Table of Contents

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

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# Form 10-Q

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

**For the quarterly period ended June 30, 2020**

☐ **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**

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# LAS VEGAS SANDS CORP.

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

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| **Nevada** | **27-0099920** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |
| **3355 Las Vegas Boulevard South** | |
| **Las Vegas, Nevada** | **89109** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**(702) 414-1000**
**(Registrant's telephone number, including area code)**

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Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| Common Stock ($0.001 par value) | LVS | New York Stock Exchange |

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 every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

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

| | | | |
|---|---|---|---|
| Large Accelerated Filer | ☒ | Accelerated Filer | ☐ |
| Non-accelerated Filer | ☐ | Smaller Reporting Company | ☐ |
| Emerging Growth Company | ☐ | | |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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 July 22, 2020 |
|---|---|
| Common Stock ($0.001 par value) | 763,803,327 shares |

**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**

**Table of Contents**


**PART I**
**FINANCIAL INFORMATION**

| | | |
|---|---|---|
| Item 1. | Financial Statements (unaudited) | 3 |
| | Condensed Consolidated Balance Sheets at June 30, 2020 and December 31, 2019 | 3 |
| | Condensed Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2020 and 2019 | 4 |
| | Condensed Consolidated Statements of Comprehensive Income (Loss) for the Three and Six Months Ended June 30, 2020 and 2019 | 5 |
| | Condensed Consolidated Statements of Equity for the Three and Six Months Ended June 30, 2020 and 2019 | 6 |
| | Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2020 and 2019 | 7 |
| | Notes to Condensed Consolidated Financial Statements | 8 |
| Item 2. | Management's Discussion and Analysis of Financial Condition and Results of Operations | 23 |
| Item 3. | Quantitative and Qualitative Disclosures about Market Risk | 49 |
| Item 4. | Controls and Procedures | 50 |

**PART II**
**OTHER INFORMATION**

| | | |
|---|---|---|
| Item 1. | Legal Proceedings | 51 |
| Item 1A. | Risk Factors | 51 |
| Item 6. | Exhibits | 53 |
| Signatures | | 54 |

**PART I FINANCIAL INFORMATION**

**ITEM 1 — *FINANCIAL STATEMENTS***

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

| | June 30, 2020 | December 31, 2019 |
|---|---|---|
| | (In millions, except par value) (Unaudited) | |
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 3,016 | $ 4,226 |
| Restricted cash and cash equivalents | 16 | 16 |
| Accounts receivable, net of provision for credit losses of $280 and $282 | 567 | 844 |
| Inventories | 37 | 37 |
| Prepaid expenses and other | 136 | 182 |
| Total current assets | 3,772 | 5,305 |
| Property and equipment, net | 14,911 | 14,844 |
| Deferred income taxes, net | 308 | 282 |
| Leasehold interests in land, net | 2,192 | 2,272 |
| Intangible assets, net | 32 | 42 |
| Other assets, net | 480 | 454 |
| Total assets | $ 21,695 | $ 23,199 |
| **LIABILITIES AND EQUITY** | | |
| Current liabilities: | | |
| Accounts payable | $ 64 | $ 149 |
| Construction payables | 326 | 334 |
| Other accrued liabilities | 1,683 | 2,396 |
| Income taxes payable | 231 | 275 |
| Current maturities of long-term debt | 71 | 70 |
| Total current liabilities | 2,375 | 3,224 |
| Other long-term liabilities | 513 | 513 |
| Deferred income taxes | 169 | 183 |
| Deferred amounts related to mall sale transactions | 346 | 350 |
| Long-term debt | 13,767 | 12,422 |
| Total liabilities | 17,170 | 16,692 |
| Commitments and contingencies (Note 7) | | |
| Equity: | | |
| Preferred stock, $0.001 par value, 50 shares authorized, zero shares issued and outstanding | — | — |
| Common stock, $0.001 par value, 1,000 shares authorized, 833 shares issued, 764 shares outstanding | 1 | 1 |
| Treasury stock, at cost, 69 shares | (4,481) | (4,481) |
| Capital in excess of par value | 6,597 | 6,569 |
| Accumulated other comprehensive loss | (74) | (3) |
| Retained earnings | 1,677 | 3,101 |
| Total Las Vegas Sands Corp. stockholders' equity | 3,720 | 5,187 |
| Noncontrolling interests | 805 | 1,320 |
| Total equity | 4,525 | 6,507 |
| Total liabilities and equity | $ 21,695 | $ 23,199 |

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

**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2020 | 2019 | 2020 | 2019 |
| | (In millions, except per share data) (Unaudited) | | | |
| Revenues: | | | | |
| Casino | $ 10 | $ 2,361 | $ 1,187 | $ 5,022 |
| Rooms | 14 | 429 | 282 | 879 |
| Food and beverage | 12 | 224 | 151 | 456 |
| Mall | 42 | 166 | 145 | 326 |
| Convention, retail and other | 20 | 154 | 115 | 297 |
| Net revenues | 98 | 3,334 | 1,880 | 6,980 |
| Operating expenses: | | | | |
| Casino | 218 | 1,309 | 925 | 2,748 |
| Rooms | 50 | 113 | 142 | 223 |
| Food and beverage | 66 | 174 | 205 | 352 |
| Mall | 11 | 18 | 28 | 35 |
| Convention, retail and other | 27 | 75 | 83 | 155 |
| Provision for credit losses | 17 | 7 | 35 | 11 |
| General and administrative | 262 | 376 | 581 | 745 |
| Corporate | 53 | 51 | 112 | 203 |
| Pre-opening | 4 | 10 | 9 | 14 |
| Development | 9 | 4 | 15 | 9 |
| Depreciation and amortization | 285 | 289 | 575 | 590 |
| Amortization of leasehold interests in land | 13 | 14 | 27 | 23 |
| Loss on disposal or impairment of assets | 5 | — | 10 | 7 |
| | 1,020 | 2,440 | 2,747 | 5,115 |
| Operating income (loss) | (922) | 894 | (867) | 1,865 |
| Other income (expense): | | | | |
| Interest income | 4 | 17 | 17 | 37 |
| Interest expense, net of amounts capitalized | (118) | (143) | (249) | (284) |
| Other income (expense) | (3) | 20 | 34 | (1) |
| Gain on sale of Sands Bethlehem | — | 556 | — | 556 |
| Income (loss) before income taxes | (1,039) | 1,344 | (1,065) | 2,173 |
| Income tax (expense) benefit | 54 | (236) | 29 | (321) |
| Net income (loss) | (985) | 1,108 | (1,036) | 1,852 |
| Net (income) loss attributable to noncontrolling interests | 165 | (154) | 215 | (316) |
| Net income (loss) attributable to Las Vegas Sands Corp. | $ (820) | $ 954 | $ (821) | $ 1,536 |
| Earnings (loss) per share: | | | | |
| Basic | $ (1.07) | $ 1.24 | $ (1.07) | $ 1.99 |
| Diluted | $ (1.07) | $ 1.24 | $ (1.07) | $ 1.98 |
| Weighted average shares outstanding: | | | | |
| Basic | 764 | 772 | 764 | 773 |
| Diluted | 764 | 772 | 764 | 774 |

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

**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2020 | 2019 | 2020 | 2019 |
| | (In millions) (Unaudited) | | | |
| Net income (loss) | $ (985) | $ 1,108 | $ (1,036) | $ 1,852 |
| Currency translation adjustment | 45 | 17 | (66) | 22 |
| Total comprehensive income (loss) | (940) | 1,125 | (1,102) | 1,874 |
| Comprehensive (income) loss attributable to noncontrolling interests | 165 | (158) | 210 | (317) |
| Comprehensive income (loss) attributable to Las Vegas Sands Corp. | $ (775) | $ 967 | $ (892) | $ 1,557 |

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

## LAS VEGAS SANDS CORP. AND SUBSIDIARIES
## CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

| | Las Vegas Sands Corp. Stockholders' Equity | | | | | | |
|---|---|---|---|---|---|---|---|
| | Common Stock | Treasury Stock | Capital in Excess of Par Value | Accumulated Other Comprehensive Loss | Retained Earnings | Noncontrolling Interests | Total |
| | | | | (In millions) (Unaudited) | | | |
| **Balance at March 31, 2019** | $ 1 | $ (3,901) | $ 6,700 | $ (32) | $ 2,757 | $ 915 | $ 6,440 |
| Net income | — | — | — | — | 954 | 154 | 1,108 |
| Currency translation adjustment | — | — | — | 13 | — | 4 | 17 |
| Exercise of stock options | — | — | 18 | — | — | 7 | 25 |
| Stock-based compensation | — | — | 8 | — | — | 1 | 9 |
| Disposition of interest in majority owned subsidiary | — | — | (185) | — | — | 266 | 81 |
| Repurchase of common stock | — | (180) | — | — | — | — | (180) |
| Dividends declared ($0.77 per share) and noncontrolling interest payments (Note 5) | — | — | — | — | (593) | (325) | (918) |
| **Balance at June 30, 2019** | $ 1 | $ (4,081) | $ 6,541 | $ (19) | $ 3,118 | $ 1,022 | $ 6,582 |
| | | | | | | | |
| **Balance at January 1, 2019** | $ 1 | $ (3,727) | $ 6,680 | $ (40) | $ 2,770 | $ 1,061 | $ 6,745 |
| Net income | — | — | — | — | 1,536 | 316 | 1,852 |
| Currency translation adjustment | — | — | — | 21 | — | 1 | 22 |
| Exercise of stock options | — | — | 30 | — | — | 9 | 39 |
| Stock-based compensation | — | — | 16 | — | — | 2 | 18 |
| Disposition of interest in majority owned subsidiary | — | — | (185) | — | — | 266 | 81 |
| Repurchase of common stock | — | (354) | — | — | — | — | (354) |
| Dividends declared ($1.54 per share) and noncontrolling interest payments (Note 5) | — | — | — | — | (1,188) | (633) | (1,821) |
| **Balance at June 30, 2019** | $ 1 | $ (4,081) | $ 6,541 | $ (19) | $ 3,118 | $ 1,022 | $ 6,582 |
| | | | | | | | |
| **Balance at March 31, 2020** | $ 1 | $ (4,481) | $ 6,591 | $ (119) | $ 2,497 | $ 968 | $ 5,457 |
| Net loss | — | — | — | — | (820) | (165) | (985) |
| Currency translation adjustment | — | — | — | 45 | — | — | 45 |
| Exercise of stock options | — | — | 1 | — | — | 1 | 2 |
| Stock-based compensation | — | — | 5 | — | — | 1 | 6 |
| **Balance at June 30, 2020** | $ 1 | $ (4,481) | $ 6,597 | $ (74) | $ 1,677 | $ 805 | $ 4,525 |
| | | | | | | | |
| **Balance at January 1, 2020** | $ 1 | $ (4,481) | $ 6,569 | $ (3) | $ 3,101 | $ 1,320 | $ 6,507 |
| Net loss | — | — | — | — | (821) | (215) | (1,036) |
| Currency translation adjustment | — | — | — | (71) | — | 5 | (66) |
| Exercise of stock options | — | — | 17 | — | — | 1 | 18 |
| Stock-based compensation | — | — | 11 | — | — | 2 | 13 |
| Dividends declared ($0.79 per share) (Note 5) | — | — | — | — | (603) | (308) | (911) |
| **Balance at June 30, 2020** | $ 1 | $ (4,481) | $ 6,597 | $ (74) | $ 1,677 | $ 805 | $ 4,525 |

