs, net	195	7,923	161,299		169,417
Restricted cash and cash equivalents		1,102	482		1,584
Intercompany receivables	5,112	39,709		(44,821)	
Intercompany notes receivable		1,042,760		(1,042,760)	
Deferred income taxes, net	560	41,156		(734)	40,982
Leasehold interests in land, net			1,426,696		1,426,696
Intangible assets, net	690		105,544		106,234
Other assets, net	264	24,786	94,655		119,705
<b>Total assets</b>	<b>\$ 7,876,189</b>	<b>\$ 10,877,939</b>	<b>\$ 18,246,701</b>	<b>\$ (14,515,734)</b>	<b>\$ 22,485,095</b>
Accounts payable	\$ 10,096	\$ 31,966	\$ 72,679	\$	\$ 114,741
Construction payables	2,296	4,474	258,261		265,031
Intercompany payables		197,491	47,097	(244,588)	

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Accrued interest payable	76	490	861		1,427
Other accrued liabilities	164,313	240,662	1,817,072		2,222,047
Income taxes payable		2	145,098	(4,852)	140,248
Deferred income taxes		5,203	83	(5,286)	
Current maturities of long-term debt	3,688	1,221,383	76,553		1,301,624
Total current liabilities	180,469	1,701,671	2,417,704	(254,726)	4,045,118
Other long-term liabilities	44,907	10,227	91,690		146,824
Intercompany payables			44,821	(44,821)	
Intercompany notes payable			1,042,760	(1,042,760)	
Deferred income taxes			173,900	(734)	173,166
Deferred amounts related to mall transactions		426,999			426,999
Long-term debt	64,593	1,589,231	6,808,168		8,461,992
Total liabilities	289,969	3,728,128	10,579,043	(1,343,041)	13,254,099
Total Las Vegas Sands Corp. stockholders equity	7,586,220	7,149,406	6,023,287	(13,172,693)	7,586,220
Noncontrolling interests		405	1,644,371		1,644,776
Total equity	7,586,220	7,149,811	7,667,658	(13,172,693)	9,230,996
Total liabilities and equity	\$ 7,876,189	\$ 10,877,939	\$ 18,246,701	\$ (14,515,734)	\$ 22,485,095

**Table of Contents****LAS VEGAS SANDS CORP. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****(UNAUDITED)****CONDENSED CONSOLIDATING BALANCE SHEETS****December 31, 2012**

	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non-Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
Cash and cash equivalents	\$ 7,962	\$ 182,402	\$ 2,322,402	\$	\$ 2,512,766
Restricted cash and cash equivalents		34	4,487		4,521
Intercompany receivables	209,961	62,968		(272,929)	
Intercompany notes receivable		1,100,000	237,161	(1,337,161)	
Accounts receivable, net	6,646	259,691	1,552,923		1,819,260
Inventories	3,501	13,081	27,293		43,875
Deferred income taxes, net	5,687		87	(3,475)	2,299
Prepaid expenses and other	13,257	12,223	69,313		94,793
<b>Total current assets</b>	<b>247,014</b>	<b>1,630,399</b>	<b>4,213,666</b>	<b>(1,613,565)</b>	<b>4,477,514</b>
Property and equipment, net	173,065	3,329,824	12,263,859		15,766,748
Investments in subsidiaries	7,045,198	4,657,313		(11,702,511)	
Deferred financing costs, net	238	12,528	201,699		214,465
Restricted cash and cash equivalents		1,068	870		1,938
Intercompany receivables	6,109	54,982		(61,091)	
Intercompany notes receivable		928,728		(928,728)	
Deferred income taxes, net	3,665	39,429		186	43,280
Leasehold interests in land, net			1,458,741		1,458,741
Intangible assets, net	690		69,928		70,618
Other assets, net	243	18,994	111,111		130,348
<b>Total assets</b>	<b>\$ 7,476,222</b>	<b>\$ 10,673,265</b>	<b>\$ 18,319,874</b>	<b>\$ (14,305,709)</b>	<b>\$ 22,163,652</b>
Accounts payable	\$ 9,948	\$ 25,007	\$ 71,543	\$	\$ 106,498
Construction payables	5,318	7,680	330,374		343,372
Intercompany payables		173,698	99,231	(272,929)	
Intercompany notes payable	237,161		1,100,000	(1,337,161)	
Accrued interest payable	82	1,050	14,410		15,542
Other accrued liabilities	42,318	235,882	1,617,283		1,895,483



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Income taxes payable	4		164,122		164,126
Deferred income taxes		3,475		(3,475)	
Current maturities of long-term debt	3,688	90,649	3,465		97,802
Total current liabilities	298,515	537,445	3,400,428	(1,613,565)	2,622,823
Other long-term liabilities	48,506	9,776	75,654		133,936
Intercompany payables			61,091	(61,091)	
Intercompany notes payable			928,728	(928,728)	
Deferred income taxes			185,759	186	185,945
Deferred amounts related to mall transactions		430,271			430,271
Long-term debt	67,359	2,753,745	7,311,161		10,132,265
Total liabilities	414,380	3,731,237	11,962,821	(2,603,198)	13,505,240
Total Las Vegas Sands Corp. stockholders equity	7,061,842	6,941,623	4,760,888	(11,702,511)	7,061,842
Noncontrolling interests		405	1,596,165		1,596,570
Total equity	7,061,842	6,942,028	6,357,053	(11,702,511)	8,658,412
Total liabilities and equity	\$ 7,476,222	\$ 10,673,265	\$ 18,319,874	\$ (14,305,709)	\$ 22,163,652

Table of Contents**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, 2013**

	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non-Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
<b>Revenues:</b>					
Casino	\$	\$ 168,131	\$ 2,816,407	\$	\$ 2,984,538
Rooms		110,934	238,067		349,001
Food and beverage		40,267	133,993		174,260
Mall			128,068		128,068
Convention, retail and other		69,798	95,187	(41,726)	123,259
		389,130	3,411,722	(41,726)	3,759,126
Less promotional allowances	(413)	(23,488)	(166,178)	(507)	(190,586)
<b>Net revenues</b>	<b>(413)</b>	<b>365,642</b>	<b>3,245,544</b>	<b>(42,233)</b>	<b>3,568,540</b>
<b>Operating expenses:</b>					
Casino		80,901	1,587,997	(791)	1,668,107
Rooms		39,298	30,216	(3)	69,511
Food and beverage		19,455	69,645	(1,080)	88,020
Mall			17,319		17,319
Convention, retail and other		21,656	53,932	(6,486)	69,102
Provision for doubtful accounts		6,123	49,248		55,371
General and administrative		126,782	254,309	(226)	380,865
Corporate	34,257	349	37,506	(33,644)	38,468
Pre-opening		271	1,507		1,778
Development	3,460	30		(3)	3,487
Depreciation and amortization	6,989	45,323	196,613		248,925
Amortization of leasehold interests in land			10,022		10,022
(Gain) loss on disposal of assets	1,000	(5)	1,744		2,739
	45,706	340,183	2,310,058	(42,233)	2,653,714
<b>Operating income (loss)</b>	<b>(46,119)</b>	<b>25,459</b>	<b>935,486</b>		<b>914,826</b>

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Other income (expense):					
Interest income	49	40,047	4,266	(40,543)	3,819
Interest expense, net of amounts capitalized	(885)	(21,590)	(84,985)	40,543	(66,917)
Other income (expense)	(1)	1,153	2,055		3,207
Income from equity investments in subsidiaries	669,879	591,965		(1,261,844)	
Income before income taxes	622,923	637,034	856,822	(1,261,844)	854,935
Income tax benefit (expense)	3,821	(1,041)	(48,417)		(45,637)
Net income	626,744	635,993	808,405	(1,261,844)	809,298
Net income attributable to noncontrolling interests		(768)	(181,786)		(182,554)
Net income attributable to Las Vegas Sands Corp.	\$ 626,744	\$ 635,225	\$ 626,619	\$ (1,261,844)	\$ 626,744

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	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non- Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
<b>Revenues:</b>					
Casino	\$	\$ 171,472	\$ 2,029,558	\$	\$ 2,201,030
Rooms		105,695	182,154		287,849
Food and beverage		31,157	111,528		142,685
Mall			103,232		103,232
Convention, retail and other		69,094	88,212	(40,177)	117,129
		377,418	2,514,684	(40,177)	2,851,925
Less promotional allowances	(270)	(22,337)	(119,428)	(408)	(142,443)
<b>Net revenues</b>	<b>(270)</b>	<b>355,081</b>	<b>2,395,256</b>	<b>(40,585)</b>	<b>2,709,482</b>
<b>Operating expenses:</b>					
Casino		78,953	1,199,871	(662)	1,278,162
Rooms		32,893	26,019	(1)	58,911
Food and beverage		17,848	60,916	(1,016)	77,748
Mall			16,666		16,666
Convention, retail and other		17,963	54,346	(5,442)	66,867
Provision for doubtful accounts		9,047	63,758		72,805
General and administrative		69,861	199,172	(201)	268,832
Corporate	50,017	119	37,742	(33,261)	54,617
Pre-opening			39,872		39,872
Development	4,203			(2)	4,201
Depreciation and amortization	7,432	54,137	164,969		226,538
Amortization of leasehold interests in land			10,014		10,014
(Gain) loss on disposal of assets		(64)	218		154
	61,652	280,757	1,873,563	(40,585)	2,175,387
<b>Operating income (loss)</b>	<b>(61,922)</b>	<b>74,324</b>	<b>521,693</b>		<b>534,095</b>

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Other income (expense):

Interest income	44	34,804	3,557	(34,229)	4,176
Interest expense, net of amounts capitalized	(373)	(21,425)	(74,723)	34,229	(62,292)
Other income		804	1,548		2,352
Income from equity investments in subsidiaries	331,727	309,588		(641,315)	
Income before income taxes	269,476	398,095	452,075	(641,315)	478,331
Income tax benefit (expense)	80,306	(81,569)	(32,088)		(33,351)
Net income	349,782	316,526	419,987	(641,315)	444,980
Net income attributable to noncontrolling interests		(685)	(94,513)		(95,198)
Net income attributable to Las Vegas Sands Corp.	\$ 349,782	\$ 315,841	\$ 325,474	\$ (641,315)	\$ 349,782

**Table of Contents****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, 2013**

	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non- Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
<b>Revenues:</b>					
Casino	\$	\$ 433,095	\$ 7,961,626	\$	\$ 8,394,721
Rooms		352,615	646,031		998,646
Food and beverage		146,611	387,750		534,361
Mall			321,522		321,522
Convention, retail and other		233,063	268,880	(129,573)	372,370
		1,165,384	9,585,809	(129,573)	10,621,620
Less promotional allowances	(1,027)	(66,228)	(438,791)	(1,374)	(507,420)
<b>Net revenues</b>	<b>(1,027)</b>	<b>1,099,156</b>	<b>9,147,018</b>	<b>(130,947)</b>	<b>10,114,200</b>
<b>Operating expenses:</b>					
Casino		231,948	4,484,376	(2,217)	4,714,107
Rooms		117,329	86,560	(3)	203,886
Food and beverage		67,369	209,895	(3,219)	274,045
Mall			52,724		52,724
Convention, retail and other		76,723	169,579	(18,257)	228,045
Provision for doubtful accounts		25,449	156,659		182,108
General and administrative		265,942	713,825	(619)	979,148
Corporate	122,181	614	125,045	(106,619)	141,221
Pre-opening		386	9,260		9,646
Development	14,428	425		(13)	14,840
Depreciation and amortization	19,466	135,918	597,146		752,530
Amortization of leasehold interests in land			30,297		30,297
Loss on disposal of assets	1,000	1,109	7,324		9,433
	157,075	923,212	6,642,690	(130,947)	7,592,030
<b>Operating income (loss)</b>	<b>(158,102)</b>	<b>175,944</b>	<b>2,504,328</b>		<b>2,522,170</b>

