

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

LAS VEGAS SANDS CORP. and
LAS VEGAS SANDS, INC. and
VENETIAN CASINO RESORT, LLC

(Registration) _____

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on October 1, 2004, and before the Nevada Gaming Commission ("Commission") on October 21, 2004, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of Las Vegas Sands Corp., for (i) registration as a publicly traded corporation (ii) approval of a public offering, (iii) approval of an acquisition of control of Las Vegas Sands, Inc., and (iv) a finding of suitability as the sole shareholder of Las Vegas Sands, Inc.

b. The application of Las Vegas Sands, Inc., for an amendment to its Fourth Revised Order of Registration.

c. The application of Interface Group Holding Company, Inc., to transfer its preferred membership interest in Venetian Casino Resort, LLC, back to Venetian Casino Resort, LLC, and

d. The applications of Venetian Casino Resort, LLC, for (i) approval to cancel its preferred membership interest formerly held by Interface Group Holding Company, Inc., and (ii) an amendment to its Third Revised Order of Registration.

2. THAT the Fourth Revised Order of Registration of Las Vegas Sands, Inc., dated July 29, 2004 and the Third Revised Order of Registration of Venetian Casino Resort, LLC, dated July 29, 2004, are hereby amended and restated, in their entirety by this Order of Registration of Las Vegas Sands Corp., Las Vegas Sands, Inc., and Venetian Casino Resort, LLC.

3. THAT Las Vegas Sands Corp., is registered as a publicly traded corporation, is approved to acquire control of Las Vegas Sands, Inc., and is found suitable as the sole shareholder of Las Vegas Sands, Inc.

4. THAT Las Vegas Sands, Inc., dba Venetian Casino Resort, is registered as a publicly traded corporation and as an intermediary company.

5. THAT Las Vegas Sands, Inc., dba Venetian Casino Resort, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations including a race book and sports pool, at 3555 Las Vegas Boulevard South, Las Vegas, Nevada, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Las Vegas Sands, Inc., dba Venetian Casino Resort, is found suitable as a member and is licensed as manager of Venetian Casino Resort, LLC.

7. THAT Venetian Casino Resort, LLC, is registered as a publicly traded corporation.

8. THAT Venetian Casino Resort, LLC, is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT Venetian Casino Resort, LLC, is licensed as a key employee of Las Vegas Sands, Inc., subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Sheldon Gary Adelson is found suitable, pursuant to NRS 463.643 and NGC Regulation 16.400, as a shareholder and controlling shareholder of Las Vegas Sands Corp.

11. THAT Las Vegas Sands, Inc., and Venetian Casino Resort, LLC, as co-issuers, are granted approval, pursuant to NGC Regulation 16.110, to make a public offering of 11% Mortgage Notes due 2010 (the "Notes"), as described in the Securities and Exchange Commission ("SEC") Form S-4 Registration Statement, as amended, (SEC Registration No. 333-98649).

12. THAT the approvals set forth in Paragraph 11 above are specifically conditioned as follows:

a. That Las Vegas Sands, Inc., shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that would have a material effect on Las Vegas Sands, Inc., or its subsidiaries which would be subject to reporting on SEC Form 8-K; and

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

13. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable by the Chairman, which shall remain in effect until lifted by the Commission as provided in Paragraph 12(b) above.

14. THAT Las Vegas Sands Corp. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to \$575.0 million of common stock, as described in the SEC Form S-1 Registration Statement, as amended (SEC Registration No. 333-118827).

15. THAT the approvals set forth in Paragraph 14 above are specifically conditioned as follows:

a. That Las Vegas Sands Corp., shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that would have a material effect on Las Vegas Sands Corp., or its subsidiaries which would be subject to reporting on SEC Form 8-K; and

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

c. That if the final version of the SEC Form S-1 Registration Statement is not filed with the Board on or before October 19, 2004, then the approval granted in Paragraph 14 will not be effective until the Registration Statement has been filed with the Board and administratively approved by the Chairman of the Board.

16. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable by the Chairman, which shall remain in effect until lifted by the Commission as provided in Paragraph 15(b) above.

17. THAT the commission hereby delegates to the Chairman of the Board the authority to administratively approve an increase in the amount of the public offering approved in Paragraph 14; provided that the Chairman of the Board finds that such increase does not constitute a material change from the public offering approved hereby. For purposes hereof

only, an increase of 20% or less in the amount of the public offering shall not be deemed a material change.

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

19. THAT Las Vegas Sands Corp., shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Las Vegas Sands Corp., its subsidiaries and any affiliated entities.

20. THAT pursuant to NRS 463.625, Las Vegas Sands Corp., is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

21. THAT Las Vegas Sands Corp., is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

22. THAT pursuant to NRS 463.625, Las Vegas Sands, Inc., is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

23. THAT Las Vegas Sands, Inc., is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16, provided however, that (i) pursuant to NGC Regulation 16.450, Las Vegas Sands, Inc., is exempted from compliance with NGC Regulation 16.100(1) and (2) and the balance of NGC Regulation 16 shall be interpreted so as to apply to Las Vegas Sands, Inc., and (ii) Las Vegas Sands Corp., shall not sell, assign, transfer, pledge or otherwise dispose of any interest in Las Vegas Sands, Inc., without the prior approval of the Commission.

24. THAT pursuant to NRS 463.625, Venetian Casino Resort, LLC., is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

25. THAT Venetian Casino Resort, LLC, is exempted from NGC Regulation 15B and shall instead comply with the provisions of NGC Regulation 16, provided however, that (i) pursuant to NGC Regulation 16.450, Venetian Casino Resort, LLC, is exempted from compliance with NGC Regulation 16.100(1) and (2) and the balance of NGC Regulation 16 shall be interpreted so as to apply to Venetian Casino Resort, LLC, and (ii) Las Vegas Sands, Inc., shall not sell, assign, transfer, pledge or otherwise dispose of any interest in Venetian Casino Resort, LLC, without the prior approval of the Commission.

26. THAT the Commission hereby expressly finds that the exemptions and waivers herein granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

27. THAT Las Vegas Sands Corp., is granted ninety (90) days from the date of this Order of Registration to have Registration Statement 333-118827 declared effective by the

SEC. If said Registration Statement is not declared effective, this Order of Registration shall not be effective unless and until Registration Statement 333-118827 is declared effective by the SEC and the public offering described therein and in Paragraph 14 is sold to the underwriters. If said public offering is not sold to the underwriters within six (6) months of the effective date of this Order of Registration, than this Order of Registration shall be deemed null and void and shall not become effective, and the Fourth Revised Order of Registration of Las Vegas Sands, Inc., and the Third Revised Order of Registration of Venetian Casino Resort, LLC, shall remain effective.

ENTERED at Carson City, Nevada, this 21st day of October 2004.