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

**LAS VEGAS SANDS CORP. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

| | Six Months Ended June 30, | |
|---|---|---|
| | 2020 | 2019 |
| | (In millions) (Unaudited) | |
| **Cash flows from operating activities:** | | |
| Net income (loss) | $ (1,036) | $ 1,852 |
| Adjustments to reconcile net income (loss) to net cash generated from (used in) operating activities: | | |
| Depreciation and amortization | 575 | 590 |
| Amortization of leasehold interests in land | 27 | 23 |
| Amortization of deferred financing costs and original issue discount | 20 | 15 |
| Amortization of deferred gain on mall sale transactions | (2) | (2) |
| Loss on disposal or impairment of assets | 7 | 5 |
| Gain on sale of Sands Bethlehem | — | (556) |
| Stock-based compensation expense | 12 | 18 |
| Provision for credit losses | 35 | 11 |
| Foreign exchange gain | (34) | (2) |
| Deferred income taxes | (33) | 135 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 232 | (57) |
| Other assets | (12) | 3 |
| Leasehold interests in land | — | (969) |
| Accounts payable | (82) | (36) |
| Other liabilities | (731) | (134) |
| Net cash generated from (used in) operating activities | (1,022) | 896 |
| **Cash flows from investing activities:** | | |
| Net proceeds from sale of Sands Bethlehem | — | 1,160 |
| Capital expenditures | (702) | (453) |
| Proceeds from disposal of property and equipment | 1 | 1 |
| Acquisition of intangible assets | — | (53) |
| Net cash generated from (used in) investing activities | (701) | 655 |
| **Cash flows from financing activities:** | | |
| Proceeds from exercise of stock options | 18 | 39 |
| Repurchase of common stock | — | (354) |
| Dividends paid and noncontrolling interest payments | (911) | (1,821) |
| Proceeds from long-term debt (Note 2) | 1,899 | — |
| Repayments of long-term debt (Note 2) | (435) | (51) |
| Payments of financing costs | (24) | — |
| Net cash generated from (used in) financing activities | 547 | (2,187) |
| Effect of exchange rate on cash, cash equivalents and restricted cash | (34) | 6 |
| Decrease in cash, cash equivalents and restricted cash | (1,210) | (630) |
| Cash, cash equivalents and restricted cash at beginning of period | 4,242 | 4,661 |
| Cash, cash equivalents and restricted cash at end of period | $ 3,032 | $ 4,031 |
| **Supplemental disclosure of cash flow information:** | | |
| Cash payments for interest, net of amounts capitalized | $ 235 | $ 262 |
| Cash payments for taxes, net of refunds | $ 27 | $ 132 |
| Change in construction payables | $ (8) | $ 51 |

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

**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, 2019, and have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted pursuant to such rules and regulations; however, the Company believes the disclosures herein are adequate to make the information presented not misleading. 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.

**COVID-19 Pandemic**

In early January 2020, an outbreak of a respiratory illness caused by a novel coronavirus was identified and the disease has since spread rapidly across the world causing the World Health Organization to declare the outbreak of a pandemic on March 12, 2020 (the "COVID-19 Pandemic"). As a result, people across the globe have been advised to avoid non-essential travel. Steps have also been taken by various countries, including those in which we operate, to restrict inbound international travel and implement closures of non-essential operations to contain the spread of the virus.

***Macao***

Visitation to Macao has decreased substantially, driven by various government policies limiting travel. The China Individual Visit Scheme to Macao ("China IVS") and group tour schemes have been suspended, and a complete ban on entry, or a need to undergo enhanced quarantine requirements depending on the person's residency and their recent travel history, has been enacted by the government for Macao residents, citizens of the People's Republic of China, Hong Kong residents, foreigner workers residing in Macao and international travelers.

The Macao government suspended all gaming operations beginning on February 5, 2020. The Company's Macao casino operations resumed on February 20, 2020, except for casino operations at Sands Cotai Central, which resumed on February 27, 2020. Certain health safeguards, however, such as limiting the number of seats per table game, slot machine spacing, temperature checks, mask protection and health declarations, remain in effect at the present time. The Company is currently unable to determine when these measures will be modified or cease to be necessary.

Some of the Company's Macao hotel facilities were also closed during the casino suspension in response to the drop in visitation and, with the exception of the Conrad Macao Cotai Strip at Sands Cotai Central (the "Conrad hotel"), these hotels were gradually reopened from February 20, 2020, in line with operational needs and demand. The Conrad hotel reopened on June 13, 2020. Additionally, on March 28, 2020, in support of the Macao government's initiatives to fight the COVID-19 Pandemic, the Company provided one tower (approximately 2,000 hotel rooms) at the Sheraton Grand Macao Hotel, Cotai Strip at Sands Cotai Central to the Macao government to house Macao citizens and others upon their initial return from other jurisdictions for quarantine. The use of this tower by the Macao government ceased on May 1, 2020, but was subsequently reactivated on June 7, 2020.

A limited number of restaurants across the Company's Macao properties have reopened. The majority of retail outlets in the Company's various shopping malls are open with reduced operating hours. The timing and manner in which these areas will return to full operation are currently unknown.

The Hong Kong government temporarily closed the Hong Kong China Ferry Terminal in Kowloon on January 30, 2020, and the Hong Kong Macao Ferry Terminal in Hong Kong on February 4, 2020. In response, the Company suspended its Macao ferry operations between Macao and Hong Kong. The timing and manner in which the Company's normal ferry operations will be able to resume are currently unknown.

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

The Macao government announced total visitation from mainland China to Macao on a monthly basis decreased by 14.9% (with an 83.3% decrease in visitation over the first seven days of Chinese New Year) in January 2020 and decreased in a range of 96.3% to 99.6% in February to May 2020, as compared to the same periods in 2019. It also announced monthly gross gaming revenue decreased by 11.3% in January 2020 and decreased in a range of 79.7% to 97.0% in February to June 2020, as compared to the same periods in 2019.

***Singapore***

Beginning on April 7, 2020, the Singapore government suspended all casino and non-essential operations, including all operations at Marina Bay Sands, due to the COVID-19 Pandemic. The Company's Singapore operations were permitted to reopen beginning on June 19, 2020; however, this only included certain restaurants and the retail mall operations. The casino operations reopened on July 1, 2020; however, entry was initially limited to annual levy holders and certain Sands Rewards Club ("SRC") members. As of July 9, 2020, the casino opened to all SRC members. All operations are currently subject to limited capacities.

On May 28, 2020, in support of the Singapore government's initiatives to fight the COVID-19 Pandemic, Marina Bay Sands entered into an agreement with the Singapore government to utilize all three hotel towers to house Singapore citizens upon their initial return from other jurisdictions for quarantine. The government's use of the first tower ceased on June 26, 2020, while usage of the second and third towers will continue through July 26, 2020. Additionally, beginning on July 17, 2020, the first tower reopened for normal operations. The date on which convention and nightlife venues may reopen is unknown at this time.

In the months leading up to the closure, visitation to Marina Bay Sands declined. The Singapore Tourism Board announced for the quarter ended March 31, 2020, the total change in visitation decreased approximately 64%, as compared to the same periods in 2019. Total visitation decreased by approximately 100% in April and May 2020, as compared to the same periods in 2019.

***Las Vegas***

On March 17, 2020, the Nevada government suspended all casino and non-essential operations, including all operations at the Las Vegas Operating Properties, beginning on March 18, 2020, due to the COVID-19 Pandemic. On May 28, 2020, the Nevada government announced casinos could reopen on June 4, 2020, under strict guidelines issued by the Gaming Control Board and the State of Nevada. The Company opened the casino, suites within The Venetian Tower and The Palazzo Tower, and select food and beverage outlets on June 4, 2020, with certain operations subject to reduced capacity. Convention, meeting and certain entertainment related operations remain closed.

Visitation to the Company's Las Vegas Operating properties declined in the months leading up to the closure. The Las Vegas Convention and Visitors Authority announced for the quarter ended March 31, 2020, the total change in visitation decreased 18.3%, as compared to the same period in 2019. Total visitation decreased by 97% and 95.9% in April and May 2020, respectively, as compared to the same periods in 2019. It also announced for the quarter ended March 31, 2020, gross gaming revenue for the Las Vegas Strip decreased 12.4%, as compared to the same periods in 2019. Total gross gaming revenue decreased by 99.3% in April and May 2020, as compared to the same periods in 2019.

***Summary***

The disruptions arising from the COVID-19 Pandemic had a significant adverse impact on the Company's financial condition and operations during the six months ended June 30, 2020. The duration and intensity of this global health emergency and related disruptions are uncertain. Given the dynamic nature of these circumstances, the impact on the Company's consolidated results of operations, cash flows and financial condition in 2020 will be material, but cannot be reasonably estimated at this time as it is unknown when the COVID-19 Pandemic will end, when or how quickly the current travel restrictions will be modified or cease to be necessary and the resulting impact on the Company's business and the willingness of tourism customers to spend on travel and entertainment and business customers to spend on meetings, incentives, conventions and exhibitions ("MICE").

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

The Company has a strong balance sheet and sufficient liquidity in place, including total cash and cash equivalents balance, excluding restricted cash and cash equivalents, of $3.02 billion and access to $1.50 billion, $2.02 billion and $425 million of available borrowing capacity from the LVSC Revolving Facility, 2018 SCL Revolving Facility and the 2012 Singapore Revolving Facility, respectively, and 3.75 billion Singapore dollars ("SGD," approximately $2.69 billion at exchange rates in effect on June 30, 2020) under the Singapore Delayed Draw Term Facility, exclusively for capital expenditures for the MBS Expansion Project, as of June 30, 2020. The Company believes it is able to support continuing operations, complete the major construction projects that are underway and respond to the current COVID-19 Pandemic challenges. The Company has taken various mitigating measures to manage through the current environment, including a cost and capital expenditure reduction program to minimize cash outflow of non-essential items.