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Other income (expense):					
Interest income	1,144	132,375	12,550	(135,221)	10,848
Interest expense, net of amounts capitalized	(3,755)	(66,140)	(269,451)	135,221	(204,125)
Other income (expense)	31	(1,312)	6,273		4,992
Income from equity investments in subsidiaries	1,842,779	1,554,840		(3,397,619)	
Income before income taxes	1,682,097	1,795,707	2,253,700	(3,397,619)	2,333,885
Income tax benefit (expense)	46,361	(54,436)	(140,865)		(148,940)
Net income	1,728,458	1,741,271	2,112,835	(3,397,619)	2,184,945
Net income attributable to noncontrolling interests		(1,853)	(454,634)		(456,487)
Net income attributable to Las Vegas Sands Corp.	\$ 1,728,458	\$ 1,739,418	\$ 1,658,201	\$ (3,397,619)	\$ 1,728,458

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	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non- Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
<b>Revenues:</b>					
Casino	\$	\$ 424,764	\$ 6,110,183	\$	\$ 6,534,947
Rooms		331,931	498,956		830,887
Food and beverage		133,056	322,828		455,884
Mall			268,390		268,390
Convention, retail and other		218,361	262,296	(116,977)	363,680
		1,108,112	7,462,653	(116,977)	8,453,788
Less promotional allowances	(783)	(63,596)	(334,092)	(1,187)	(399,658)
<b>Net revenues</b>	<b>(783)</b>	<b>1,044,516</b>	<b>7,128,561</b>	<b>(118,164)</b>	<b>8,054,130</b>
<b>Operating expenses:</b>					
Casino		220,989	3,454,012	(1,830)	3,673,171
Rooms		102,974	69,240	(4)	172,210
Food and beverage		64,354	176,812	(3,144)	238,022
Mall			50,765		50,765
Convention, retail and other		61,313	177,702	(14,221)	224,794
Provision for doubtful accounts		23,070	160,327		183,397
General and administrative		206,635	540,557	(605)	746,587
Corporate	149,687	316	110,508	(98,347)	162,164
Pre-opening			134,805	(2)	134,803
Development	12,207			(11)	12,196
Depreciation and amortization	14,691	165,343	461,691		641,725
Amortization of leasehold interests in land			30,016		30,016
Impairment loss			143,674		143,674
(Gain) loss on disposal of assets	(1)	503	727		1,229
	176,584	845,497	5,510,836	(118,164)	6,414,753



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Operating income (loss)	(177,367)	199,019	1,617,725		1,639,377
Other income (expense):					
Interest income	237	99,361	15,224	(98,106)	16,716
Interest expense, net of amounts capitalized	(4,107)	(70,686)	(214,810)	98,106	(191,497)
Other income (expense)	(47)	480	282		715
Loss on modification or early retirement of debt	(2,831)	(1,599)	(14,804)		(19,234)
Income from equity investments in subsidiaries	1,142,450	959,487		(2,101,937)	
Income before income taxes	958,335	1,186,062	1,403,617	(2,101,937)	1,446,077
Income tax benefit (expense)	130,976	(122,787)	(143,796)		(135,607)
Net income	1,089,311	1,063,275	1,259,821	(2,101,937)	1,310,470
Net income attributable to noncontrolling interests		(1,946)	(219,213)		(221,159)
Net income attributable to Las Vegas Sands Corp.	\$ 1,089,311	\$ 1,061,329	\$ 1,040,608	\$ (2,101,937)	\$ 1,089,311

Table of Contents**LAS VEGAS SANDS CORP. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****(UNAUDITED)****CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME****For the Three Months Ended September 30, 2013**

	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non- Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
Net income	\$ 626,744	\$ 635,993	\$ 808,405	\$ (1,261,844)	\$ 809,298
Currency translation adjustment, net of tax	19,105	16,468	19,865	(35,573)	19,865
Total comprehensive income	645,849	652,461	828,270	(1,297,417)	829,163
Comprehensive income attributable to noncontrolling interests		(768)	(182,546)		(183,314)
Comprehensive income attributable to Las Vegas Sands Corp.	\$ 645,849	\$ 651,693	\$ 645,724	\$ (1,297,417)	\$ 645,849

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	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non- Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
Net income	\$ 349,782	\$ 316,526	\$ 419,987	\$ (641,315)	\$ 444,980
Currency translation adjustment, net of tax	93,693	79,671	94,294	(173,364)	94,294
Total comprehensive income	443,475	396,197	514,281	(814,679)	539,274
Comprehensive income attributable to noncontrolling interests		(685)	(95,114)		(95,799)
Comprehensive income attributable to Las Vegas Sands Corp.	\$ 443,475	\$ 395,512	\$ 419,167	\$ (814,679)	\$ 443,475

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	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non- Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
Net income	\$ 1,728,458	\$ 1,741,271	\$ 2,112,835	\$ (3,397,619)	\$ 2,184,945
Currency translation adjustment, net of tax	(68,866)	(58,573)	(69,672)	127,439	(69,672)
Total comprehensive income	1,659,592	1,682,698	2,043,163	(3,270,180)	2,115,273
Comprehensive income attributable to noncontrolling interests		(1,853)	(453,828)		(455,681)
Comprehensive income attributable to Las Vegas Sands Corp.	\$ 1,659,592	\$ 1,680,845	\$ 1,589,335	\$ (3,270,180)	\$ 1,659,592

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	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non- Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
Net income	\$ 1,089,311	\$ 1,063,275	\$ 1,259,821	\$ (2,101,937)	\$ 1,310,470
Currency translation adjustment, net of tax	162,118	138,465	165,214	(300,583)	165,214
Total comprehensive income	1,251,429	1,201,740	1,425,035	(2,402,520)	1,475,684
Comprehensive income attributable to noncontrolling interests		(1,946)	(222,309)		(224,255)
Comprehensive income attributable to Las Vegas Sands Corp.	\$ 1,251,429	\$ 1,199,794	\$ 1,202,726	\$ (2,402,520)	\$ 1,251,429

Table of Contents**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, 2013**

	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non-Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
Net cash generated from operating activities	\$ 1,437,786	\$ 1,578,525	\$ 2,994,139	\$ (2,849,667)	\$ 3,160,783
Cash flows from investing activities:					
Change in restricted cash and cash equivalents			(877)		(877)
Capital expenditures	(25,425)	(39,542)	(534,515)		(599,482)
Proceeds from disposal of property and equipment		121	592		713
Acquisition of intangible assets			(45,857)		(45,857)
Dividends received from non-restricted subsidiaries		1,115,116		(1,115,116)	
Repayments of receivable from Las Vegas Sands Corp.			237,161	(237,161)	
Repayments of receivable from non-restricted subsidiaries		1,155		(1,155)	
Capital contributions to subsidiaries	(33)	(1,054,416)		1,054,449	
Net cash generated from (used in) investing activities	(25,458)	22,434	(343,496)	(298,983)	(645,503)
Cash flows from financing activities:					
Proceeds from exercise of stock options	28,686		17,747		46,433
Excess tax benefit from stock option exercises	2,394				2,394
Repurchase of common stock	(211,241)				(211,241)
Dividends paid	(866,001)		(411,359)		(1,277,360)
Distributions to noncontrolling interests		(1,853)	(5,955)		(7,808)
		(1,460,929)	(65,765)	1,526,694	

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Dividends paid to Las Vegas Sands Corp.					
Dividends paid to Restricted Subsidiaries			(2,438,089)	2,438,089	
Capital contributions received			1,054,449	(1,054,449)	
Repayments on borrowings from Restricted Subsidiaries			(1,155)	1,155	
Repayments on borrowings from non-restricted subsidiaries	(237,161)				237,161
Proceeds from senior secured credit facility	250,000				250,000
Proceeds from 2012 Singapore credit facility			104,357		104,357
Repayments on 2012 Singapore credit facility			(430,504)		(430,504)
Repayments on senior secured credit facility		(282,424)			(282,424)
Repayments on airplane financings	(2,766)				(2,766)
Repayments on HVAC equipment lease and other long-term debt		(1,762)	(2,721)		(4,483)
Net cash used in financing activities	(1,286,089)	(1,496,968)	(2,178,995)	3,148,650	(1,813,402)
Effect of exchange rate on cash			(5,524)		(5,524)
Increase in cash and cash equivalents	126,239	103,991	466,124		696,354
Cash and cash equivalents at beginning of period	7,962	182,402	2,322,402		2,512,766
Cash and cash equivalents at end of period	\$ 134,201	\$ 286,393	\$ 2,788,526	\$	\$ 3,209,120

Table of Contents**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, 2012**

	<b>Las Vegas Sands Corp.</b>	<b>Restricted Subsidiaries</b>	<b>Non- Restricted Subsidiaries</b>	<b>Consolidating/ Eliminating Entries</b>	<b>Total</b>
Net cash generated from operating activities	\$ 356,400	\$ 1,133,389	\$ 2,038,698	\$ (1,355,654)	\$ 2,172,833
Cash flows from investing activities:					
Change in restricted cash and cash equivalents			(717)		(717)
Capital expenditures	(33,081)	(91,052)	(938,645)		(1,062,778)
Proceeds from disposal of property and equipment		348	1,918		2,266
Notes receivable to non-restricted subsidiaries		(9,773)		9,773	
Dividends received from non-restricted subsidiaries		959,500		(959,500)	
Repayments of receivable from non-restricted subsidiaries		570		(570)	
Capital contributions to subsidiaries	(34,064)	(880,000)		914,064	
Net cash used in investing activities	(67,145)	(20,407)	(937,444)	(36,233)	(1,061,229)
Cash flows from financing activities:					
Proceeds from exercise of stock options	24,505		5,865		30,370
Proceeds from the exercise of warrants	528,908				528,908
Dividends paid	(616,052)		(357,056)		(973,108)
Distributions to noncontrolling interests		(1,946)	(5,678)		(7,624)
Deemed distribution to Principal Stockholder			(18,576)		(18,576)
Dividends paid to Las Vegas Sands Corp.		(442,138)	(75,012)	517,150	
Dividends paid to Restricted Subsidiaries			(1,798,004)	1,798,004	
Capital contributions received			914,064	(914,064)	
Borrowings from Restricted Subsidiaries			9,773	(9,773)	



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Repayments on borrowings from Restricted Subsidiaries			(570)		570
Proceeds from 2012 Singapore credit facility			3,625,516		3,625,516
Repayments on Singapore credit facility			(3,635,676)		(3,635,676)
Repayments on senior secured credit facility		(419,448)			(419,448)
Redemption of senior notes	(189,712)				(189,712)
Repayments on ferry financing			(140,337)		(140,337)
Repayments on airplane financings	(2,766)				(2,766)
Repayments on HVAC equipment lease and other long-term debt		(1,599)	(1,773)		(3,372)
Payments of deferred financing costs			(100,190)		(100,190)
Net cash used in financing activities	(255,117)	(865,131)	(1,577,654)	1,391,887	(1,306,015)
Effect of exchange rate on cash			37,108		37,108
Increase (decrease) in cash and cash equivalents	34,138	247,851	(439,292)		(157,303)
Cash and cash equivalents at beginning of period	12,849	689,642	3,200,227		3,902,718
Cash and cash equivalents at end of period	\$ 46,987	\$ 937,493	\$ 2,760,935	\$	\$ 3,745,415

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**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 Macao Special Administrative Region (Macao) of the People's Republic of China consist of The Venetian Macao Resort Hotel (The Venetian Macao); Sands Cotai Central; the Four Seasons Hotel Macao, Cotai Strip and the Plaza Casino (collectively, the Four Seasons Macao); the Sands Macao; and other ancillary operations in that region (Other Asia). Our operating segment in Singapore is the Marina Bay Sands. 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 services and products, the regulatory business environment of the operations within each segment and our organizational and management reporting structure.

