

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

VENETIAN CASINO RESORT, LLC

(Registration)_____

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on February 10, 1999, and before the Nevada Gaming Commission ("Commission") on February 25, 1999, 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 Venetian Casino Resort, LLC, for registration as a publicly traded corporation, for licensure as a manufacturer and distributor, and for licensure as a key employee of Las Vegas Sands, Inc., dba Venetian Casino Resort;

b. The applications of Venetian Casino Resort, LLC for approval of exemptions from NGC Regulations 16.100(1) and 16.100(2), pursuant to NGC Regulation 16.450 and approval to hypothecate assets in conjunction with a public offering;

c. The applications of Las Vegas Sands, Inc., dba Venetian Casino Resort, for registration as a holding company, for a finding of suitability as a member of Venetian Casino Resort, LLC and as a manager of Venetian Casino Resort, LLC; and

d. The application of Interface Group Holding Company, Inc. for approval for registration as holding company and for licensure as a member of Venetian Casino Resort, LLC.

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

3. THAT Venetian Casino, LLC, is licensed as a manufacturer and distributor.

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

5. THAT Interface Group Holding Company, Inc. is registered as a holding company and is licensed as a member of Venetian Casino Resort, LLC.

6. THAT Venetian Casino Resort, LLC is licensed as a key employee of Las Vegas Sands, Inc., dba Venetian Casino Resort.

7. 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 \$425 million principal amount of 12 1/4% Mortgage Notes due November 15, 2004 and \$97.5 million principal amount of 12 1/4% Senior Subordinated Notes due November 15, 2005 (the "Notes"), as described in the Securities and Exchange Commission ("SEC") Form S-4 Registration Statement (SEC Registration No. 333-42147) ("Registration Statement").

8. THAT the approvals set forth in Paragraph 7 above are specifically conditioned as follows:

a. That Venetian Casino Resort, LLC, 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 Venetian Casino Resort, LLC, 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.

9. THE Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 8(b) above.

10. 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 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.

11. THAT, pursuant to NGC Regulation 16.100(3), Venetian Casino Resort, LLC, is granted approval to hypothecate its assets to secure the payment or performance of the obligations evidenced by the securities issued by Venetian Casino Resort, LLC, in the public offering of the Notes.

12. THAT Venetian Casino Resort, LLC, Las Vegas Sands, Inc. or Interface Group Holding Company, Inc., or their respective affiliates shall not, without the prior approval of the Commission, sell, assign, transfer, pledge, or otherwise dispose of any equity securities or member interest (collectively "Stock") or other security convertible into or exchangeable for such Stock of Venetian Casino Resort, LLC.

13. THAT Sheldon Gary Adelson shall not sell, assign, transfer, pledge or otherwise dispose of any Stock or any security convertible into or exchangeable for such Stock of Venetian Casino Resort, LLC.

14. THAT, subject to Paragraphs 12 and 13, 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 463.573 through NRS 463.5737 and NRS 463.635 through NRS 463.645, inclusive.

15. 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 463.573.

ENTERED at Carson City, Nevada, this 25th day of February 1999.