**Note 2 — Long-Term Debt**

Long-term debt consists of the following:

| | June 30, 2020 | December 31, 2019 |
|---|---|---|
| | (In millions) | |
| **Corporate and U.S. Related[1]:** | | |
| 3.200% Senior Notes due 2024 (net of unamortized original issue discount and deferred financing costs of $13 and $14, respectively) | $ 1,737 | $ 1,736 |
| 2.900% Senior Notes due 2025 (net of unamortized original issue discount and deferred financing costs of $4 and $5, respectively) | 496 | 495 |
| 3.500% Senior Notes due 2026 (net of unamortized original issue discount and deferred financing costs of $11 and $12, respectively) | 989 | 988 |
| 3.900% Senior Notes due 2029 (net of unamortized original issue discount and deferred financing costs of $8) | 742 | 742 |
| **Macao Related[1]:** | | |
| 4.600% Senior Notes due 2023 (net of unamortized original issue discount and deferred financing costs of $9 and $11, respectively, and a positive cumulative fair value adjustment of $4 and $11, respectively) | 1,795 | 1,800 |
| 5.125% Senior Notes due 2025 (net of unamortized original issue discount and deferred financing costs of $12 and $13, respectively, and a positive cumulative fair value adjustment of $4 and $11, respectively) | 1,792 | 1,798 |
| 3.800% Senior Notes due 2026 (net of unamortized original issue discount and deferred financing costs of $8) | 792 | — |
| 5.400% Senior Notes due 2028 (net of unamortized original issue discount and deferred financing costs of $18 and $19, respectively, and a positive cumulative fair value adjustment of $5 and $12, respectively) | 1,887 | 1,893 |
| 4.375% Senior Notes due 2030 (net of unamortized original issue discount and deferred financing costs of $10) | 690 | — |
| Other | 22 | 17 |
| **Singapore Related[1]:** | | |
| 2012 Singapore Credit Facility — Term (net of unamortized deferred financing costs of $52 and $54, respectively) | 2,896 | 3,023 |
| | 13,838 | 12,492 |
| Less — current maturities | (71) | (70) |
| Total long-term debt | $ 13,767 | $ 12,422 |

(1) Unamortized deferred financing costs of $95 million and $100 million as of June 30, 2020 and December 31, 2019, respectively, related to the Company's revolving credit facilities and the undrawn portion of the Singapore Delayed Draw Term Facility are included in other assets, net, in the accompanying condensed consolidated balance sheets.

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

***LVSC Revolving Facility***

As of June 30, 2020, the Company had $1.50 billion of available borrowing capacity under the LVSC Revolving Facility, net of outstanding letters of credit.

***SCL Senior Notes***

On June 4, 2020, Sands China Ltd. ("SCL") issued, in a private offering, two series of senior unsecured notes in an aggregate principal amount of $1.50 billion, consisting of $800 million of 3.800% Senior Notes due January 8, 2026 (the "2026 SCL Senior Notes") and $700 million of 4.375% Senior Notes due June 18, 2030 (the "2030 SCL Senior Notes"). The net proceeds from the offering will be used for incremental liquidity and general corporate purposes. There are no interim principal payments on the 2026 or 2030 SCL Senior Notes and interest is payable semi-annually in arrears on January 8 and July 8, commencing on January 8, 2021, with respect to the 2026 SCL Senior Notes, and on June 18 and December 18, commencing on December 18, 2020, with respect to the 2030 SCL Senior Notes.

The 2026 and 2030 SCL Senior Notes are senior unsecured obligations of SCL. Each series of notes rank equally in right of payment with all of SCL's existing and future senior unsecured debt and will rank senior in right of payment to all of SCL's future subordinated debt, if any. The notes will be effectively subordinated in right of payment to all of SCL's future secured debt (to the extent of the value of the collateral securing such debt) and will be structurally subordinated to all of the liabilities of SCL's subsidiaries. None of SCL's subsidiaries guarantee the notes.

The 2026 and 2030 SCL Senior Notes were issued pursuant to an indenture, dated June 4, 2020 (the "Indenture"), between SCL and U.S. Bank National Association, as trustee. The Indenture contains covenants, subject to customary exceptions and qualifications, that limit the ability of SCL and its subsidiaries to, among other things, incur liens, enter into sale and leaseback transactions and consolidate, merge, sell or otherwise dispose of all or substantially all of SCL's assets on a consolidated basis. The Indenture also provides for customary events of default.

***2018 SCL Credit Facility***

During March 2020, SCL entered into a waiver and amendment request letter (the "Waiver Letter") with respect to certain provisions of the 2018 SCL Credit Facility, pursuant to which lenders (a) waived the requirements for SCL to comply with the requirements that SCL ensure the maximum consolidated leverage ratio does not exceed 4.0x and minimum consolidated interest coverage ratio of 2.5x for any quarterly period ending during the period beginning on, and including, January 1, 2020 and ending on, and including, July 1, 2021 (the "Relevant Period") (other than with respect to the financial year ended on December 31, 2019); (b) waived any default that may arise as a result of any breach of said requirements during the Relevant Period (other than with respect to the financial year ended on December 31, 2019); and (c) extended the period of time during which SCL may supply the agent with (i) its audited consolidated financial statements for the financial year ended on December 31, 2019, to April 30, 2020; and (ii) its audited consolidated financial statements for the financial year ending on December 31, 2020, to April 30, 2021. Pursuant to the Waiver Letter, SCL agreed to pay a customary fee to the lenders that consented.

As of June 30, 2020, SCL had $2.02 billion of available borrowing capacity under the 2018 SCL Revolving Facility comprised of Hong Kong dollar commitments (13.81 billion Hong Kong dollars or "HKD," approximately $1.78 billion at exchange rates in effect on June 30, 2020) and U.S. dollar commitments ($237 million).

***2012 Singapore Credit Facility***

On June 18, 2020, the Company's wholly owned subsidiary, Marina Bay Sands Pte. Ltd. ("MBS" or the "Borrower"), entered into an amendment letter (the "Amendment Letter") with DBS Bank Ltd. ("DBS"), as agent. The Amendment Letter amends the facility agreement originally dated as of June 25, 2012 (as amended, restated, amended and restated, supplemented and otherwise modified, the "Facility Agreement"), among the Borrower, the lenders party thereto, DBS, as the agent, and the other parties thereto.

The Amendment Letter (a) modifies the financial covenant provisions under the Facility Agreement such that the Borrower will not have to comply with the leverage or interest coverage covenants for the financial quarters

ending, and including, September 30, 2020 through, and including, December 31, 2021 (the "Waiver Period"); (b) extends to June 30, 2021, the deadline for delivering the construction costs estimate and the construction schedule, in each case for the MBS expansion project; and (c) permits the Borrower to make dividend payments during the Waiver Period of (i) an unlimited amount if the ratio of its debt to consolidated adjusted EBITDA is lower than or equal to 4.25 to 1 and (ii) up to SGD 500 million per fiscal year if the ratio of its debt to consolidated adjusted EBITDA is higher than 4.25 to 1, subject to the additional requirements that (a) the aggregate amount of the Borrower's cash plus Facility B availability is greater than or equal to SGD 800 million immediately following such dividend payment and (b) the Borrower's interest coverage ratio is higher than 3.00 to 1. Pursuant to the Amendment Letter, MBS agreed to pay a customary fee on June 19, 2020, to the lenders that consented thereto.

As of June 30, 2020, MBS had SGD 592 million (approximately $425 million at exchange rates in effect on June 30, 2020) of available borrowing capacity under the 2012 Singapore Revolving Facility, net of outstanding letters of credit, primarily consisting of a banker's guarantee pursuant to a development agreement for SGD 153 million (approximately $110 million at exchange rates in effect on June 30, 2020).

There were no loans borrowed under the Singapore Delayed Draw Term Facility as of June 30, 2020.

**Debt Covenant Compliance**

As of June 30, 2020, management believes the Company was in compliance with all debt covenants.

**Cash Flows from Financing Activities**

Cash flows from financing activities related to long-term debt and finance lease obligations are as follows:

| | Six Months Ended June 30, | |
|---|---|---|
| | 2020 | 2019 |
| | (In millions) | |
| Proceeds from 2026 and 2030 SCL Senior Notes | $ 1,496 | $ — |
| Proceeds from 2018 SCL Credit Facility | 403 | — |
| | $ 1,899 | $ — |
| Repayments on 2018 SCL Credit Facility | $ (404) | $ — |
| Repayments on 2012 Singapore Credit Facility | (30) | (31) |
| Repayments on 2013 U.S. Credit Facility | — | (18) |
| Repayments on HVAC Equipment Lease and Other Long-Term Debt | (1) | (2) |
| | $ (435) | $ (51) |

**Fair Value of Long-Term Debt**

The estimated fair value of the Company's long-term debt as of June 30, 2020 and December 31, 2019, was approximately $14.39 billion and $13.21 billion, respectively, compared to its contractual value of $13.95 billion and $12.58 billion, respectively. The estimated fair value of our long-term debt is based on recent trades, if available, and indicative pricing from market information (level 2 inputs).

**Note 3 — Derivative Instruments**

In August 2018, the Company entered into interest rate swap agreements (the "IR Swaps"), which qualified and were designated as fair value hedges, swapping fixed-rate for variable-rate interest to hedge changes in the fair value of the SCL Senior Notes issued in August 2018. These IR Swaps have a total notional value of $5.50 billion and terminate in August 2020.

The total fair value of the IR Swaps as of June 30, 2020, was $73 million. In the accompanying condensed consolidated balance sheet, $13 million was recorded as an asset in prepaid expenses and other with an equal corresponding adjustment recorded against the carrying value of the related SCL Senior Notes issued in August

2018, which adjustment represents the fair value of the additional interest income expected to be received subsequent to June 30, 2020, for the remaining term of the IR Swaps. The remaining $60 million was recorded as a receivable in accounts receivable, net. The fair value of the IR Swaps was estimated using level 1 inputs obtained directly from the contractual counterparties, as the final rate set was completed in May 2020 and no uncertainty in the outcome of the derivatives remains. Gains and losses due to changes in fair value of the IR Swaps completely offset changes in the fair value of the hedged portion of the underlying debt. Additionally, for the three and six months ended June 30, 2020, the Company recorded a $25 million and $40 million reduction to interest expense, respectively, related to the realized amount associated with the IR Swaps, and for the three and six months ended June 30, 2019, the Company recorded a $3 million and $5 million reduction to interest expense, respectively.

**Note 4 — Accounts Receivable, Net and Customer Contract Related Liabilities**

***Accounts Receivable and Provision for Credit Losses***

Accounts receivable is comprised of casino, hotel, mall and other receivables, which do not bear interest and are recorded at amortized cost. The Company extends credit to approved casino customers following background checks and investigations of creditworthiness. The Company also extends credit to gaming promoters in Macao. These receivables can be offset against commissions payable to the respective gaming promoters. Business or economic conditions, the legal enforceability of gaming debts, foreign currency control measures or other significant events in foreign countries could affect the collectability of receivables from customers and gaming promoters residing in these countries.

Accounts receivable primarily consists of casino receivables. Other than casino receivables, there is no other concentration of credit risk with respect to accounts receivable as the Company has a large number of customers. The Company believes the concentration of its credit risk in casino receivables is mitigated substantially by its credit evaluation process, credit policies, credit control and collection procedures, and also believes there are no concentrations of credit risk for which a provision has not been established. Although management believes the provision is adequate, it is possible the estimated amount of cash collections with respect to accounts receivable could change.