**Macao**

We own 70.2% of Sands China Ltd. (SCL), which includes the operations of The Venetian Macao, Sands Cotai Central, Four Seasons Macao, Sands 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 Venetian Macao, which anchors the Cotai Strip, our master-planned development of integrated resort properties on an area of approximately 140 acres in Macao (consisting of parcels referred to as 1, 2, 3 and 5 and 6). The Venetian Macao (located on parcel 1) includes a 39-floor luxury hotel with over 2,900 suites; approximately 374,000 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 85.7% and 83.4% of the gross revenue at The Venetian Macao for the nine months ended September 30, 2013 and 2012, respectively, was derived from gaming activities, with the remainder derived from room, mall, food and beverage and other non-gaming sources.

In April and September 2012 and January 2013, we opened phases I, IIA and IIB, respectively, of our Sands Cotai Central integrated resort (located on parcels 5 and 6), which is situated across the street from The Venetian Macao and Four Seasons Macao. Phase I consists of a hotel tower on parcel 5, which includes approximately 600 five-star rooms and suites under the Conrad brand and approximately 1,200 four-star rooms and suites under the Holiday Inn brand; more than 350,000 square feet of meeting space; several food and beverage establishments; along with the 230,000-square-foot casino and VIP gaming areas. Phase IIA includes the first hotel tower on parcel 6, which features approximately 1,800 rooms and suites managed by Starwood Asia Pacific Hotels and Resorts Pte Ltd. and Sheraton Overseas Management Co. (collectively Starwood) under the Sheraton brand, along with the second casino and additional retail, entertainment, dining and meeting facilities. Phase IIB consists of the second hotel tower on parcel 6

and features approximately 2,100 rooms and suites managed by Starwood under the Sheraton brand. With the completion of phases I and II of the project, the integrated resort features approximately 300,000 square feet of gaming space, approximately 800,000 square feet of retail, dining and entertainment space, over 550,000 square feet of meeting facilities and a multipurpose theater (to open in 2014). We have commenced pre-construction activities on phase III of the project, which is expected to include a fourth hotel and mixed-use tower, located on parcel 5, to be managed by Starwood under the St. Regis brand and the total cost to complete is expected to be in excess of \$450 million. As of September 30, 2013, we have capitalized costs of \$4.09 billion for the entire project, including the land premium (net of amortization) and \$129.5 million in outstanding construction payables. Approximately 86.1% and 88.0% of the gross revenue at Sands Cotai Central for the nine months ended September 30, 2013 and 2012, respectively, was derived from gaming activities, with the remainder derived primarily from room and food and beverage operations.

We own the Four Seasons Macao (located on parcel 2), which is adjacent and connected to The Venetian Macao. The Four Seasons Macao is an integrated resort that includes 360 rooms and suites managed and operated by Four Seasons Hotels Inc., and features 19 Paiza mansions; approximately 108,000 square feet of gaming space; retail space of approximately 260,000 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 are advancing our plans to monetize units within the Four Seasons Apartments. Approximately 85.8% and 87.3% of the gross revenue at the Four Seasons Macao for the nine months ended September 30, 2013 and 2012, respectively, was derived from gaming activities, with the remainder derived primarily from mall, room and food and beverage operations.

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We own and operate the Sands Macao, the first Las Vegas-style casino in Macao. The Sands Macao includes approximately 249,000 square feet of gaming space; a 289-suite hotel tower; several restaurants; VIP facilities; a theater and other high-end services and amenities. Approximately 94.2% and 94.6% of the gross revenue at the Sands Macao for the nine months ended September 30, 2013 and 2012, respectively, was derived from gaming activities, with the remainder derived primarily from food and beverage operations.

***Singapore***

We own and operate the Marina Bay Sands in Singapore, which 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, theaters and a landmark iconic structure at the bay-front promenade that contains an art/science museum. In April 2013, we paid 57.0 million Singapore dollars ( SGD, approximately \$45.4 million at exchange rates in effect on September 30, 2013) to the Casino Regulatory Authority in Singapore as part of the process to renew our gaming license, which now expires in April 2016. Approximately 75.9% and 75.1% of the gross revenue at the Marina Bay Sands for the nine months ended September 30, 2013 and 2012, respectively, was derived from gaming activities, with the remainder derived from room, food and beverage, mall and other non-gaming sources.

***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 and two enclosed retail, dining and entertainment complexes, currently referred to as the Grand Canal Shoppes. The complex located within The Venetian Las Vegas (previously known as The Grand Canal Shoppes ) and the complex located within The Palazzo (previously known as The Shoppes at The Palazzo ) were sold to GGP Limited Partnership ( GGP ). 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 63.9% and 62.8% of gross revenue at our Las Vegas Operating Properties for the nine months ended September 30, 2013 and 2012, respectively, was derived from room, food and beverage and other non-gaming sources, with the remainder 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***

We own and operate 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 145,000 square feet of gaming space; a 300-room hotel tower; a 150,000-square-foot retail facility; an arts and cultural center; and a 50,000-square-foot multipurpose event center, which opened in May 2012. We own 86% of the

economic interest in 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 in the retail portion of the property through our ownership interest in Sands Bethworks Retail LLC. Approximately 88.5% and 88.7% of the gross revenue at Sands Bethlehem for the nine months ended September 30, 2013 and 2012, respectively, was derived from gaming activities, with the remainder derived primarily from food and beverage operations.

### **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 and judgments 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 2012 Annual Report on Form 10-K filed on March 1, 2013.

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There were no newly identified significant accounting estimates during the nine months ended September 30, 2013, nor were there any material changes to the critical accounting policies and estimates discussed in our 2012 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,		
	2013	2012	Percent Change	2013	2012	Percent Change
	(Dollars in thousands)					
Net revenues	\$ 3,568,540	\$ 2,709,482	31.7%	\$ 10,114,200	\$ 8,054,130	25.6%
Operating expenses	2,653,714	2,175,387	22.0%	7,592,030	6,414,753	18.4%
Operating income	914,826	534,095	71.3%	2,522,170	1,639,377	53.8%
Income before income taxes	854,935	478,331	78.7%	2,333,885	1,446,077	61.4%
Net income	809,298	444,980	81.9%	2,184,945	1,310,470	66.7%
Net income attributable to Las Vegas Sands Corp.	626,744	349,782	79.2%	1,728,458	1,089,311	58.7%

	Percent of Net Revenues			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Operating expenses	74.4%	80.3%	75.1%	79.6%
Operating income	25.6%	19.7%	24.9%	20.4%
Income before income taxes	24.0%	17.7%	23.1%	18.0%
Net income	22.7%	16.4%	21.6%	16.3%
Net income attributable to Las Vegas Sands Corp.	17.6%	12.9%	17.1%	13.5%

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

Operating revenues at The Venetian Macao, Sands Cotai Central, Four Seasons Macao, Marina Bay Sands and our Las Vegas Operating Properties are dependent upon the volume of customers who stay at the hotel, which affects the price that can be charged for hotel rooms and our gaming volume. 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 Macao and Singapore:* Macao and Singapore table games are segregated into two groups, consistent with the Macao and Singapore markets 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 ( drop ), which is the sum of markers issued (credit instruments) less markers paid at the table, plus cash deposited in the table drop box. 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 ( handle ), also a volume measurement, 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 (calculated before discounts) of 28.0%, 22.1%, 33.0%, 20.7% and 23.6% at The Venetian Macao, Sands Cotai Central, Four Seasons Macao, Sands Macao and Marina Bay Sands, respectively. Our slot machines have produced a trailing 12-month hold percentage (calculated before slot club cash incentives) of 5.6%, 3.9%, 5.5%, 4.0% and 5.1% at The Venetian Macao, Sands Cotai Central, Four Seasons Macao, Sands Macao and Marina Bay Sands, respectively. Actual win may vary from our expected win percentage and the trailing 12-month win and hold percentages. Generally, slot machine play is conducted on a cash basis. In Macao and Singapore, 28.8% and 29.1%, respectively, of our table games play was conducted on a credit basis for the nine months ended September 30, 2013.

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*Casino revenue measurements for the U.S.:* The volume measurements in the U.S. are table games drop and slot handle, as previously described. We view table games win as a percentage of drop and slot hold as a percentage of handle. Based upon our mix of table games, our table games are expected to produce a win percentage (calculated before discounts) of 20% to 22% at our Las Vegas Operating Properties and 14% to 16% at Sands Bethlehem. Our slot machines have produced a trailing 12-month hold percentage (calculated before slot club cash incentives) of 8.8% and 7.1% at our Las Vegas Operating Properties and at Sands Bethlehem, respectively. Actual win may vary from our expected win percentage and the trailing 12-month hold percentage. As in Macao and Singapore, slot machine play is generally conducted on a cash basis. Approximately 72.5% of our table games play at our Las Vegas Operating Properties, for nine months ended September 30, 2013, was conducted on a credit basis, while our table games play at Sands Bethlehem is primarily conducted on a cash basis.

*Hotel revenue measurements:* Performance indicators used are 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. The calculations of the hotel occupancy and average daily room rates include the impact of rooms provided on a complimentary basis. Complimentary room rates are determined based on an analysis of retail (or cash) room rates by customer segment and type of room product to ensure the complimentary room rates are consistent with retail rates. 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.

*Mall revenue measurements:* Occupancy, base rent per square foot and tenant sales per square foot are used as performance indicators. Occupancy represents gross leasable occupied area ( GLOA ) divided by gross leasable area ( GLA ) at the end of the reporting period. GLOA is the sum of: (1) tenant occupied space under lease and (2) tenants no longer occupying space, but paying rent. GLA does not include space that is currently under development or not on the market for lease. Base rent per square foot is the weighted average base, or minimum, rent charge in effect at the end of the reporting period for all tenants that would qualify to be included in occupancy. Tenant sales per square foot is the sum of reported comparable sales for the trailing 12 months divided by the comparable square footage for the same period. Only tenants that have been open for a minimum of 12 months are included in the tenant sales per square foot calculation.

**Three Months Ended September 30, 2013 Compared to the Three Months Ended September 30, 2012****Operating Revenues**

Our net revenues consisted of the following:

	<b>Three Months Ended September 30,</b>		
	<b>2013</b>	<b>2012</b>	<b>Percent Change</b>
	<b>(Dollars in thousands)</b>		
Casino	\$ 2,984,538	\$ 2,201,030	35.6%
Rooms	349,001	287,849	21.2%
Food and beverage	174,260	142,685	22.1%



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Mall	128,068	103,232	24.1%
Convention, retail and other	123,259	117,129	5.2%
	3,759,126	2,851,925	31.8%
Less promotional allowances	(190,586)	(142,443)	(33.8)%
Total net revenues	\$ 3,568,540	\$ 2,709,482	31.7%

Consolidated net revenues were \$3.57 billion for the three months ended September 30, 2013, an increase of \$859.1 million compared to \$2.71 billion for the three months ended September 30, 2012. The increase in net revenues was driven by an increase of \$440.7 million at Sands Cotai Central due to its progressive opening that commenced in April 2012, and increases of \$162.5 million and \$148.7 million at The Venetian Macao and Marina Bay Sands, respectively, primarily due to increased casino revenues.