The Company maintains a provision for expected credit losses on casino, hotel and mall receivables and regularly evaluates the balances. The Company applies standard reserve percentages to aged account balances, which are grouped based on shared credit risk characteristics and days past due. The reserve percentages are based on estimated loss rates supported by historical observed default rates over the expected life of the receivable and are adjusted for forward-looking information. The Company also specifically analyzes the collectability of each account with a balance over a specified dollar amount, based upon the age of the account, the customer's financial condition, collection history and any other known information and adjusts the aforementioned reserve with the results from the individual reserve analysis. The Company also monitors regional and global economic conditions and forecasts in its evaluation of the adequacy of the recorded reserves. Account balances are written off against the provision when the Company believes it is probable the receivable will not be recovered.

Credit or marker play was 26.4%, 14.7% and 69.9% of table games play at the Company’s Macao properties, Marina Bay Sands and Las Vegas Operating Properties, respectively, during the six months ended June 30, 2020. The Company’s provision for casino credit losses was 38.8% and 32.3% of gross casino receivables as of June 30, 2020 and December 31, 2019, respectively. The Company’s provision for credit losses from its hotel and other receivables is not material.

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

Accounts receivable, net, consists of the following:

| | June 30, 2020 | December 31, 2019 |
|---|---|---|
| | (In millions) | |
| Casino | $ 703 | $ 858 |
| Rooms | 23 | 88 |
| Mall | 15 | 93 |
| Other | 106 | 87 |
| | 847 | 1,126 |
| Less - provision for credit losses | (280) | (282) |
| | $ 567 | $ 844 |

The following table shows the movement in the provision for credit losses recognized for accounts receivable that occurred during the period:

| | June 30, 2020 | June 30, 2019 |
|---|---|---|
| | (In millions) | |
| Balance at beginning of year | $ 282 | $ 324 |
| Current period provision for credit losses | 35 | 11 |
| Write-offs | (34) | (44) |
| Recoveries of receivables previously written-off | — | 1 |
| Exchange rate impact | (3) | 2 |
| Balance at end of period | $ 280 | $ 294 |

***Impacts of Adoption***

On January 1, 2020, the Company adopted the guidance under the accounting standard update ("ASU") issued in June 2016 by the Financial Accounting Standards Board ("FASB"). The ASU revised the methodology for measuring credit losses on financial instruments and the timing of when such losses are recorded. The adoption, which was applied on a modified retrospective basis, did not have a material impact on the Company's financial condition and results of operations and therefore did not result in an adjustment to retained earnings as of January 1, 2020.

***Customer Contract Related Liabilities***

The Company provides numerous products and services to its customers. There is often a timing difference between the cash payment by the customers and recognition of revenue for each of the associated performance obligations. The Company has the following main types of liabilities associated with contracts with customers: (1) outstanding chip liability, (2) loyalty program liability and (3) customer deposits and other deferred revenue for gaming and non-gaming products and services yet to be provided.

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

The following table summarizes the liability activity related to contracts with customers:

| | Outstanding Chip Liability | | Loyalty Program Liability | | Customer Deposits and Other Deferred Revenue[1] | |
|---|---|---|---|---|---|---|
| | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| | (In millions) | | | | | |
| Balance at January 1 | $ 540 | $ 551 | $ 68 | $ 66 | $ 724 | $ 827 |
| Balance at June 30 | 391 | 553 | 66 | 67 | 734 | 753 |
| Increase (decrease) | $ (149) | $ 2 | $ (2) | $ 1 | $ 10 | $ (74) |

(1) Of this amount, $152 million, $154 million, $151 million and $152 million as of June 30, 2020, January 1, 2020, June 30, 2019 and January 1, 2019, respectively, relates to mall deposits that are accounted for based on lease terms usually greater than one year.

## Note 5 — Equity and Earnings Per Share

### Common Stock

***Dividends***

On March 26, 2020, the Company paid a dividend of $0.79 per common share as part of a regular cash dividend program. During the six months ended June 30, 2020, the Company recorded $603 million as a distribution against retained earnings (of which $342 million related to the principal stockholder and his family and the remaining $261 million related to all other stockholders).

In April 2020, the Company suspended the quarterly dividend program due to the impact of the COVID-19 Pandemic.

### Noncontrolling Interests

On February 21, 2020, SCL paid a dividend of HKD 0.99 to SCL stockholders (a total of $1.03 billion, of which the Company retained $717 million during the six months ended June 30, 2020).

On April 17, 2020, SCL announced it will not pay a final dividend for 2019 due to the impact of the COVID-19 Pandemic.

### 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:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2020 | 2019 | 2020 | 2019 |
| | (In millions) | | | |
| Weighted-average common shares outstanding (used in the calculation of basic earnings per share) | 764 | 772 | 764 | 773 |
| Potential dilution from stock options and restricted stock and stock units | — | — | — | 1 |
| Weighted-average common and common equivalent shares (used in the calculation of diluted earnings per share) | 764 | 772 | 764 | 774 |
| Antidilutive stock options excluded from the calculation of diluted earnings per share | 9 | 2 | 9 | 2 |

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

## Note 6 — Leases

***Lessor***

Lease revenue consists of the following:

| | Three months ended June 30, | | | |
|---|---|---|---|---|
| | 2020 | | 2019 | |
| | Mall | Other | Mall | Other |
| | (In millions) | | | |
| Minimum rents | $ 129 | $ 2 | $ 130 | $ 3 |
| Overage rents | 1 | (1) | 12 | — |
| Rent concessions[1] | (111) | (1) | — | — |
| Total overage rents and rent concessions | (110) | (2) | 12 | — |
| | $ 19 | $ — | $ 142 | $ 3 |

| | Six months ended June 30, | | | |
|---|---|---|---|---|
| | 2020 | | 2019 | |
| | Mall | Other | Mall | Other |
| | (In millions) | | | |
| Minimum rents | $ 263 | $ 5 | $ 258 | $ 7 |
| Overage rents | 6 | — | 19 | 1 |
| Rent concessions[1] | (170) | (2) | — | — |
| Total overage rents and rent concessions | (164) | (2) | 19 | 1 |
| | $ 99 | $ 3 | $ 277 | $ 8 |

(1) Rent concessions were provided for the periods presented to tenants as a result of the COVID-19 Pandemic and the impact on mall and other operations.

## Note 7 — 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 and cash flows.

***Asian American Entertainment Corporation, Limited v. Venetian Macau Limited, et al.***

On February 5, 2007, Asian American Entertainment Corporation, Limited ("AAEC" or "Plaintiff") brought a claim (the "Prior Action") in the U.S. District Court for the District of Nevada (the "U.S. District Court") against Las Vegas Sands, Inc. (now known as Las Vegas Sands, LLC ("LVSLLC")), Venetian Casino Resort, LLC ("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 Prior Action sought damages based on an alleged breach of agreements entered into between AAEC and the aforementioned 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. The U.S. District Court entered an order dismissing the Prior Action on April 16, 2010.

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

On January 19, 2012, AAEC filed another claim (the "Macao Action") with the Macao Judicial Court (Tribunal Judicial de Base) against VML, LVS (Nevada) International Holdings, Inc. ("LVS (Nevada)"), LVSLLC and VCR (collectively, the "Defendants"). The claim was for 3.0 billion patacas (approximately $376 million at exchange rates in effect on June 30, 2020). The Macao Action alleges a breach of agreements entered into between AAEC and LVS (Nevada), LVSLLC and VCR (collectively, the "U.S. 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 and amended the defense on January 4, 2013.

On March 24, 2014, the Macao Judicial Court issued a Decision (Despacho Seneador) holding that AAEC's claim against VML is unfounded and that VML be removed as a party to the proceedings, and the claim should proceed exclusively against the U.S. Defendants. On May 8, 2014, AAEC lodged an appeal against that decision.

On June 5, 2015, the U.S. Defendants applied to the Macao Judicial Court to dismiss the claims against them as res judicata based on the dismissal of the Prior Action. On March 16, 2016, the Macao Judicial Court dismissed the defense of res judicata. An appeal against that decision was lodged by U.S. Defendants on April 7, 2016. As of the end of December 2016, all appeals (including VML's dismissal and the res judicata appeals) were being transferred to the Macao Second Instance Court. On May 11, 2017, the Macao Second Instance Court notified the parties of its decision of refusal to deal with the appeals at the present time. The Macao Second Instance Court ordered the court file be transferred back to the Macao Judicial Court. Evidence gathering by the Macao Judicial Court commenced by letters rogatory, which was completed on March 14, 2019, and the trial of this matter was scheduled for September 2019.

On July 15, 2019, AAEC submitted a request to the Macao Judicial Court to increase the amount of its claim to 96.45 billion patacas (approximately $12.08 billion at exchange rates in effect on June 30, 2020), allegedly representing lost profits from 2004 to 2018, and reserving its right to claim for lost profits up to 2022 in due course at the enforcement stage.

On September 2, 2019, the U.S. Defendants moved to revoke the legal aid granted to AAEC, which excuses AAEC from paying its share of court costs. On September 4, 2019, the Macao Judicial Court deferred ruling on the U.S. Defendants' motion regarding legal aid until the entry of final judgment. The U.S. Defendants appealed that deferral on September 17, 2019. On September 26, 2019, the Macao Judicial Court rejected that appeal on procedural grounds; The U.S. Defendants requested clarification of that order on October 29, 2019. By order dated December 4, 2019, the Macao Judicial Court stated it would reconsider the U.S. Defendants' motion to revoke legal aid and, as part of that reconsideration, it would reanalyze portions of the record, seek an opinion from the Macao Public Prosecutor regarding the propriety of legal aid and consult with the trial court overseeing AAEC's separate litigation against Galaxy Entertainment Group Ltd., Galaxy Entertainment Group S.A. and Messrs. Weidner and Friedman, individually. The Macao Judicial Court denied the motion to revoke legal aid on January 14, 2020.

On September 4, 2019, the Macao Judicial Court allowed AAEC's request to increase the amount of its claim. On September 17, 2019, the U.S. Defendants appealed the decision granting AAEC's request. On September 26, 2019, the Macao Judicial Court accepted that appeal and it is currently pending before the Macao Second Instance Court.

On June 18, 2020, the U.S. Defendants moved to reschedule the trial, which had been scheduled to begin on September 16, 2020, due to travel disruptions and other extraordinary circumstances resulting from the ongoing COVID-19 Pandemic. The Macao Judicial Court granted that motion and rescheduled the trial to begin on June 16, 2021.

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.

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

**Note 8 — Segment Information**

The Company's principal operating and developmental activities occur in three geographic areas: Macao, Singapore and the U.S. The Company reviews the results of operations and construction and development activities for each of its operating segments: The Venetian Macao; Sands Cotai Central; The Parisian Macao; The Plaza Macao and Four Seasons Hotel Macao; Sands Macao; Marina Bay Sands; Las Vegas Operating Properties; and, through May 30, 2019, Sands Bethlehem. The Company has included Ferry Operations and Other (comprised primarily of the Company's ferry operations and various other operations that are ancillary to its properties in Macao) to reconcile to the condensed consolidated results of operations and financial condition. The Company has included Corporate and Other (which includes the Las Vegas Condo Tower and corporate activities of the Company) to reconcile to the condensed consolidated financial condition.

The Company's segment information as of June 30, 2020 and December 31, 2019, and for the three and six months ended June 30, 2020 and 2019 is as follows:

| | Casino | Rooms | Food and Beverage | Mall | Convention, Retail and Other | Net Revenues |
|---|---|---|---|---|---|---|
| **Three Months Ended June 30, 2020** | | | (In millions) | | | |
| Macao: | | | | | | |
| The Venetian Macao | $ 5 | $ 1 | $ 1 | $ 18 | $ 3 | $ 28 |
| Sands Cotai Central | 1 | — | 1 | 7 | 1 | 10 |
| The Parisian Macao | (30) | 1 | 1 | 4 | 1 | (23) |
| The Plaza Macao and Four Seasons Hotel Macao | 8 | 1 | 1 | 9 | — | 19 |
| Sands Macao | 5 | 1 | — | 1 | — | 7 |
| Ferry Operations and Other | — | — | — | — | 6 | 6 |
| | (11) | 4 | 4 | 39 | 11 | 47 |
| Marina Bay Sands | 7 | 1 | 2 | 3 | 10 | 23 |
| Las Vegas Operating Properties | 14 | 9 | 6 | — | 7 | 36 |
| Intercompany eliminations[1] | — | — | — | — | (8) | (8) |
| Total net revenues | $ 10 | $ 14 | $ 12 | $ 42 | $ 20 | $ 98 |
| **Three Months Ended June 30, 2019** | | | | | | |
| Macao: | | | | | | |
| The Venetian Macao | $ 698 | $ 53 | $ 17 | $ 62 | $ 24 | $ 854 |
| Sands Cotai Central | 358 | 77 | 24 | 16 | 8 | 483 |
| The Parisian Macao | 343 | 32 | 17 | 15 | 7 | 414 |
| The Plaza Macao and Four Seasons Hotel Macao | 162 | 10 | 7 | 31 | 1 | 211 |
| Sands Macao | 141 | 5 | 7 | 1 | 1 | 155 |
| Ferry Operations and Other | — | — | — | — | 30 | 30 |
| | 1,702 | 177 | 72 | 125 | 71 | 2,147 |
| Marina Bay Sands | 468 | 93 | 58 | 42 | 27 | 688 |
| United States: | | | | | | |
| Las Vegas Operating Properties | 112 | 156 | 90 | — | 108 | 466 |
| Sands Bethlehem[2] | 79 | 3 | 4 | — | 4 | 90 |
| | 191 | 159 | 94 | — | 112 | 556 |
| Intercompany eliminations[1] | — | — | — | (1) | (56) | (57) |
| Total net revenues | $ 2,361 | $ 429 | $ 224 | $ 166 | $ 154 | $ 3,334 |

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

| | Casino | Rooms | Food and Beverage | Mall | Convention, Retail and Other | Net Revenues |
|---|---|---|---|---|---|---|
| **Six Months Ended June 30, 2020** | | | | | | |
| Macao: | | | | | | |
| The Venetian Macao | $ 256 | $ 22 | $ 6 | $ 47 | $ 12 | $ 343 |
| Sands Cotai Central | 124 | 27 | 9 | 16 | 4 | 180 |
| The Parisian Macao | 85 | 14 | 6 | 10 | 3 | 118 |
| The Plaza Macao and Four Seasons Hotel Macao | 91 | 5 | 4 | 26 | — | 126 |
| Sands Macao | 69 | 3 | 2 | 1 | 1 | 76 |
| Ferry Operations and Other | — | — | — | — | 18 | 18 |
| | 625 | 71 | 27 | 100 | 38 | 861 |
| Marina Bay Sands | 446 | 75 | 43 | 45 | 26 | 635 |
| United States: | | | | | | |
| Las Vegas Operating Properties | 116 | 136 | 81 | — | 103 | 436 |
| Intercompany eliminations[1] | — | — | — | — | (52) | (52) |
| Total net revenues | $ 1,187 | $ 282 | $ 151 | $ 145 | $ 115 | $ 1,880 |
| **Six Months Ended June 30, 2019** | | | | | | |
| Macao: | | | | | | |
| The Venetian Macao | $ 1,438 | $ 110 | $ 39 | $ 118 | $ 46 | $ 1,751 |
| Sands Cotai Central | 803 | 161 | 50 | 32 | 14 | 1,060 |
| The Parisian Macao | 730 | 64 | 35 | 27 | 12 | 868 |
| The Plaza Macao and Four Seasons Hotel Macao | 335 | 20 | 16 | 62 | 2 | 435 |
| Sands Macao | 280 | 9 | 14 | 2 | 2 | 307 |
| Ferry Operations and Other | — | — | — | — | 60 | 60 |
| | 3,586 | 364 | 154 | 241 | 136 | 4,481 |
| Marina Bay Sands | 1,012 | 195 | 111 | 85 | 52 | 1,455 |
| United States: | | | | | | |
| Las Vegas Operating Properties | 225 | 313 | 180 | — | 219 | 937 |
| Sands Bethlehem[2] | 199 | 7 | 11 | 1 | 9 | 227 |
| | 424 | 320 | 191 | 1 | 228 | 1,164 |
| Intercompany eliminations[1] | — | — | — | (1) | (119) | (120) |
| Total net revenues | $ 5,022 | $ 879 | $ 456 | $ 326 | $ 297 | $ 6,980 |

(1) Intercompany eliminations include royalties and other intercompany services.

(2) The Company completed the sale of Sands Bethlehem on May 31, 2019.

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

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2020 | 2019 | 2020 | 2019 |
| | (In millions) | | | |
| **Intersegment Revenues** | | | | |
| Macao: | | | | |
| The Venetian Macao | $ 1 | $ 1 | $ 2 | $ 2 |
| Ferry Operations and Other | 5 | 7 | 12 | 13 |
| | 6 | 8 | 14 | 15 |
| Marina Bay Sands | 2 | 1 | 3 | 2 |
| Las Vegas Operating Properties[1] | — | 48 | 35 | 103 |
| Total intersegment revenues | $ 8 | $ 57 | $ 52 | $ 120 |

(1) Primarily consists of royalties from the Company's international operations.

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2020 | 2019 | 2020 | 2019 |
| | (In millions) | | | |
| **Adjusted Property EBITDA** | | | | |
| Macao: | | | | |
| The Venetian Macao | $ (97) | $ 336 | $ (48) | $ 697 |
| Sands Cotai Central | (79) | 165 | (79) | 377 |
| The Parisian Macao | (81) | 139 | (84) | 302 |
| The Plaza Macao and Four Seasons Hotel Macao | (18) | 83 | 10 | 168 |
| Sands Macao | (31) | 43 | (32) | 83 |
| Ferry Operations and Other | (6) | (1) | (12) | (4) |
| | (312) | 765 | (245) | 1,623 |
| Marina Bay Sands | (113) | 346 | 169 | 769 |
| United States: | | | | |
| Las Vegas Operating Properties | (122) | 136 | (34) | 274 |
| Sands Bethlehem[1] | — | 19 | — | 52 |
| | (122) | 155 | (34) | 326 |
| Consolidated adjusted property EBITDA[2] | (547) | 1,266 | (110) | 2,718 |
| **Other Operating Costs and Expenses** | | | | |
| Stock-based compensation[3] | (6) | (4) | (9) | (7) |
| Corporate | (53) | (51) | (112) | (203) |
| Pre-opening | (4) | (10) | (9) | (14) |
| Development | (9) | (4) | (15) | (9) |
| Depreciation and amortization | (285) | (289) | (575) | (590) |
| Amortization of leasehold interests in land | (13) | (14) | (27) | (23) |
| Loss on disposal or impairment of assets | (5) | — | (10) | (7) |
| Operating income (loss) | (922) | 894 | (867) | 1,865 |
| **Other Non-Operating Costs and Expenses** | | | | |
| Interest income | 4 | 17 | 17 | 37 |
| Interest expense, net of amounts capitalized | (118) | (143) | (249) | (284) |
| Other income (expense) | (3) | 20 | 34 | (1) |
| Gain on sale of Sands Bethlehem | — | 556 | — | 556 |
| Income tax (expense) benefit | 54 | (236) | 29 | (321) |
| Net income (loss) | $ (985) | $ 1,108 | $ (1,036) | $ 1,852 |

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

(1) The Company completed the sale of Sands Bethlehem on May 31, 2019.

(2) Consolidated adjusted property EBITDA, which is a non-GAAP financial measure, is net income/loss before stock-based compensation expense, corporate expense, pre-opening expense, development expense, depreciation and amortization, amortization of leasehold interests in land, gain or loss on disposal or impairment of assets, interest, other income or expense, gain on sale of Sands Bethlehem, gain or loss on modification or early retirement of debt and income taxes. Consolidated adjusted property EBITDA is a supplemental non-GAAP financial measure used by management, as well as industry analysts, to evaluate operations and operating performance. In particular, management utilizes consolidated adjusted property EBITDA to compare the operating profitability of its operations with those of its competitors, as well as a basis for determining certain incentive compensation. Integrated Resort companies have historically reported adjusted property EBITDA as a supplemental performance measure to GAAP financial measures. In order to view the operations of their properties on a more stand-alone basis, Integrated Resort companies, including Las Vegas Sands Corp., have historically excluded certain expenses that do not relate to the management of specific properties, such as pre-opening expense, development expense and corporate expense, from their adjusted property EBITDA calculations. Consolidated adjusted property EBITDA should not be interpreted as an alternative to income from operations (as an indicator of operating performance) or to cash flows from operations (as a measure of liquidity), in each case, as determined in accordance with GAAP. The Company has significant uses of cash flow, including capital expenditures, dividend payments, interest payments, debt principal repayments and income taxes, which are not reflected in consolidated adjusted property EBITDA. Not all companies calculate adjusted property EBITDA in the same manner. As a result, consolidated adjusted property EBITDA as presented by the Company may not be directly comparable to similarly titled measures presented by other companies.

(3) During the three months ended June 30, 2020 and 2019, the Company recorded stock-based compensation expense of $7 million and $9 million, respectively, of which $1 million and $5 million, respectively, was included in corporate expense in the accompanying condensed consolidated statements of operations. During the six months ended June 30, 2020 and 2019, the Company recorded stock-based compensation expense of $14 million and $18 million, respectively, of which $5 million and $11 million, respectively, was included in corporate expense in the accompanying condensed consolidated statements of operations.

| | Six Months Ended June 30, | |
|---|---|---|
| | 2020 | 2019 |
| | (In millions) | |
| **Capital Expenditures** | | |
| Corporate and Other | $ 3 | $ 49 |
| Macao: | | |
| The Venetian Macao | 66 | 38 |
| Sands Cotai Central | 374 | 109 |
| The Parisian Macao | 7 | 14 |
| The Plaza Macao and Four Seasons Hotel Macao | 129 | 60 |
| Sands Macao | 2 | 6 |
| | 578 | 227 |
| Marina Bay Sands | 61 | 98 |
| United States: | | |
| Las Vegas Operating Properties | 60 | 77 |
| Sands Bethlehem[1] | — | 2 |
| | 60 | 79 |
| Total capital expenditures | $ 702 | $ 453 |

(1) The Company completed the sale of Sands Bethlehem on May 31, 2019.