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Casino revenues increased \$783.5 million compared to the three months ended September 30, 2012. The increase is attributable to an increase of \$388.8 million at Sands Cotai Central, a \$157.2 million increase at Marina Bay Sands, driven by an increase in Rolling Chip win percentage, as well as a \$153.9 million increase at The Venetian Macao, driven by increases in Non-Rolling Chip drop and Rolling Chip volume. The following table summarizes the results of our casino activity:

	<b>Three Months Ended September 30,</b>		
	<b>2013</b>	<b>2012</b>	<b>Change</b>
	<b>(Dollars in thousands)</b>		
<b>Macao Operations:</b>			
<b><i>The Venetian Macao</i></b>			
Total casino revenues	\$ 824,956	\$ 671,104	22.9%
Non-Rolling Chip drop	\$ 2,005,109	\$ 1,140,871	75.8%
Non-Rolling Chip win percentage	23.9%	31.3%	(7.4)pts
Rolling Chip volume	\$ 14,152,346	\$ 11,199,354	26.4%
Rolling Chip win percentage	3.03%	3.32%	(0.29)pts
Slot handle	\$ 1,144,392	\$ 1,262,770	(9.4)%
Slot hold percentage	5.7%	4.9%	0.8 pts
<b><i>Sands Cotai Central</i></b>			
Total casino revenues	\$ 660,898	\$ 272,138	142.9%
Non-Rolling Chip drop	\$ 1,429,345	\$ 541,956	163.7%
Non-Rolling Chip win percentage	23.4%	20.7%	2.7 pts
Rolling Chip volume	\$ 15,550,073	\$ 9,055,220	71.7%
Rolling Chip win percentage	2.71%	2.28%	0.43 pts
Slot handle	\$ 1,459,744	\$ 1,032,351	41.4%
Slot hold percentage	4.1%	3.1%	1.0 pts
<b><i>Four Seasons Macao</i></b>			
Total casino revenues	\$ 290,637	\$ 194,670	49.3%
Non-Rolling Chip drop	\$ 272,266	\$ 110,834	145.7%
Non-Rolling Chip win percentage	28.3%	32.6%	(4.3)pts
Rolling Chip volume	\$ 10,451,747	\$ 8,962,513	16.6%
Rolling Chip win percentage	2.88%	2.58%	0.30 pts
Slot handle	\$ 263,350	\$ 214,810	22.6%
Slot hold percentage	5.6%	4.4%	1.2 pts
<b><i>Sands Macao</i></b>			
Total casino revenues	\$ 297,930	\$ 307,731	(3.2)%
Non-Rolling Chip drop	\$ 877,375	\$ 738,953	18.7%
Non-Rolling Chip win percentage	19.6%	20.8%	(1.2)pts
Rolling Chip volume	\$ 5,232,928	\$ 6,818,553	(23.3)%
Rolling Chip win percentage	2.94%	2.96%	(0.02)pts
Slot handle	\$ 660,258	\$ 596,340	10.7%
Slot hold percentage	3.9%	4.2%	(0.3)pts
<b>Singapore Operations:</b>			
<b><i>Marina Bay Sands</i></b>			
Total casino revenues	\$ 628,053	\$ 470,838	33.4%
Non-Rolling Chip drop	\$ 1,156,271	\$ 1,131,326	2.2%

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Non-Rolling Chip win percentage	23.6%	24.0%	(0.4)pts
Rolling Chip volume	\$ 13,785,351	\$ 11,790,826	16.9%
Rolling Chip win percentage	2.85%	1.79%	1.06 pts
Slot handle	\$ 2,763,660	\$ 2,620,753	5.5%
Slot hold percentage	5.1%	5.2%	(0.1)pts

**U.S. Operations:**

***Las Vegas Operating Properties***

Total casino revenues	\$ 168,132	\$ 171,472	(1.9)%
Table games drop	\$ 544,330	\$ 581,484	(6.4)%
Table games win percentage	28.7%	28.1%	0.6 pts
Slot handle	\$ 511,441	\$ 498,446	2.6%
Slot hold percentage	8.7%	8.7%	pts

***Sands Bethlehem***

Total casino revenues	\$ 113,932	\$ 113,077	0.8%
Table games drop	\$ 261,618	\$ 234,881	11.4%
Table games win percentage	15.0%	16.0%	(1.0)pts
Slot handle	\$ 1,045,129	\$ 1,015,293	2.9%
Slot hold percentage	6.9%	7.2%	(0.3)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 \$61.2 million compared to the three months ended September 30, 2012. The increase is attributable to an increase of \$41.9 million at Sands Cotai Central, due to its progressive opening, and an increase of \$9.3 million and \$5.2 million at Marina Bay Sands and at our Las Vegas Operating Properties, respectively, driven by an increase in average daily 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>2013</b>	<b>2012</b>	<b>Change</b>
	<b>(Room revenues in thousands)</b>		
<b>Macao Operations:</b>			
<b><i>The Venetian Macao</i></b>			
Total room revenues	\$ 58,328	\$ 55,354	5.4%
Occupancy rate	91.8%	93.9%	(2.1)pts
Average daily room rate	\$ 242	\$ 227	6.6%
Revenue per available room	\$ 222	\$ 213	4.2%
<b><i>Sands Cotai Central</i></b>			
Total room revenues	\$ 65,916	\$ 24,002	174.6%
Occupancy rate	84.8%	88.9%	(4.1)pts
Average daily room rate	\$ 152	\$ 149	2.0%
Revenue per available room	\$ 129	\$ 132	(2.3)%
<b><i>Four Seasons Macao</i></b>			
Total room revenues	\$ 11,094	\$ 10,009	10.8%
Occupancy rate	88.2%	83.1%	5.1 pts
Average daily room rate	\$ 363	\$ 349	4.0%
Revenue per available room	\$ 321	\$ 290	10.7%
<b><i>Sands Macao</i></b>			
Total room revenues	\$ 6,205	\$ 6,037	2.8%
Occupancy rate	96.9%	97.3%	(0.4)pts
Average daily room rate	\$ 243	\$ 236	3.0%
Revenue per available room	\$ 236	\$ 230	2.6%
<b>Singapore Operations:</b>			
<b><i>Marina Bay Sands</i></b>			
Total room revenues	\$ 93,324	\$ 84,003	11.1%
Occupancy rate	99.8%	99.8%	pts
Average daily room rate	\$ 401	\$ 361	11.1%
Revenue per available room	\$ 400	\$ 360	11.1%
<b>U.S. Operations:</b>			
<b><i>Las Vegas Operating Properties</i></b>			
Total room revenues	\$ 110,934	\$ 105,695	5.0%
Occupancy rate	87.6%	87.3%	0.3 pts
Average daily room rate	\$ 196	\$ 191	2.6%
Revenue per available room	\$ 171	\$ 167	2.4%

**Sands Bethlehem**

Total room revenues	\$ 3,200	\$ 2,749	16.4%
Occupancy rate	82.1%	69.6%	12.5 pts
Average daily room rate	\$ 141	\$ 142	(0.7)%
Revenue per available room	\$ 115	\$ 99	16.2%

Food and beverage revenues increased \$31.6 million compared to the three months ended September 30, 2012. The increase was primarily attributable to a \$16.9 million increase at Sands Cotai Central, due to its progressive opening, as well as a \$9.5 million increase at our Las Vegas Operating Properties, driven by an increase in banquet operations.

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Mall revenues increased \$24.8 million compared to the three months ended September 30, 2012. The increase was primarily due to a \$25.9 million increase at our Macao operating properties, driven by an increase in base rents as well as the progressive opening of Sands Cotai Central. For further information related to the financial performance of our malls, see Additional Information Regarding our Retail Mall Operations. The following table summarizes the results of our mall activity:

	<b>Three Months Ended September 30,</b>		
	<b>2013</b>	<b>2012</b>	<b>Change</b>
	<b>(Mall revenues in thousands)</b>		
<b>Macao Operations:</b>			
<b><i>The Grand Canal Shoppes at The Venetian Macao</i></b>			
Total mall revenues	\$ 45,377	\$ 36,346	24.8%
Mall gross leasable area (in square feet)	756,271	809,024	(6.5)%
Occupancy	94.2%	91.7%	2.5 pts
Base rent per square foot	\$ 167	\$ 140	19.3%
Tenant sales per square foot	\$ 1,473	\$ 1,186	24.2%
<b><i>The Shoppes at Sands Cotai Central<sup>(1)</sup></i></b>			
Total mall revenues	\$ 11,452	\$ 3,693	210.1%
Mall gross leasable area (in square feet)	210,143	210,143	%
Occupancy	100.0%	100.0%	pts
Base rent per square foot	\$ 120	\$ 131	(8.4)%
<b><i>The Shoppes at Four Seasons<sup>(2)</sup></i></b>			
Total mall revenues	\$ 32,245	\$ 23,112	39.5%
Mall gross leasable area (in square feet)	241,416	189,088	27.7%
Occupancy	90.7%	91.2%	(0.5)pts
Base rent per square foot	\$ 336	\$ 150	124.0%
Tenant sales per square foot	\$ 4,769	\$ 4,353	9.6%
<b>Singapore Operations:</b>			
<b><i>The Shoppes at Marina Bay Sands<sup>(3)</sup></i></b>			
Total mall revenues	\$ 38,021	\$ 39,670	(4.2)%
Mall gross leasable area (in square feet)	641,442	631,024	1.7%
Occupancy	88.7%	96.2%	(7.5)pts
Base rent per square foot	\$ 195	\$ 216	(9.7)%
Tenant sales per square foot	\$ 1,556	\$ 1,366	13.9%
<b>U.S. Operations:</b>			
<b><i>The Outlets at Sands Bethlehem<sup>(4)</sup></i></b>			
Total mall revenues	\$ 973	\$ 411	136.7%
Mall gross leasable area (in square feet)	134,907	129,216	4.4%
Occupancy	87.6%	71.3%	16.3 pts
Base rent per square foot	\$ 24	\$	%

(1) Phases I and II of The Shoppes at Sands Cotai Central opened in April and September 2012, respectively.

(2) In November 2012, The Shoppes at Four Seasons expanded the duty-free luxury shops, resulting in approximately 52,000 square feet of additional gross leasable space. Additionally, beginning in August 2013, a significant portion of the rent paid by the duty-free luxury shops was converted from overage rent to base rent in

accordance with the respective lease agreements, resulting in an increase in base rent per square foot.

- (3) The decrease in occupancy at The Shoppes at Marina Bay Sands is due to an ongoing repositioning of the mall that will bring in several new key luxury tenants. Approximately 39,000 square feet of gross leasable area is currently undergoing new fit-out and is not considered occupied as of September 30, 2013.
- (4) A progressive opening of The Outlets at Sands Bethlehem began in November 2011. Base rent per square foot for the three months ended September 30, 2012, and tenant sales per square foot for the three months ended September 30, 2013 and 2012, are excluded from the table as certain co-tenancy requirements were not met during 2012 as the mall was only partially occupied.

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

The breakdown of operating expenses is as follows:

	<b>Three Months Ended September 30,</b>		
	<b>2013</b>	<b>2012</b>	<b>Percent Change</b>
	<b>(Dollars in thousands)</b>		
Casino	\$ 1,668,107	\$ 1,278,162	30.5%
Rooms	69,511	58,911	18.0%
Food and beverage	88,020	77,748	13.2%
Mall	17,319	16,666	3.9%
Convention, retail and other	69,102	66,867	3.3%
Provision for doubtful accounts	55,371	72,805	(23.9)%
General and administrative	380,865	268,832	41.7%
Corporate	38,468	54,617	(29.6)%
Pre-opening	1,778	39,872	(95.5)%
Development	3,487	4,201	(17.0)%
Depreciation and amortization	248,925	226,538	9.9%
Amortization of leasehold interests in land	10,022	10,014	0.1%
Loss on disposal of assets	2,739	154	N.M.
<b>Total operating expenses</b>	<b>\$ 2,653,714</b>	<b>\$ 2,175,387</b>	<b>22.0%</b>

N.M. Not meaningful

Operating expenses were \$2.65 billion for the three months ended September 30, 2013, an increase of \$478.3 million compared to \$2.18 billion for the three months ended September 30, 2012. The increase in operating expenses was primarily attributable to the progressive opening of Sands Cotai Central that commenced in April 2012.

Casino expenses increased \$389.9 million compared to the three months ended September 30, 2012. Of the increase, \$286.7 million was attributable to the 39.0% gross win tax on increased casino revenues across all of our Macao properties, as well as a \$41.7 million increase in additional casino expenses at Sands Cotai Central.