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

| | June 30, 2020 | December 31, 2019 |
|---|---|---|
| | (In millions) | |
| **Total Assets** | | |
| Corporate and Other | $ 1,236 | $ 1,390 |
| Macao: | | |
| The Venetian Macao | 3,059 | 3,243 |
| Sands Cotai Central | 4,021 | 4,504 |
| The Parisian Macao | 2,234 | 2,351 |
| The Plaza Macao and Four Seasons Hotel Macao | 1,241 | 1,239 |
| Sands Macao | 269 | 324 |
| Ferry Operations and Other | 142 | 156 |
| | 10,966 | 11,817 |
| Marina Bay Sands | 5,309 | 5,880 |
| Las Vegas Operating Properties | 4,184 | 4,112 |
| Total assets | $ 21,695 | $ 23,199 |

**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."

**COVID-19 Pandemic**

In early January 2020, an outbreak of a respiratory illness caused by a novel coronavirus was identified and the disease has since spread rapidly across the world causing the World Health Organization to declare the outbreak of a pandemic on March 12, 2020 (the "COVID-19 Pandemic"). As a result, people across the globe have been advised to avoid non-essential travel. Steps have also been taken by various countries, including those in which we operate, to restrict inbound international travel and implement closures of non-essential operations to contain the spread of the virus.

Visitation to Macao has decreased substantially, driven by various government policies limiting travel. The China Individual Visit Scheme to Macao ("China IVS") and group tour schemes have been suspended, and a complete ban on entry, or a need to undergo enhanced quarantine requirements depending on the person's residency and their recent travel history, has been enacted by the government for Macao residents, citizens of the People's Republic of China, Hong Kong residents, foreigner workers residing in Macao and international travelers. On July 13, 2020 it was announced anyone entering Guangdong from Macao is exempt from the 14-day mandatory quarantine starting on July 15, 2020, with a negative COVID-19 test and a green health-code.

The Macao government suspended all gaming operations beginning on February 5, 2020. Our Macao casino operations resumed on February 20, 2020, except for casino operations at Sands Cotai Central, which resumed on February 27, 2020. Certain health safeguards, however, such as limiting the number of seats per table game, slot machine spacing, temperature checks, mask protection and health declarations remain in effect at the present time. Our management team is currently unable to determine when these measures will be modified or cease to be necessary.

Some of our Macao hotel facilities were also closed during the casino suspension in response to the drop in visitation and, with the exception of the Conrad Macao Cotai Strip at Sands Cotai Central (the "Conrad hotel"), these hotels were gradually reopened from February 20, 2020, in line with operational needs and demand. The Conrad hotel reopened on June 13, 2020. Additionally, on March 28, 2020, in support of the Macao government's initiatives to fight the COVID-19 Pandemic, the Company provided one tower (approximately 2,000 hotel rooms) at the Sheraton Grand Macao Hotel, Cotai Strip at Sands Cotai Central to the Macao government to house Macao citizens and others upon their initial return from other jurisdictions for quarantine. The use of this tower by the Macao government ceased on May 1, 2020, but was subsequently reactivated on June 7, 2020.

A limited number of restaurants across our Macao properties have reopened. The majority of retail outlets in the various shopping malls are open with reduced operating hours. The timing and manner in which these areas will return to full operation are currently unknown.

The Hong Kong government temporarily closed the Hong Kong China Ferry Terminal in Kowloon on January 30, 2020, and the Hong Kong Macao Ferry Terminal in Hong Kong on February 4, 2020. In response, we have suspended our Macao ferry operations between Macao and Hong Kong. The timing and manner in which our normal ferry operations will be able to resume are currently unknown.

The Macao government announced total visitation from mainland China to Macao on a monthly basis decreased by 14.9% (with an 83.3% decrease in visitation over the first seven days of Chinese New Year) in January 2020 and decreased in a range of 96.3% to 99.6% in February to May 2020, as compared to the same periods in 2019. It also announced monthly gross gaming revenue decreased by 11.3% in January 2020 and decreased in a range of 79.7% to 97.0% in February to June 2020, as compared to the same periods in 2019.

Beginning on April 7, 2020, the Singapore government suspended all casino and non-essential operations, including all operations at Marina Bay Sands, due to the COVID-19 Pandemic. The Company's Singapore operations were permitted to reopen beginning on June 19, 2020; however, this only included certain restaurants and the retail mall operations. The casino operations reopened on July 1, 2020; however, entry was initially limited to annual levy holders and certain Sands Rewards Club ("SRC") members. As of July 9, 2020, the casino opened to all SRC members. All operations are currently subject to limited capacities.

On May 28, 2020, in support of the Singapore government's initiatives to fight the COVID-19 Pandemic, Marina Bay Sands entered into an agreement with the Singapore government to utilize all three hotel towers to house Singapore citizens upon their initial return from other jurisdictions for quarantine. The government's use of the first tower ceased on June 26, 2020, while usage of the second and third towers will continue through July 26, 2020. Additionally, beginning on July 17, 2020, the first tower reopened for normal operations. The date on which convention and nightlife venues may reopen is unknown at this time.

In the months leading up to the closure, visitation to Marina Bay Sands declined. The Singapore Tourism Board announced for the quarter ended March 31, 2020, the total change in visitation decreased approximately 64%, as compared to the same periods in 2019. Total visitation decreased by approximately 100% in April and May 2020, as compared to the same periods in 2019.

On March 17, 2020, the Nevada government suspended all casino and non-essential operations, including all operations at the Las Vegas Operating Properties, beginning on March 18, 2020, due to the COVID-19 Pandemic. On May 28, 2020, the Nevada government announced casinos could reopen on June 4, 2020, under strict guidelines issued by the Gaming Control Board and the State of Nevada. We opened the casino, suites within The Venetian Tower and The Palazzo Tower, and select food and beverage outlets on June 4, 2020, with certain operations subject to reduced capacity. Convention, meeting and certain entertainment related operations remain closed.

Visitation to our Las Vegas Operating properties declined in the months leading up to the closure. The Las Vegas Convention and Visitors Authority announced for the quarter ended March 31, 2020, the total change in visitation decreased 18.3%, as compared to the same period in 2019. Total visitation decreased by 97% and 95.9% in April and May 2020, respectively, as compared to the same periods in 2019. It also announced for the quarter ended March 31, 2020, gross gaming revenue for the Las Vegas Strip decreased 12.4%, as compared to the same periods in 2019. Total gross gaming revenue decreased by 99.3% in April and May 2020, as compared to the same periods in 2019.

In connection with reopening the Singapore and Las Vegas properties, we are adhering to social distancing requirements, which include reduced seating at table games and a decreased number of active slot machines on the casino floor. Additionally, there is uncertainty around the impact the COVID-19 Pandemic will have on operations in the months that follow reopening. For example, there have been a number of group cancellations through October 2020 and there may be additional restrictions placed on our other services, such as nightclubs and entertainment venues.

If our Integrated Resorts are not permitted to resume normal operations, travel restrictions such as those related to the China IVS and other global restrictions on inbound travel from other countries are not modified or eliminated or the global response to contain the COVID-19 Pandemic escalates or is unsuccessful, our operations, cash flows and financial condition will be further materially impacted.

We have a strong balance sheet and sufficient liquidity in place, including total cash and cash equivalents balance, excluding restricted cash and cash equivalents, of $3.02 billion and access to $1.50 billion, $2.02 billion and $425 million of available borrowing capacity from our LVSC Revolving Facility, 2018 SCL Revolving Facility and the 2012 Singapore Revolving Facility, respectively, and 3.75 billion Singapore dollars ("SGD," approximately $2.69 billion at exchange rates in effect on June 30, 2020) under our Singapore Delayed Draw Term Facility, exclusively for capital expenditures for the MBS Expansion Project, as of June 30, 2020. We believe we are able to support continuing operations, complete the major construction projects that are underway and respond to the current COVID-19 Pandemic challenges. We have taken various mitigating measures to manage through the current environment, including a cost and capital expenditure reduction program to minimize cash outflow of non-essential items.

**Operations**

We view each of our Integrated Resort 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; Sands Cotai Central; The Parisian Macao; The Plaza Macao and Four Seasons Hotel Macao; and the Sands Macao. Our operating segment in Singapore is Marina Bay Sands. Our operating segment in the U.S. is the Las Vegas Operating Properties, which includes The Venetian Resort Las Vegas and the Sands Expo Center.

**Critical Accounting Policies and Estimates**

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 2019 Annual Report on Form 10-K filed on February 7, 2020.

There were no newly identified significant accounting estimates during the six months ended June 30, 2020, nor were there any material changes to the critical accounting policies and estimates discussed in our 2019 Annual Report.

**Recent Accounting Pronouncements**

See related disclosure at "Item 1 — Financial Statements — Notes to Condensed Consolidated Financial Statements — Note 4 — Accounts Receivable, Net and Customer Contract Related Liabilities."

**Operating Results**

***Key Operating Revenue Measurements***

Operating revenues at The Venetian Macao, Sands Cotai Central, The Parisian Macao, The Plaza Macao and Four Seasons Hotel 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 charged for hotel rooms and our gaming volume. Operating revenues at Sands Macao are principally driven by the volume of gaming patrons who visit the property on a daily basis.

Management utilizes the following volume and pricing measures in order to evaluate past performance and assist in forecasting future revenues. The various volume measurements indicate our ability to attract customers to our Integrated Resorts. In casino operations, win and hold percentages indicate the amount of revenue to be expected based on volume. In hotel operations, average daily rate and revenue per available room indicate the demand for rooms and our ability to capture that demand. In mall operations, base rent per square foot indicates our ability to attract and maintain profitable tenants for our leasable space.

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: Rolling Chip play (composed of 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 net markers issued (credit instruments), cash deposited in the table drop boxes and gaming chips purchased and exchanged at the cage. Rolling Chip and Non-Rolling Chip volume measurements are not comparable as they are two distinct measures of volume. The amounts wagered and lost for Rolling Chip play are substantially higher than the amounts dropped for Non-Rolling Chip play. Slot 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 (amount won by the casino) 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. Our win and hold percentages are calculated before discounts, commissions, deferring revenue associated with our loyalty programs and allocating casino revenues related to goods and services provided to patrons on a complimentary basis. Our Rolling Chip table games are expected to produce a win percentage of 3.15% to 3.45% in Macao and Singapore, and our Non-Rolling Chip table games have produced a trailing 12-month win percentage of 26.0%, 22.5%, 23.3%, 25.2%, 19.0% and 19.8% at The Venetian Macao, Sands Cotai Central, The Parisian Macao, The Plaza Macao and Four Seasons Hotel Macao, Sands Macao and Marina Bay Sands, respectively. Our slot machines have produced a trailing 12-month hold percentage of 4.7%, 4.2%, 3.8%, 5.7%,

3.2% and 4.5% at The Venetian Macao, Sands Cotai Central, The Parisian Macao, The Plaza Macao and Four Seasons Hotel Macao, Sands Macao and Marina Bay Sands, respectively. Actual win and hold percentages 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, 26.4% and 14.7%, respectively, of our table games play was conducted on a credit basis for the six months ended June 30, 2020.