Rooms and food and beverage expenses increased \$10.6 million and \$10.3 million, respectively, compared to the three months ended September 30, 2012. The increases were driven by the associated increases in the related revenues described above.

The provision for doubtful accounts was \$55.4 million for the three months ended September 30, 2013, compared to \$72.8 million for the three months ended September 30, 2012. 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 \$112.0 million compared to the three months ended September 30, 2012. The increase was primarily attributable to a \$56.9 million increase at our Las Vegas Operating Properties, driven by a \$47.4 million legal settlement expense (see Part I Item 1 Financial Statements Notes to Condensed Consolidated Financial Statements Note 9 Commitments and Contingencies Litigation ), as well as a \$31.3 million increase at Sands Cotai Central.

Corporate expenses decreased \$16.1 million compared to the three months ended September 30, 2012, driven by a decrease in legal fees.

Pre-opening expenses were \$1.8 million for the three months ended September 30, 2013, compared to \$39.9 million for the three months ended September 30, 2012. 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, 2012, were primarily related to activities at Sands Cotai Central. Development expenses include the costs associated with the Company's evaluation and pursuit of new business opportunities, which are also expensed as incurred.

Depreciation and amortization expense increased \$22.4 million compared to the three months ended September 30, 2012. The increase was primarily attributable to a \$33.2 million increase at Sands Cotai Central, partially offset by a decrease at our Las Vegas Operating 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, legal settlement expense, corporate expense, pre-opening expense, development expense, depreciation and amortization, amortization of leasehold interests in land, 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>2013</b>	<b>2012</b>	<b>Percent Change</b>
	<b>(Dollars in thousands)</b>		
<b>Macao:</b>			
The Venetian Macao	\$ 357,197	\$ 299,001	19.5%
Sands Cotai Central	224,272	53,654	318.0%
Four Seasons Macao	112,922	54,386	107.6%
Sands Macao	89,947	80,869	11.2%
Other Asia	1,177	(2,124)	N.M.
	785,515	485,786	61.7%
Marina Bay Sands	373,612	260,788	43.3%
<b>United States:</b>			
Las Vegas Operating Properties	87,135	98,206	(11.3)%
Sands Bethlehem	29,553	32,118	(8.0)%
	116,688	130,324	(10.5)%
<b>Total adjusted property EBITDA</b>	<b>\$ 1,275,815</b>	<b>\$ 876,898</b>	<b>45.5%</b>

N.M. Not meaningful

Adjusted property EBITDA at our Macao operations increased \$299.7 million compared to the three months ended September 30, 2012. The increase was primarily attributable to an increase of \$170.6 million at Sands Cotai Central, due to its progressive opening that commenced in April 2012, as well as increases of \$58.5 million and \$58.2 million at the Four Seasons Macao and The Venetian Macao, respectively, driven by an increase in casino activity.

Adjusted property EBITDA at Marina Bay Sands increased \$112.8 million compared to the three months ended September 30, 2012. The increase was primarily attributable to a \$148.7 million increase in net revenues, driven by an increase in casino revenues, partially offset by increases in the associated operating expenses.

Adjusted property EBITDA at our Las Vegas Operating Properties decreased \$11.1 million compared to the three months ended September 30, 2012. Net revenues increased \$10.1 million (excluding intersegment royalty revenue), but was offset by increases in the associated operating expenses.

Adjusted property EBITDA at Sands Bethlehem decreased \$2.6 million compared to the three months ended September 30, 2012. Net revenues increased \$1.0 million, but was offset by increases in the associated operating expenses.

### *Interest Expense*

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

	<b>Three Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>
	<b>(Dollars in thousands)</b>	
Interest cost (which includes the amortization of deferred financing costs)	\$ 64,048	\$ 68,425
Add imputed interest on deferred proceeds from sale of The Shoppes at The Palazzo	3,793	3,783
Less capitalized interest	(924)	(9,916)
Interest expense, net	\$ 66,917	\$ 62,292
Cash paid for interest	\$ 59,880	\$ 51,782
Weighted average total debt balance	\$ 9,492,227	\$ 9,417,803
Weighted average interest rate	2.7%	2.9%

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Interest cost decreased \$4.4 million compared to the three months ended September 30, 2012, resulting primarily from a decrease in our weighted average interest rate. Capitalized interest decreased \$9.0 million compared to the three months ended September 30, 2012, primarily due to the completion of phases IIA and IIB of Sands Cotai Central in September 2012 and January 2013, respectively.

***Other Factors Effecting Earnings***

Other income was \$3.2 million for the three months ended September 30, 2013, compared to \$2.4 million for the three months ended September 30, 2012. The amounts in both periods were primarily attributable to foreign exchange gains.

Our effective income tax rate was 5.3% for the three months ended September 30, 2013, compared to 7.0% for the three months ended September 30, 2012. The effective income tax rate for the three months ended September 30, 2013 and 2012, reflects a 17% statutory tax rate on our Singapore operations and a zero percent tax rate on our Macao gaming operations due to our income tax exemption in Macao, which was extended in October 2013 through the end of 2018. We have recorded a valuation allowance 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 or portion thereof are realizable, we will reduce the valuation allowances in the period such determination is made.

The net income attributable to our noncontrolling interests was \$182.6 million for the three months ended September 30, 2013, compared to \$95.2 million for the three months ended September 30, 2012. These amounts are primarily related to the noncontrolling interest of SCL.

**Nine Months Ended September 30, 2013 Compared to the Nine Months Ended September 30, 2012*****Operating Revenues***

Our net revenues consisted of the following:

	<b>Nine Months Ended September 30,</b>		
	<b>2013</b>	<b>2012</b>	<b>Percent Change</b>
	<b>(Dollars in thousands)</b>		
Casino	\$ 8,394,721	\$ 6,534,947	28.5%
Rooms	998,646	830,887	20.2%
Food and beverage	534,361	455,884	17.2%
Mall	321,522	268,390	19.8%
Convention, retail and other	372,370	363,680	2.4%
	10,621,620	8,453,788	25.6%
Less promotional allowances	(507,420)	(399,658)	(27.0)%
Total net revenues	\$ 10,114,200	\$ 8,054,130	25.6%

Consolidated net revenues were \$10.11 billion for the nine months ended September 30, 2013, an increase of \$2.06 billion compared to \$8.05 billion for the nine months ended September 30, 2012. The increase in net revenues was driven by an increase of \$1.35 billion at Sands Cotai Central, due to its progressive opening that commenced in April 2012, as well as an increase of \$507.2 million at The Venetian Macao, primarily due to increased casino activity.

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Casino revenues increased \$1.86 billion compared to the nine months ended September 30, 2012. The increase is attributable to an increase of \$1.20 billion at Sands Cotai Central, due to its progressive opening, as well as a \$497.5 million increase at The Venetian Macao, driven by an increase in Non-Rolling Chip drop. The following table summarizes the results of our casino activity:

	<b>Nine Months Ended September 30,</b>		
	<b>2013</b>	<b>2012</b>	<b>Change</b>
	<b>(Dollars in thousands)</b>		
<b>Macao Operations:</b>			
<b><i>The Venetian Macao</i></b>			
Total casino revenues	\$ 2,404,046	\$ 1,906,569	26.1%
Non-Rolling Chip drop	\$ 4,932,826	\$ 3,267,352	51.0%
Non-Rolling Chip win percentage	27.5%	30.8%	(3.3)pts
Rolling Chip volume	\$ 37,661,230	\$ 36,162,486	4.1%
Rolling Chip win percentage	3.32%	2.97%	0.35 pts
Slot handle	\$ 3,485,599	\$ 3,652,412	(4.6)%
Slot hold percentage	5.6%	5.2%	0.4 pts
<b><i>Sands Cotai Central</i></b>			
Total casino revenues	\$ 1,725,210	\$ 521,604	230.8%
Non-Rolling Chip drop	\$ 3,692,883	\$ 931,402	296.5%
Non-Rolling Chip win percentage	22.4%	21.0%	1.4 pts
Rolling Chip volume	\$ 43,507,873	\$ 15,875,851	174.1%
Rolling Chip win percentage	2.71%	2.64%	0.07 pts
Slot handle	\$ 3,937,837	\$ 1,697,735	131.9%
Slot hold percentage	4.0%	3.4%	0.6 pts
<b><i>Four Seasons Macao</i></b>			
Total casino revenues	\$ 739,225	\$ 717,367	3.0%
Non-Rolling Chip drop	\$ 568,846	\$ 307,720	84.9%
Non-Rolling Chip win percentage	30.3%	39.1%	(8.8)pts
Rolling Chip volume	\$ 29,876,157	\$ 30,872,992	(3.2)%
Rolling Chip win percentage	2.68%	2.82%	(0.14)pts
Slot handle	\$ 629,757	\$ 612,125	2.9%
Slot hold percentage	5.6%	5.2%	0.4 pts
<b><i>Sands Macao</i></b>			
Total casino revenues	\$ 887,796	\$ 913,580	(2.8)%
Non-Rolling Chip drop	\$ 2,463,465	\$ 2,163,888	13.8%
Non-Rolling Chip win percentage	20.3%	20.6%	(0.3)pts
Rolling Chip volume	\$ 17,430,087	\$ 19,416,833	(10.2)%
Rolling Chip win percentage	2.76%	3.10%	(0.34)pts
Slot handle	\$ 2,003,935	\$ 1,871,312	7.1%
Slot hold percentage	3.9%	4.2%	(0.3)pts
<b>Singapore Operations:</b>			
<b><i>Marina Bay Sands</i></b>			
Total casino revenues	\$ 1,858,579	\$ 1,722,351	7.9%
Non-Rolling Chip drop	\$ 3,514,567	\$ 3,503,830	0.3%
Non-Rolling Chip win percentage	23.4%	22.8%	0.6 pts

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Rolling Chip volume	\$ 46,364,282	\$ 36,101,116	28.4%
Rolling Chip win percentage	2.62%	2.62%	pts
Slot handle	\$ 8,293,454	\$ 8,102,457	2.4%
Slot hold percentage	5.1%	5.3%	(0.2)pts
<b>U.S. Operations:</b>			
<b><i>Las Vegas Operating Properties</i></b>			
Total casino revenues	\$ 433,096	\$ 424,764	2.0%
Table games drop	\$ 1,602,052	\$ 1,625,115	(1.4)%
Table games win percentage	23.9%	23.5%	0.4 pts
Slot handle	\$ 1,481,976	\$ 1,427,355	3.8%
Slot hold percentage	8.8%	8.7%	0.1 pts
<b><i>Sands Bethlehem</i></b>			
Total casino revenues	\$ 346,769	\$ 328,712	5.5%
Table games drop	\$ 765,165	\$ 654,809	16.9%
Table games win percentage	15.6%	15.1%	0.5 pts
Slot handle	\$ 3,134,161	\$ 3,061,520	2.4%
Slot hold percentage	7.0%	7.2%	(0.2)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 \$167.8 million compared to the nine months ended September 30, 2012. The increase is attributable to an increase of \$120.8 million at Sands Cotai Central, due to its progressive opening, a \$23.2 million increase at Marina Bay Sands, driven by an increase in average daily room rates, and a \$20.7 million increase at our Las Vegas Operating Properties, driven by an increase in 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>2013</b>	<b>2012</b>	<b>Change</b>
	<b>(Room revenues in thousands)</b>		
<b>Macao Operations:</b>			
<b><i>The Venetian Macao</i></b>			
Total room revenues	\$ 163,829	\$ 164,227	(0.2)%
Occupancy rate	90.3%	91.4%	(1.1)pts
Average daily room rate	\$ 234	\$ 233	0.4%
Revenue per available room	\$ 211	\$ 213	(0.9)%
<b><i>Sands Cotai Central</i></b>			
Total room revenues	\$ 160,117	\$ 39,339	307.0%
Occupancy rate	74.6%	82.8%	(8.2)pts
Average daily room rate	\$ 149	\$ 146	2.1%
Revenue per available room	\$ 111	\$ 121	(8.3)%
<b><i>Four Seasons Macao</i></b>			
Total room revenues	\$ 30,975	\$ 29,020	6.7%
Occupancy rate	83.4%	79.6%	3.8 pts
Average daily room rate	\$ 362	\$ 355	2.0%
Revenue per available room	\$ 302	\$ 282	7.1%
<b><i>Sands Macao</i></b>			
Total room revenues	\$ 18,179	\$ 18,020	0.9%
Occupancy rate	95.6%	94.8%	0.8 pts
Average daily room rate	\$ 244	\$ 243	0.4%
Revenue per available room	\$ 233	\$ 231	0.9%
<b>Singapore Operations:</b>			
<b><i>Marina Bay Sands</i></b>			
Total room revenues	\$ 264,442	\$ 241,263	9.6%
Occupancy rate	99.2%	99.1%	0.1 pts
Average daily room rate	\$ 386	\$ 351	10.0%
Revenue per available room	\$ 383	\$ 348	10.1%
<b>U.S. Operations:</b>			
<b><i>Las Vegas Operating Properties</i></b>			
Total room revenues	\$ 352,615	\$ 331,931	6.2%
Occupancy rate	89.8%	85.6%	4.2 pts
Average daily room rate	\$ 204	\$ 203	0.5%
Revenue per available room	\$ 183	\$ 174	5.2%



**Sands Bethlehem**

Total room revenues	\$ 8,489	\$ 7,087	19.8%
Occupancy rate	73.4%	60.7%	12.7 pts
Average daily room rate	\$ 141	\$ 141	%
Revenue per available room	\$ 103	\$ 86	19.8%

Food and beverage revenues increased \$78.5 million compared to the nine months ended September 30, 2012. The increase was primarily attributable to a \$52.2 million increase at Sands Cotai Central, due to its progressive opening, as well as a \$15.3 million increase at our Las Vegas Operating Properties, driven by an increase in banquet operations.

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Mall revenues increased \$53.1 million compared to the nine months ended September 30, 2012. The increase was primarily due to a \$53.1 million increase at our Macao operating properties, driven by an increase in base rents as well as the progressive opening of Sands Cotai Central. For further information related to the financial performance of our malls, see Additional Information Regarding our Retail Mall Operations. The following table summarizes the results of our mall activity:

	<b>Nine Months Ended September 30,<sup>(1)</sup></b>		
	<b>2013</b>	<b>2012</b>	<b>Change</b>
<b>(Mall revenues in thousands)</b>			
<b>Macao Operations:</b>			
<b><i>The Grand Canal Shoppes at The Venetian Macao</i></b>			
Total mall revenues	\$ 112,647	\$ 93,774	20.1%
Mall gross leasable area (in square feet)	756,271	809,024	(6.5)%
Occupancy	94.2%	91.7%	2.5 pts
Base rent per square foot	\$ 167	\$ 140	19.3%
Tenant sales per square foot	\$ 1,473	\$ 1,186	24.2%
<b><i>The Shoppes at Sands Cotai Central<sup>(2)</sup></i></b>			
Total mall revenues	\$ 28,076	\$ 6,945	304.3%
Mall gross leasable area (in square feet)	210,143	210,143	%
Occupancy	100.0%	100.0%	pts
Base rent per square foot	\$ 120	\$ 131	(8.4)%
<b><i>The Shoppes at Four Seasons<sup>(3)</sup></i></b>			
Total mall revenues	\$ 67,971	\$ 54,918	23.8%
Mall gross leasable area (in square feet)	241,416	189,088	27.7%
Occupancy	90.7%	91.2%	(0.5)pts
Base rent per square foot	\$ 336	\$ 150	124.0%
Tenant sales per square foot	\$ 4,769	\$ 4,353	9.6%
<b>Singapore Operations:</b>			
<b><i>The Shoppes at Marina Bay Sands<sup>(4)</sup></i></b>			
Total mall revenues	\$ 110,569	\$ 111,580	(0.9)%
Mall gross leasable area (in square feet)	641,442	631,024	1.7%
Occupancy	88.7%	96.2%	(7.5)pts
Base rent per square foot	\$ 195	\$ 216	(9.7)%
Tenant sales per square foot	\$ 1,556	\$ 1,366	13.9%
<b>U.S. Operations:</b>			
<b><i>The Outlets at Sands Bethlehem<sup>(5)</sup></i></b>			
Total mall revenues	\$ 2,259	\$ 1,173	92.6%
Mall gross leasable area (in square feet)	134,907	129,216	4.4%
Occupancy	87.6%	71.3%	16.3 pts
Base rent per square foot	\$ 24	\$	%

(1) As GLA, occupancy, base rent per square foot and tenant sales per square foot are calculated as of September 30, 2013 and 2012, they are identical to the summary presented herein for the three months ended September 30, 2013 and 2012, respectively.

(2) Phases I and II of The Shoppes at Sands Cotai Central opened in April and September 2012, respectively.

- (3) In November 2012, The Shoppes at Four Seasons expanded the duty-free luxury shops, resulting in approximately 52,000 square feet of additional gross leasable space. Additionally, beginning in August 2013, a significant portion of the rent paid by the duty-free luxury shops was converted from overage rent to base rent in accordance with the respective lease agreements, resulting in an increase in base rent per square foot.
- (4) The decrease in occupancy at The Shoppes at Marina Bay Sands is due to an ongoing repositioning of the mall that will bring in several new key luxury tenants. Approximately 39,000 square feet of gross leasable area is currently undergoing new fit-out and is not considered occupied as of September 30, 2013.
- (5) A progressive opening of The Outlets at Sands Bethlehem began in November 2011. Base rent per square foot for the nine months ended September 30, 2012, and tenant sales per square foot for the nine months ended September 30, 2013 and 2012, are excluded from the table as certain co-tenancy requirements were not met during 2012 as the mall was only partially occupied.

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

The breakdown of operating expenses is as follows:

	<b>Nine Months Ended September 30,</b>		
	<b>2013</b>	<b>2012</b>	<b>Percent Change</b>
	<b>(Dollars in thousands)</b>		
Casino	\$ 4,714,107	\$ 3,673,171	28.3%
Rooms	203,886	172,210	18.4%
Food and beverage	274,045	238,022	15.1%
Mall	52,724	50,765	3.9%
Convention, retail and other	228,045	224,794	1.4%
Provision for doubtful accounts	182,108	183,397	(0.7)%
General and administrative	979,148	746,587	31.1%
Corporate	141,221	162,164	(12.9)%
Pre-opening	9,646	134,803	(92.8)%
Development	14,840	12,196	21.7%
Depreciation and amortization	752,530	641,725	17.3%
Amortization of leasehold interests in land	30,297	30,016	0.9%
Impairment loss		143,674	(100.0)%
Loss on disposal of assets	9,433	1,229	N.M.
<b>Total operating expenses</b>	<b>\$ 7,592,030</b>	<b>\$ 6,414,753</b>	<b>18.4%</b>

N.M. Not meaningful

Operating expenses were \$7.59 billion for the nine months ended September 30, 2013, an increase of \$1.18 billion compared to \$6.41 billion for the nine months ended September 30, 2012. The increase in operating expenses was primarily attributable to the progressive opening of Sands Cotai Central that commenced in April 2012.

Casino expenses increased \$1.04 billion compared to the nine months ended September 30, 2012. Of the increase, \$759.3 million was attributable to the 39.0% gross win tax on increased casino revenues across all of our Macao properties, as well as a \$181.3 million increase in additional casino expenses at Sands Cotai Central.

Rooms and food and beverage expenses increased \$31.7 million and \$36.0 million, respectively, compared to the nine months ended September 30, 2012. The increases were driven by the associated increases in the related revenues described above.

The provision for doubtful accounts was \$182.1 million for the nine months ended September 30, 2013, compared to \$183.4 million for the nine months ended September 30, 2012. 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 \$232.6 million compared to the nine months ended September 30, 2012. The increase was primarily attributable to a \$110.7 million increase at Sands Cotai Central, a \$59.2 million increase at our Las Vegas Operating Properties, driven by a \$47.4 million legal settlement expense (see Part I Item 1 Financial Statements Notes to Condensed Consolidated Financial Statements Note 9 Commitments and Contingencies Litigation ), as well as a \$35.4 million increase at The Venetian Macao, driven by an increase in advertising expense.

Corporate expenses decreased \$20.9 million compared to the nine months ended September 30, 2012, driven by a decrease in legal fees.

Pre-opening expenses were \$9.6 million for the nine months ended September 30, 2013, compared to \$134.8 million for the nine months ended September 30, 2012. 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, 2013 and 2012, were primarily related to activities at Sands Cotai Central. Development expenses include the costs associated with the Company's evaluation and pursuit of new business opportunities, which are also expensed as incurred.

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Depreciation and amortization expense increased \$110.8 million compared to the nine months ended September 30, 2012. The increase was primarily attributable to a \$132.7 million increase at Sands Cotai Central, partially offset by decreases at our Las Vegas Operating Properties and our other Macao operating properties due to certain assets being fully depreciated.

The impairment loss of \$143.7 million for the nine months ended September 30, 2012, consisted primarily of a \$100.7 million write-off of capitalized construction costs related to our former Cotai Strip development (referred to as parcels 7 and 8) in Macao and a \$42.9 million impairment due to the termination of the ZAiA show at The Venetian Macao.

**Adjusted Property EBITDA**

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>2013</b>	<b>2012</b>	<b>Percent Change</b>
	<b>(Dollars in thousands)</b>		
<b>Macao:</b>			
The Venetian Macao	\$ 1,066,543	\$ 810,175	31.6%
Sands Cotai Central	501,940	105,492	375.8%
Four Seasons Macao	228,283	198,492	15.0%
Sands Macao	274,887	259,129	6.1%
Other Asia	(4,547)	(13,801)	67.1%
	2,067,106	1,359,487	52.1%
Marina Bay Sands	1,125,742	1,063,712	5.8%
<b>United States:</b>			
Las Vegas Operating Properties	263,532	278,362	(5.3)%
Sands Bethlehem	92,988	86,537	7.5%
	356,520	364,899	(2.3)%
<b>Total adjusted property EBITDA</b>	<b>\$ 3,549,368</b>	<b>\$ 2,788,098</b>	<b>27.3%</b>

Adjusted property EBITDA at our Macao operations increased \$707.6 million compared to the nine months ended September 30, 2012. The increase was primarily attributable to a \$396.4 million increase at Sands Cotai Central, due to its progressive opening that commenced in April 2012, as well as a \$256.4 million increase at The Venetian Macao, driven by an increase in casino activity.

Adjusted property EBITDA at Marina Bay Sands increased \$62.0 million compared to the nine months ended September 30, 2012. The increase was primarily attributable to a \$139.6 million increase in net revenues, driven by an increase in casino revenues, partially offset by increases in the associated operating expenses.

Adjusted property EBITDA at our Las Vegas Operating Properties decreased \$14.8 million compared to the nine months ended September 30, 2012. Net revenues increased \$47.5 million (excluding intersegment royalty revenue), but was offset by increases in the associated operating expenses.

Adjusted property EBITDA at Sands Bethlehem increased \$6.5 million compared to the nine months ended September 30, 2012. The increase was primarily attributable to a \$20.0 million increase in net revenues, driven by an increase in casino revenues, partially offset by increases in the associated operating expenses.