*Casino revenue measurements for the U.S.:* The volume measurements in the U.S. are slot handle, as previously described, and table games drop, which is the total amount of cash and net markers issued (credit instruments) deposited in the table drop box. We view table games win as a percentage of drop and slot hold as a percentage of slot handle. Our win and hold percentages are calculated before discounts, commissions, deferring revenue associated with our loyalty programs and allocating casino revenues related to goods and services provided to patrons on a complimentary basis. Based upon our mix of table games, our table games are expected to produce a win percentage of 18% to 26% for Baccarat and 16% to 24% for non-Baccarat. Our slot machines have produced a trailing 12-month hold percentage of 7.9% at our Las Vegas Operating Properties. Actual win and hold percentages may vary from our expected win percentage and the trailing 12-month win and hold percentages. Similar to Macao and Singapore, slot machine play is generally conducted on a cash basis. Approximately 69.9% of our table games play at our Las Vegas Operating Properties, for the six months ended June 30, 2020, was conducted on a credit basis.

*Hotel revenue measurements:* Performance indicators used are occupancy rate (a volume indicator), which is the average percentage of available hotel rooms occupied during a period and average daily room rate ("ADR," a price indicator), which is the average price of occupied rooms per day. Available rooms exclude those rooms unavailable for occupancy during the period due to renovation, development or other requirements (such as government mandated closure, lodging for team members and usage by the Macao and Singapore government for quarantine measures). The calculations of the occupancy rate and ADR include the impact of rooms provided on a complimentary basis. Revenue per available room ("RevPAR") represents a summary of hotel ADR and occupancy. Because not all available rooms are occupied, ADR is normally higher than RevPAR. Reserved rooms where the guests do not show up for their stay and lose their deposit, or where guests check out early, may be re-sold to walk-in guests.

*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 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 June 30, 2020 Compared to the Three Months Ended June 30, 2019**

***Summary Financial Results***

Our financial results were adversely impacted by decreased visitation at our Macao operating properties and the temporary closures of Marina Bay Sands and our Las Vegas Operating Properties due to the COVID-19 Pandemic. See "COVID-19 Pandemic" for further information. Net revenues for the three months ended June 30, 2020, decreased 97.1% to $98 million, compared to $3.33 billion for the three months ended June 30, 2019. Operating loss was $922 million compared to operating income of $894 million for the three months ended June 30,

2019. Net loss was $985 million for the three months ended June 30, 2020, compared to net income of $1.11 billion for the three months ended June 30, 2019.

***Operating Revenues***

Our net revenues consisted of the following:

| | Three Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Percent Change |
| | (Dollars in millions) | | |
| Casino | $ 10 | $ 2,361 | (99.6)% |
| Rooms | 14 | 429 | (96.7)% |
| Food and beverage | 12 | 224 | (94.6)% |
| Mall | 42 | 166 | (74.7)% |
| Convention, retail and other | 20 | 154 | (87.0)% |
| Total net revenues | $ 98 | $ 3,334 | (97.1)% |

Consolidated net revenues were $98 million for the three months ended June 30, 2020, a decrease of $3.24 billion compared to $3.33 billion for the three months ended June 30, 2019. The decrease was across our jurisdictions and properties with decreases of $2.10 billion, $666 million and $382 million at our Macao operations, Marina Bay Sands and our Las Vegas Operating Properties, respectively. These decreases were driven by the COVID-19 Pandemic described above and the related reduction in visitation due to travel restrictions and the temporary closures of our Las Vegas Operating Properties and Marina Bay Sands. Additionally, there was a $90 million decrease due to the sale of Sands Bethlehem on May 31, 2019.

Net casino revenues decreased $2.35 billion compared to the three months ended June 30, 2019. The change was driven by a $1.71 billion decrease at our Macao operations, due to decreases in Non-Rolling Chip drop and Rolling Chip volume. Marina Bay Sands decreased $461 million due to decreases in Non-Rolling Chip drop, Rolling Chip volume and slot handle. Our Las Vegas Operating Properties decreased $98 million due to decreases in table games drop and slot handle. These decreases were driven by the COVID-19 Pandemic described above. Additionally, a decrease of $79 million was attributable to the sale of Sands Bethlehem on May 31, 2019. The following table summarizes the results of our casino activity:

| | Three Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Change |
| | (Dollars in millions) | | |
| **Macao Operations:** | | | |
| ***The Venetian Macao*** | | | |
| Total net casino revenues | $ 5 | $ 698 | (99.3) % |
| Non-Rolling Chip drop | $ 16 | $ 2,346 | (99.3) % |
| Non-Rolling Chip win percentage | 24.8 % | 24.7 % | 0.1 pts |
| Rolling Chip volume | $ 108 | $ 6,444 | (98.3) % |
| Rolling Chip win percentage | 1.48 % | 3.53 % | (2.05) pts |
| Slot handle | $ 58 | $ 1,021 | (94.3) % |
| Slot hold percentage | 2.5 % | 4.4 % | (1.9) pts |
| ***Sands Cotai Central*** | | | |
| Total net casino revenues | $ 1 | $ 358 | (99.7) % |
| Non-Rolling Chip drop | $ 6 | $ 1,627 | (99.6) % |
| Non-Rolling Chip win percentage | 6.9 % | 21.7 % | (14.8) pts |
| Rolling Chip volume | $ — | $ 1,272 | (100.0) % |
| Rolling Chip win percentage | — % | 2.56 % | (2.56) pts |
| Slot handle | $ 11 | $ 1,014 | (98.9) % |
| Slot hold percentage | 3.3 % | 4.4 % | (1.1) pts |

| | Three Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Change |
| | (Dollars in millions) | | |
| ***The Parisian Macao*** | | | |
| Total net casino revenues | $ (30) | $ 343 | (108.7) % |
| Non-Rolling Chip drop | $ 6 | $ 1,136 | (99.5) % |
| Non-Rolling Chip win percentage | 20.4 % | 22.9 % | (2.5) pts |
| Rolling Chip volume | $ 382 | $ 4,146 | (90.8) % |
| Rolling Chip win percentage | (6.40)% | 3.39 % | (9.79) pts |
| Slot handle | $ 19 | $ 1,016 | (98.1) % |
| Slot hold percentage | 4.7 % | 3.9 % | 0.8 pts |
| ***The Plaza Macao and Four Seasons Hotel Macao*** | | | |
| Total net casino revenues | $ 8 | $ 162 | (95.1) % |
| Non-Rolling Chip drop | $ 19 | $ 331 | (94.3) % |
| Non-Rolling Chip win percentage | 6.5 % | 23.5 % | (17.0) pts |
| Rolling Chip volume | $ 563 | $ 3,238 | (82.6) % |
| Rolling Chip win percentage | 2.42 % | 4.19 % | (1.77) pts |
| Slot handle | $ — | $ 132 | (100.0) % |
| Slot hold percentage | — % | 7.7 % | (7.7) pts |
| ***Sands Macao*** | | | |
| Total net casino revenues | $ 5 | $ 141 | (96.5) % |
| Non-Rolling Chip drop | $ 28 | $ 699 | (96.0) % |
| Non-Rolling Chip win percentage | 10.2 % | 17.3 % | (7.1) pts |
| Rolling Chip volume | $ 219 | $ 1,261 | (82.6) % |
| Rolling Chip win percentage | 0.78 % | 1.90 % | (1.12) pts |
| Slot handle | $ 77 | $ 691 | (88.9) % |
| Slot hold percentage | 3.3 % | 3.1 % | 0.2 pts |
| **Singapore Operations:** | | | |
| ***Marina Bay Sands*** | | | |
| Total net casino revenues | $ 7 | $ 468 | (98.5) % |
| Non-Rolling Chip drop | $ 25 | $ 1,201 | (97.9) % |
| Non-Rolling Chip win percentage | 22.2 % | 22.0 % | 0.2 pts |
| Rolling Chip volume | $ 122 | $ 7,195 | (98.3) % |
| Rolling Chip win percentage | 1.91 % | 2.49 % | (0.58) pts |
| Slot handle | $ 94 | $ 3,675 | (97.4) % |
| Slot hold percentage | 3.7 % | 4.4 % | (0.7) pts |
| **U.S. Operations:** | | | |
| **Las Vegas Operating Properties** | | | |
| Total net casino revenues | $ 14 | $ 112 | (87.5) % |
| Table games drop | $ 99 | $ 514 | (80.7) % |
| Table games win percentage | 11.8 % | 17.8 % | (6.0) pts |
| Slot handle | $ 192 | $ 712 | (73.0) % |
| Slot hold percentage | 5.8 % | 8.4 % | (2.6) pts |

Note: We completed the sale of Sands Bethlehem on May 31, 2019.

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

Room revenues decreased $415 million compared to the three months ended June 30, 2019. The decrease was primarily a result of the temporary closures of our Las Vegas Operating Properties and Marina Bay Sands. Additionally, certain rooms within Sands Cotai Central were utilized for quarantine purposes and certain rooms across our Macao properties for lodging provided to team members due to travel restrictions, driven by the COVID-19 Pandemic described above. The following table summarizes the results of our room activity:

| | Three Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Change |
| | (Room revenues in millions) | | |
| **Macao Operations:** | | | |
| ***The Venetian Macao*** | | | |
| Total room revenues | $ 1 | $ 53 | (98.1) % |
| Occupancy rate | 2.1 % | 93.9 % | (91.8) pts |
| Average daily room rate (ADR) | $ 220 | $ 221 | (0.5) % |
| Revenue per available room (RevPAR) | $ 5 | $ 208 | (97.6) % |
| ***Sands Cotai Central*** | | | |
| Total room revenues | $ — | $ 77 | (100.0) % |
| Occupancy rate | 1.1 % | 94.8 % | (93.7) pts |
| Average daily room rate (ADR) | $ 144 | $ 155 | (7.1) % |
| Revenue per available room (RevPAR) | $ 2 | $ 147 | (98.6) % |
| ***The Parisian Macao*** | | | |
| Total room revenues | $ 1 | $ 32 | (96.9) % |
| Occupancy rate | 3.5 % | 95.8 % | (92.3) pts |
| Average daily room rate (ADR) | $ 148 | $ 157 | (5.7) % |
| Revenue per available room (RevPAR) | $ 5 | $ 150 | (96.7) % |
| ***The Plaza Macao and Four Seasons Hotel Macao*** | | | |
| Total room revenues | $ 1 | $ 10 | (90.0) % |
| Occupancy rate | 6.2 % | 89.9 % | (83.7) pts |
| Average daily room rate (ADR) | $ 358 | $ 335 | 6.9 % |
| Revenue per available room (RevPAR) | $ 22 | $ 301 | (92.7) % |
| ***Sands Macao*** | | | |
| Total room revenues | $ 1 | $ 5 | (80.0) % |
| Occupancy rate | 10.6 % | 99.5 % | (88.9) pts |
| Average daily room rate (ADR) | $ 153 | $ 170 | (10.0) % |
| Revenue per available room (RevPAR) | $ 16 | $ 169 | (90.5) % |
| **Singapore Operations:** | | | |
| ***Marina Bay Sands*** | | | |
| Total room revenues | $ 1 | $ 93 | (98.9) % |
| Occupancy rate | 40.2 % | 97.2 % | (57.0) pts |
| Average daily room rate (ADR) | $ 328 | $ 420 | (21.9) % |
| Revenue per available room (RevPAR) | $ 132 | $ 408 | (67.6) % |
| **U.S. Operations:** | | | |
| **Las Vegas Operating Properties** | | | |
| Total room revenues | $ 9 | $ 156 | (94.2) % |
| Occupancy rate | 33.5 % | 97.2 % | (63.7) pts |
| Average daily room rate (ADR) | $ 162 | $ 251 | (35.5) % |
| Revenue per available room (RevPAR) | $ 54 | $ 244 | (77.9) % |

Note: We completed the sale of Sands Bethlehem on May 31, 2019.