**Table of Contents*****Interest Expense***

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

	<b>Nine Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>
	<b>(Dollars in thousands)</b>	
Interest cost (which includes the amortization of deferred financing costs and original issue discount)	\$ 196,037	\$ 224,472
Add imputed interest on deferred proceeds from sale of The Shoppes at The Palazzo	11,373	11,338
Less capitalized interest	(3,285)	(44,313)
Interest expense, net	\$ 204,125	\$ 191,497
Cash paid for interest	\$ 167,535	\$ 209,491
Weighted average total debt balance	\$ 9,789,503	\$ 9,755,978
Weighted average interest rate	2.7%	3.1%

Interest cost decreased \$28.4 million compared to the nine months ended September 30, 2012, resulting primarily from a decrease in our weighted average interest rate. Capitalized interest decreased \$41.0 million compared to the nine months ended September 30, 2012, primarily due to the completion of phases I, IIA and IIB of Sands Cotai Central in April and September 2012 and January 2013, respectively.

***Other Factors Effecting Earnings***

Other income was \$5.0 million for the nine months ended September 30, 2013, compared to \$0.7 million for the nine months ended September 30, 2012. The amounts in both periods were primarily attributable to foreign exchange gains, partially offset by changes in the fair value of our interest rate cap agreements.

The loss on modification or early retirement of debt of \$19.2 million for the nine months ended September 30, 2012, was primarily due to a \$13.1 million loss related to the refinancing of our Singapore credit facility in June 2012.

Our effective income tax rate was 6.4% for the nine months ended September 30, 2013, compared to 9.4% for the nine months ended September 30, 2012. The effective income tax rate for the nine months ended September 30, 2013 and 2012, reflects a 17% statutory tax rate on our Singapore operations and a zero percent tax rate on our Macao gaming operations due to our income tax exemption in Macao, which was extended in October 2013 through the end of 2018. We have recorded a valuation allowance 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 or portion thereof are realizable, we will reduce the valuation allowances in the period such determination is made.

The net income attributable to our noncontrolling interests was \$456.5 million for the nine months ended September 30, 2013, compared to \$221.2 million for the nine months ended September 30, 2012. These amounts are primarily related to the noncontrolling interest of SCL.



**Additional Information Regarding our Retail Mall Operations**

We own and operate retail malls at our integrated resorts at The Venetian Macao, Four Seasons Macao, Sands Cotai Central, Marina Bay Sands and Sands Bethlehem. Management believes that being in the retail mall business and, specifically, owning some of the largest retail properties in Asia will provide meaningful value for us, particularly as the retail market in Asia continues to grow.

Our malls are designed to complement our other unique amenities and service offerings provided by our integrated resorts. Our strategy is to seek out desirable tenants that appeal to our customers and provide a wide variety of shopping options. We generate our mall revenues primarily from leases with tenants through minimum base rents, overage rents, management fees and reimbursements for common area maintenance ( CAM ) and other expenditures.

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The following tables summarize the results of our mall operations for the three and nine months ended September 30, 2013 and 2012 (in thousands):

	<b>The Grand Canal Shoppes at The Venetian Macao</b>		<b>The Shoppes at Four Seasons</b>		<b>The Shoppes at Sands Cotai Central<sup>(1)</sup></b>		<b>The Shoppes at Marina Bay Sands</b>		<b>The Outlets at Sands Bethlehem<sup>(2)</sup></b>		<b>Total</b>
<b>For the three months ended September 30, 2013</b>											
Mall revenues:											
Minimum rents <sup>(3)</sup>	\$	25,990	\$	11,571	\$	5,743	\$	26,683	\$	338	\$ 70,325
Overage rents		12,883		18,898		3,759		4,526		635	40,701
CAM, levies and management fees		6,504		1,776		1,950		6,812			17,042
Total mall revenues		45,377		32,245		11,452		38,021		973	128,068
Mall operating expenses:											
Common area maintenance		4,016		1,498		1,486		5,977		359	13,336
Management fees and other direct operating expenses		1,597		269		319		1,597		201	3,983
Mall operating expenses		5,613		1,767		1,805		7,574		560	17,319
Property taxes <sup>(4)</sup>		371						1,755		281	2,407
Provision for (recovery of) doubtful accounts		56		29		29		(2)			112
Mall-related expenses <sup>(5)</sup>		6,040		1,796		1,834		9,327		841	19,838
<b>For the three months ended September 30, 2012</b>											
Mall revenues:											
Minimum rents <sup>(3)</sup>	\$	20,968	\$	5,511	\$	2,698	\$	27,396	\$	204	\$ 56,777
Overage rents		9,879		16,309		32		4,719		207	31,146
CAM, levies and management fees		5,499		1,292		963		7,555			15,309
Total mall revenues		36,346		23,112		3,693		39,670		411	103,232
Mall operating expenses:											
Common area maintenance		4,100		1,029		698		6,638		289	12,754
Management fees and other direct operating expenses		1,692		275		307		1,599		39	3,912
Mall operating expenses		5,792		1,304		1,005		8,237		328	16,666
Property taxes <sup>(4)</sup>								1,349		174	1,523

Provision for (recovery of) doubtful accounts	(109)	(29)	13	61		(64)
Mall-related expenses <sup>(5)</sup>	5,683	1,275	1,018	9,647	502	18,125

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	The Grand Canal Shoppes at The Venetian Macao		The Shoppes at Four Seasons		The Shoppes at Sands Cotai Central <sup>(1)</sup>		The Shoppes at Marina Bay Sands		The Outlets at Sands Bethlehem <sup>(2)</sup>		Total
<b>For the nine months ended September 30, 2013</b>											
Mall revenues:											
Minimum rents <sup>(3)</sup>	\$	74,088	\$	35,905	\$	17,264	\$	77,923	\$	874	\$ 206,054
Overage rents		20,130		26,719		5,187		9,938		1,385	63,359
C A M , l e v i e s a n d management fees		18,429		5,347		5,625		22,708			52,109
Total mall revenues		112,647		67,971		28,076		110,569		2,259	321,522
Mall operating expenses:											
Common area maintenance		11,881		4,050		4,197		19,253		956	40,337
Management fees and other direct operating expenses		5,105		1,012		865		4,943		462	12,387
Mall operating expenses		16,986		5,062		5,062		24,196		1,418	52,724
Property taxes <sup>(4)</sup>		371						5,355		811	6,537
Provision for (recovery of) doubtful accounts		(363)		184		(93)		(5)			(277)
Mall-related expenses <sup>(5)</sup>		16,994		5,246		4,969		29,546		2,229	58,984
<b>For the nine months ended September 30, 2012</b>											
Mall revenues:											
Minimum rents <sup>(3)</sup>	\$	59,487	\$	16,259	\$	4,794	\$	81,102	\$	723	\$ 162,365
Overage rents		18,422		34,731		32		7,879		450	61,514
C A M , l e v i e s a n d management fees		15,865		3,928		2,119		22,599			44,511
Total mall revenues		93,774		54,918		6,945		111,580		1,173	268,390
Mall operating expenses:											
Common area maintenance		11,870		2,976		1,206		18,861		773	35,686
Management fees and other direct operating expenses		5,477		1,600		976		6,905		121	15,079
Mall operating expenses		17,347		4,576		2,182		25,766		894	50,765
Property taxes <sup>(4)</sup>								4,041		461	4,502
Provision for (recovery of) doubtful accounts		(253)		310		35		73			165
Mall-related expenses <sup>(5)</sup>		17,094		4,886		2,217		29,880		1,355	55,432

- (1) Phases I and II of The Shoppes at Sands Cotai Central opened in April and September 2012, respectively.
- (2) Revenues from CAM, levies and management fees are included in minimum rents for The Outlets at Sands Bethlehem.
- (3) Minimum rents include base rents and straight-line adjustments of base rents.
- (4) Commercial property that generates rental income is exempt from property tax for the first six years for newly constructed buildings in Cotai. This property tax exemption expired in August 2013 for The Venetian Macao and we are currently in the process of requesting an extension from the Macao government.
- (5) Mall-related expenses consist of CAM, management fees and other direct operating expenses, property taxes and provision for (recovery of) doubtful accounts, but excludes depreciation and amortization and general and administrative costs.

It is common in the mall operating industry for companies to disclose mall net operating income ( NOI ) as a useful supplemental measure of a mall s operating performance. In the tables above, we believe that taking total mall revenues less mall- related expenses provides an operating performance measure for our malls. Other mall operating companies may use different methodologies for deriving mall-related expenses. As such, this calculation may not be comparable to the NOI of other mall operating companies.

Because NOI excludes general and administrative expenses, interest expense, impairment losses, depreciation and amortization, gains and losses from property dispositions, allocations to noncontrolling interests and provision for income taxes, it provides a performance measure that, when compared year over year, reflects the revenues and expenses directly associated with owning and operating commercial real estate properties and the impact on operations from trends in occupancy rates, rental rates and operating costs.

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**Table of Contents****Development Projects*****Macao***

We submitted plans to the Macao government for The Parisian Macao, an integrated resort that will be connected to The Venetian Macao and Four Seasons Macao. The Parisian Macao, which is currently expected to open in late 2015, is intended to include a gaming area (to be operated under our gaming subconcession), hotel and shopping mall. We expect the cost to design, develop and construct The Parisian Macao to be approximately \$2.7 billion, inclusive of payments made for the land premium. We commenced construction activities and have capitalized costs of \$284.6 million, including the land premium (net of amortization), as of September 30, 2013. In addition, we will be completing the development of some public areas surrounding our Cotai Strip properties on behalf of the Macao government.

As of September 30, 2013, we have capitalized an aggregate of \$8.78 billion in construction costs and land premiums (net of amortization) for our Cotai Strip developments, which include The Venetian Macao, Sands Cotai Central, Four Seasons Macao and The Parisian Macao, 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 \$3.7 billion Macao credit facility, we may need to arrange additional financing to fund the balance of our Cotai Strip developments.

Land concessions in Macao generally have an initial term of 25 years with automatic extensions of 10 years thereafter in accordance with Macao law. We have received land concessions from the Macao government to build on parcels 1, 2, 3 and 5 and 6, including the sites on which The Venetian Macao, Sands Cotai Central and Four Seasons Macao are, and The Parisian Macao will be, located. We do not own these land sites in Macao; 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 Macao government or in seven semi-annual installments, as well as annual rent for the term of the land concessions.

Under our land concession for Sands Cotai Central, we are required to complete the development by May 2014. We will be applying for an extension from the Macao government to complete Sands Cotai Central, as we will be unable to meet the May 2014 deadline. The land concession for The Parisian Macao contains a similar requirement, which was extended by the Macao government in July 2012, that the development be completed by April 2016. Should we determine that we are unable to complete The Parisian Macao by April 2016, we would then also expect to apply for another extension from the Macao government. If we are unable to meet The Parisian Macao deadline and the deadlines for either development are not extended, we could lose our land concessions for Sands Cotai Central or The Parisian Macao, 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 \$4.09 billion or \$284.6 million in capitalized construction costs and land premiums (net of amortization), as of September 30, 2013, related to Sands Cotai Central and The Parisian Macao, respectively.

***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. As of September 30, 2013, we have capitalized construction costs of \$178.8 million for this project. The impact of the suspension on the estimated overall cost of the project is currently not determinable with certainty. Should demand and conditions fail to

improve or management decide to abandon the project, we could record a charge for all or some portion of the \$178.8 million in capitalized construction costs as of September 30, 2013.

*Other*

We continue to aggressively pursue a variety of new development opportunities around the world.

**Table of Contents****Liquidity and Capital Resources*****Cash Flows Summary***

Our cash flows consisted of the following:

	<b>Nine Months Ended September 30, 2013                      2012 (In thousands)</b>	
Net cash generated from operating activities	\$ 3,160,783	\$ 2,172,833
Cash flows from investing activities:		
Change in restricted cash and cash equivalents	(877)	(717)
Capital expenditures	(599,482)	(1,062,778)
Proceeds from disposal of property and equipment	713	2,266
Acquisition of intangible assets	(45,857)	
Net cash used in investing activities	(645,503)	(1,061,229)
Cash flows from financing activities:		
Proceeds from exercise of stock options	46,433	30,370
Excess tax benefits from stock-based compensation	2,394	
Repurchase of common stock	(211,241)	
Proceeds from exercise of warrants		528,908
Dividends paid	(1,277,360)	(973,108)
Distributions to noncontrolling interests	(7,808)	(7,624)
Deemed distribution to Principal Stockholder		(18,576)
Proceeds from long-term debt	354,357	3,625,516
Repayments on long-term debt	(720,177)	(4,391,311)
Payments of deferred financing costs		(100,190)
Net cash used in financing activities	(1,813,402)	(1,306,015)
Effect of exchange rate on cash	(5,524)	37,108
Increase (decrease) in cash and cash equivalents	\$ 696,354	\$ (157,303)

***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, 2013, increased \$988.0 million compared to the nine months ended September 30, 2012. The increase was primarily attributable to the increase in



operating cash flows generated from our Macao operations.

***Cash Flows Investing Activities***

Capital expenditures for the nine months ended September 30, 2013, totaled \$599.5 million, including \$396.6 million for construction and development activities in Macao, which consisted primarily of \$176.3 million for Sands Cotai Central and \$133.7 million for The Parisian Macao; \$122.9 million in Singapore; \$40.8 million at our Las Vegas Operating Properties; and \$39.2 million for corporate and other activities. Additionally, during the nine months ended September 30, 2013, we paid SGD 57.0 million (approximately \$45.4 million at exchange rates in effect on September 30, 2013) to renew our Singapore gaming license.

***Cash Flows Financing Activities***

Net cash flows used in financing activities were \$1.81 billion for the nine months ended September 30, 2013, which was primarily attributable to \$1.28 billion in dividend payments, repayments of \$430.5 million on our 2012 Singapore Credit Facility and \$211.2 million in common stock repurchases.

## **Table of Contents**

As of September 30, 2013, we had \$938.2 million available for borrowing under our U.S., Macao and Singapore credit facilities, net of letters of credit and outstanding bankers' guarantees.

### ***Development Financing Strategy***

Through September 30, 2013, we have funded our development projects primarily through borrowings under our U.S., Macao 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 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 5.0x for all quarterly periods through maturity. We can elect to contribute up to \$50 million of cash on hand to our Las Vegas operations on a bi-quarterly basis; such contributions having the effect of increasing Adjusted EBITDA during the applicable quarter for purposes of calculating compliance with the maximum leverage ratio. Our Macao credit facility also requires our Macao operations to comply with similar financial covenants, including maintaining a maximum leverage ratio of debt to Adjusted EBITDA. The maximum leverage ratio is 4.0x for the quarterly period ended September 30, 2013, decreases to 3.5x for the quarterly periods ending March 31 through December 31, 2015, and then decreases to, and remains at, 3.0x for all quarterly periods thereafter through maturity. Our Singapore credit facility requires operations of Marina Bay Sands to comply with similar financial covenants, including maintaining a maximum leverage ratio of debt to Adjusted EBITDA. The maximum leverage ratio is 4.0x for the quarterly period ended September 30, 2013, decreases to 3.5x for the quarterly periods ending December 31, 2013 through December 31, 2014, and then decreases to, and remains at, 3.0x for all quarterly periods thereafter through maturity. As of September 30, 2013, our U.S., Macao and Singapore leverage ratios were 1.0x, 1.2x and 2.7x, respectively, compared to the maximum leverage ratios allowed of 5.0x, 4.0x and 4.0x, respectively. If we are unable to maintain compliance with the financial covenants under these credit facilities, we 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. 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 our operations or debt obligations.

We held unrestricted cash and cash equivalents of approximately \$3.21 billion and restricted cash and cash equivalents of approximately \$7.3 million as of September 30, 2013, of which approximately \$2.74 billion of the unrestricted amount is held by non-U.S. subsidiaries. Of the \$2.74 billion, approximately \$2.03 billion is available to be repatriated to the U.S. with minimal taxes owed on such amounts due to the significant foreign taxes we paid, which would ultimately generate U.S. foreign tax credits if cash is repatriated. The remaining unrestricted amounts are not available for repatriation primarily due to dividend requirements to third party public shareholders in the case of funds being repatriated from SCL. We believe the cash on hand and cash flow generated from operations will be sufficient to maintain compliance with the financial covenants of our credit facilities. We may need to arrange additional financing to fund the balance of our Cotai Strip developments.

During the nine months ended September 30, 2013, we repaid the outstanding balance under our 2012 Singapore Revolving Facility and had net borrowings of \$50.0 million under our Senior Secured Extended Revolving Facility. As of September 30, 2013, \$1.22 billion of borrowings under the Senior Secured Credit Facility is due within the next 12 months. In the normal course of our activities, we will continue to evaluate our capital structure and opportunities for enhancements thereof.

On February 28 and June 21, 2013, SCL paid a dividend of 0.67 Hong Kong dollars ( HKD ) and HKD 0.66 per share, respectively (a total of \$1.38 billion) to SCL shareholders (of which we retained \$970.2 million). On March 29, June 28 and September 28, 2013, we paid a dividend of \$0.35 per common share as part of a regular cash dividend program. During the nine months ended September 30, 2013, we recorded \$866.4 million as a distribution against retained earnings (of which \$453.1 million related to our Principal Stockholder's family). In October 2013, our Board of Directors declared a quarterly dividend of \$0.35 per common share (a total estimated to be approximately \$287 million) to be paid on December 31, 2013, to shareholders of record on December 20, 2013. We intend to increase the quarterly dividend to \$0.50 per common share, beginning in the first quarter of 2014.

In June 2013, our Board of Directors approved a share repurchase program, which expires in June 2015, with an initial authorization of \$2.0 billion. Repurchases of our common stock are made at our discretion in accordance with applicable federal securities laws in the open market or otherwise. The timing and actual number of shares to be repurchased in the future will depend on a variety of factors, including our financial position, earnings, legal requirements, other investment opportunities and market conditions. During the nine months ended September 30, 2013, we repurchased 5,479,601 shares of our common stock for \$346.3 million (including commissions) under this program. All share repurchases of our common stock have been recorded as treasury shares.

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### **Aggregate Indebtedness and Other Known Contractual Obligations**

As of September 30, 2013, 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, 2012, with the exception of the following:

repayment of \$327.6 million outstanding balance under our 2012 Singapore Revolving Facility (which would have matured in December 2017 with no interim amortization); and

net borrowings of \$50.0 million under our Senior Secured Extended Revolving Facility (which matures in May 2014 with no interim amortization).

### **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., Macao 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:

general economic and business conditions in the U.S. and internationally, which may impact levels of disposable income, consumer spending, group meeting business, pricing of hotel rooms and retail and mall sales;



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our substantial leverage, debt service and debt covenant compliance (including the pledge of our assets as security for our indebtedness);

disruptions in the global financing markets and our ability to obtain sufficient funding for our current and future developments;

the extensive regulations to which we are subject to and the costs of compliance with such regulations;

increased competition for labor and materials due to other planned construction projects in Macao and quota limits on the hiring of foreign workers;

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 discretionary spending and vacationing at casino-resorts in Macao, Singapore, Las Vegas and Pennsylvania;

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 Macao, restrictions on foreign currency exchange or importation of currency, and the judicial enforcement of gaming debts;

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

our relationship with GGP or any successor owner of 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 Macao 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 natural or man-made disasters, outbreaks of infectious diseases, such as avian flu, SARS and H1N1 flu, terrorist activity or war;

government regulation of the casino industry (as well as new laws and regulations and changes to existing laws and regulations), including gaming license regulation, the requirement for certain beneficial owners of our securities to be found suitable by gaming authorities, the legalization of gaming in other jurisdictions and regulation of gaming on the Internet;

increased competition in Macao and Las Vegas, including recent and upcoming increases in hotel rooms, meeting and convention space, retail space and potential additional gaming licenses;

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

the popularity of Macao, Singapore and Las Vegas 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, certificate and subconcession;

the continued services of our key management and personnel;

any potential conflict between the interests of our Principal Stockholder and us;

the ability of our subsidiaries to make distribution payments to us;

our failure to maintain the integrity of our internal or customer data;

the completion of infrastructure projects in Macao and Singapore; and

the outcome of any ongoing and future litigation.

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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.

**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, 2013, 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 twelve months ending September 30:

	2014	2015	2016	2017	2018	Thereafter	Total	Fair Value <sup>(1)</sup>
	(Dollars in millions)							
<b>LIABILITIES</b>								
<b>Long-term debt</b>								
Fixed rate	\$ 0.9	\$ 0.4	\$	\$	\$	\$	\$ 1.3	\$ 1.3
Average interest rate <sup>(2)</sup>	5.0%	5.0%	%	%	%	%	5.0%	
Variable rate	\$ 1,296.0	\$ 1,333.5	\$ 1,991.2	\$ 4,013.5	\$ 1,099.8	\$	\$ 9,734.0	\$ 9,682.9
Average interest rate <sup>(2)</sup>	1.8%	1.8%	1.9%	2.1%	1.9%	%	2.0%	
<b>ASSETS</b>								
Cap agreements <sup>(3)</sup>	\$	\$ 0.1	\$ 0.1	\$	\$	\$	\$ 0.2	\$ 0.2

(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, 2013, an assumed 100 basis point change in LIBOR, HIBOR and SOR would cause our annual interest cost to change approximately \$94.0 million.
- (3) As of September 30, 2013, we had 22 interest rate cap agreements with an aggregate fair value of approximately \$0.2 million based on quoted market values from the institutions holding the agreements.

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Borrowings under the U.S. credit facility 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 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 HIBOR (in the case of Hong Kong dollar and Macao pataca denominated loans), as applicable, plus a spread of 1.5% per annum to 2.25% per annum based on a specified consolidated leverage. Borrowings under the 2012 Singapore Credit Facility bear interest at SOR plus a spread of 1.85% per annum, which spread is subject to a reduction based on a ratio of debt to Adjusted EBITDA. Borrowings under the airplane financings bear interest at LIBOR plus approximately 1.5% per annum.

Foreign currency transaction gains for the nine months ended September 30, 2013, were \$4.9 million. We may be vulnerable to changes in the U.S. dollar/pataca exchange rate. Based on balances as of September 30, 2013, an assumed 1% change in the U.S. dollar/pataca exchange rate would cause a foreign currency transaction gain/loss of approximately \$14.8 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 Accounting Officer (Principal 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, 2013, 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 had, or was reasonably likely to have, a material effect on the Company's internal control over financial reporting.



**Table of Contents****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, 2012, 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, 2012.

**ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The following table provides information about share repurchases made by the Company of its common stock during the quarter ended September 30, 2013:

Period	Total Number of Shares Purchased	Weighted Average Price Paid per Share <sup>(1)</sup>	Total Number of Shares Purchased as Part of a Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (in thousands) <sup>(2)</sup>
July 1, 2013 – July 31, 2013	366,185	\$ 54.62	366,185	\$ 1,933,452
August 1, 2013 – August 31, 2013		\$		\$ 1,933,452
September 1, 2013 – September 30, 2013	4,230,370	\$ 66.10	4,230,370	\$ 1,653,830

(1) Calculated excluding commissions.

(2) On June 5, 2013, the Company announced a stock repurchase program pursuant to which the Company has been authorized to repurchase up to \$2.0 billion of its outstanding common stock. As of September 30, 2013, approximately \$1.65 billion of shares remained available for repurchase. The stock repurchase program will expire on June 5, 2015. All repurchases under the stock repurchase program are made from time to time at the Company's discretion in accordance with applicable federal securities laws. All share repurchases of the Company's common stock have been recorded as treasury shares.

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

<b>Exhibit No.</b>	<b>Description of Document</b>
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Principal 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 Principal 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

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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.

November 7, 2013

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

Chief Executive Officer

November 7, 2013

By: /s/ Michael A. Quartieri  
Michael A. Quartieri  
Chief Accounting Officer

(Principal Financial Officer)