Food and beverage revenues decreased $212 million compared to the three months ended June 30, 2019. The decrease was primarily due to decreases of $84 million, $68 million and $56 million at our Las Vegas Operating

Properties, our Macao operating properties and Marina Bay Sands, respectively, as a result of the COVID-19 Pandemic described above.

Mall revenues decreased $124 million compared to the three months ended June 30, 2019. The decrease was primarily due to $111 million in rent concessions granted to our mall tenants in Macao and Singapore in response to the COVID-19 Pandemic.

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 malls on the Cotai Strip in Macao and in Singapore:

| | Three Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Change |
| | (Mall revenues in millions) | | |
| **Macao Operations:** | | | |
| ***Shoppes at Venetian*** | | | |
| Total mall revenues | $ 18 | $ 62 | (71.0) % |
| Mall gross leasable area (in square feet) | 812,934 | 812,966 | — % |
| Occupancy | 85.6 % | 91.3 % | (5.7) pts |
| Base rent per square foot | $ 293 | $ 270 | 8.5 % |
| Tenant sales per square foot[1] | $ 1,224 | $ 1,688 | (27.5) % |
| ***Shoppes at Cotai Central***[2] | | | |
| Total mall revenues | $ 7 | $ 16 | (56.3) % |
| Mall gross leasable area (in square feet) | 525,497 | 523,511 | 0.4 % |
| Occupancy | 87.6 % | 91.3 % | (3.7) pts |
| Base rent per square foot | $ 102 | $ 106 | (3.8) % |
| Tenant sales per square foot[1] | $ 603 | $ 967 | (37.6) % |
| ***Shoppes at Parisian*** | | | |
| Total mall revenues | $ 4 | $ 14 | (71.4) % |
| Mall gross leasable area (in square feet) | 295,963 | 295,915 | — % |
| Occupancy | 86.8 % | 89.9 % | (3.1) pts |
| Base rent per square foot | $ 150 | $ 151 | (0.7) % |
| Tenant sales per square foot[1] | $ 561 | $ 650 | (13.7) % |
| ***Shoppes at Four Seasons*** | | | |
| Total mall revenues | $ 9 | $ 31 | (71.0) % |
| Mall gross leasable area (in square feet) | 242,425 | 241,548 | 0.4 % |
| Occupancy | 94.6 % | 97.6 % | (3.0) pts |
| Base rent per square foot | $ 544 | $ 465 | 17.0 % |
| Tenant sales per square foot[1] | $ 3,775 | $ 4,505 | (16.2) % |
| **Singapore Operations:** | | | |
| ***The Shoppes at Marina Bay Sands*** | | | |
| Total mall revenues | $ 3 | $ 42 | (92.9) % |
| Mall gross leasable area (in square feet) | 593,756 | 601,313 | (1.3) % |
| Occupancy | 95.3 % | 94.7 % | 0.6 pts |
| Base rent per square foot | $ 254 | $ 265 | (4.2) % |
| Tenant sales per square foot[1] | $ 1,500 | $ 1,945 | (22.9) % |

Note: This table excludes the results of mall operations at Sands Macao and Sands Bethlehem.

(1) 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.

(2) The Shoppes at Cotai Central will feature up to approximately 600,000 square feet of gross leasable area upon completion of all phases of Sands Cotai Central's renovation, rebranding and expansion to The Londoner Macao.

Convention, retail and other revenues decreased $134 million compared to the three months ended June 30, 2019, driven by decreases of $53 million, $36 million and $18 million at our Las Vegas Operating Properties, our Macao operating properties and Marina Bay Sands, respectively, as a result of the COVID-19 Pandemic described above. Additionally, our ferry operations decreased $23 million, due to the temporary closures of the Hong Kong China Ferry Terminal and the Hong Kong Macao Ferry Terminal in response to the COVID-19 Pandemic.

***Operating Expenses***

Our operating expenses consisted of the following:

| | Three Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Percent Change |
| | (Dollars in millions) | | |
| Casino | $ 218 | $ 1,309 | (83.3)% |
| Rooms | 50 | 113 | (55.8)% |
| Food and beverage | 66 | 174 | (62.1)% |
| Mall | 11 | 18 | (38.9)% |
| Convention, retail and other | 27 | 75 | (64.0)% |
| Provision for credit losses | 17 | 7 | 142.9 % |
| General and administrative | 262 | 376 | (30.3)% |
| Corporate | 53 | 51 | 3.9 % |
| Pre-opening | 4 | 10 | (60.0)% |
| Development | 9 | 4 | 125.0 % |
| Depreciation and amortization | 285 | 289 | (1.4)% |
| Amortization of leasehold interests in land | 13 | 14 | (7.1)% |
| Loss on disposal or impairment of assets | 5 | — | — % |
| Total operating expenses | $ 1,020 | $ 2,440 | (58.2)% |

Operating expenses were $1.02 billion for the three months ended June 30, 2020, a decrease of $1.42 billion compared to $2.44 billion for the three months ended June 30, 2019, primarily driven by a decrease in casino expenses of $1.09 billion. Additionally, general and administrative expenses decreased $114 million and food and beverage expenses decreased $108 million. The decreases were mainly driven by the COVID-19 Pandemic described above. Although management has implemented certain cost reduction programs, operating margins in each business segment were negatively impacted due to employee and other costs incurred during this period of decreased visitation and property closures. We have maintained our staffing levels across our jurisdictions through the government mandated closures amid significantly reduced visitation. The level of payroll costs during the period were reduced by $73 million in connection with the Job Support Scheme in Singapore and the Employee Retention Credit under the CARES Act in the U.S. We have also implemented payroll cost saving initiatives across each of our properties, including utilization of paid time off and voluntary unpaid leave.

Casino expenses decreased $1.09 billion compared to the three months ended June 30, 2019. The decrease was primarily attributable to a $928 million decrease in gaming taxes resulting from decreased casino revenues, as previously described. Additionally, the sale of Sands Bethlehem in May 2019 resulted in a $51 million decrease.

Room expenses decreased $63 million compared to the three months ended June 30, 2019. The decrease was driven by decreases of $27 million, $25 million and $10 million at our Las Vegas Operating Properties, Macao operating properties and Marina Bay Sands, respectively. These decreases are consistent with the reduction in room revenue.

Food and beverage expenses decreased $108 million compared to the three months ended June 30, 2019, due to decreases of $36 million, $35 million and $34 million at our Macao operating properties, Marina Bay Sands and our Las Vegas Operating Properties, respectively. These decreases are consistent with the reduction in food and beverage revenues.

Convention, retail and other expenses decreased $48 million compared to the three months ended June 30, 2019, primarily driven by a $19 million decrease in ferry expenses resulting from the closure of the ferry terminals in response to the COVID-19 Pandemic. Additionally, there were decreases of $15 million and $8 million at our Las

Vegas Operating Properties and Macao operating properties, respectively, which were consistent with the decreases in convention, retail and other revenue discussed above.

Provision for credit losses increased $10 million compared to the three months ended June 30, 2019, primarily due to the recovery of previously reserved amounts for the three months ended June 30, 2019. 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. We believe the amount of our provision for credit losses 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 decreased $114 million compared to the three months ended June 30, 2019. The decrease was due to decreases of $44 million, $34 million and $24 million at our Macao operating properties, Marina Bay Sands and our Las Vegas Operating Properties, respectively, primarily driven by decreases in marketing, payroll and property operations costs.

Pre-opening expenses represents personnel and other costs incurred prior to the opening of new ventures, which are expensed as incurred. Pre-opening expenses decreased $6 million compared to the three months ended June 30, 2019, primarily due to the opening of new venues at Marina Bay Sands in the second quarter of 2019.

Development expenses include the costs associated with our evaluation and pursuit of new business opportunities, which are also expensed as incurred.

***Segment Adjusted Property EBITDA***

The following table summarizes information related to our segments (see "Item 1 — Financial Statements — Notes to Condensed Consolidated Financial Statements — Note 8 — Segment Information" for discussion of our operating segments and a reconciliation of consolidated adjusted property EBITDA to net income/loss):

| | Three Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Percent Change |
| | (Dollars in millions) | | |
| Macao: | | | |
| The Venetian Macao | $ (97) | $ 336 | (128.9)% |
| Sands Cotai Central | (79) | 165 | (147.9)% |
| The Parisian Macao | (81) | 139 | (158.3)% |
| The Plaza Macao and Four Seasons Hotel Macao | (18) | 83 | (121.7)% |
| Sands Macao | (31) | 43 | (172.1)% |
| Ferry Operations and Other | (6) | (1) | N.M. |
| | (312) | 765 | (140.8)% |
| Marina Bay Sands | (113) | 346 | (132.7)% |
| United States: | | | |
| Las Vegas Operating Properties | (122) | 136 | (189.7)% |
| Sands Bethlehem[1] | — | 19 | (100.0)% |
| | (122) | 155 | (178.7)% |
| Consolidated adjusted property EBITDA [2] | $ (547) | $ 1,266 | (143.2)% |

N.M. - not meaningful

(1) We completed the sale of Sands Bethlehem on May 31, 2019. Results of operations include Sands Bethlehem through May 30, 2019.

(2) Consolidated adjusted property EBITDA, which is a non-GAAP financial measure, is used by management as the primary measure of the operating performance of our segments. Consolidated adjusted property EBITDA is net income/loss before stock-based compensation expense, corporate expense, pre-opening expense, development expense, depreciation and amortization, amortization of leasehold interests in land, gain or loss on disposal or impairment of assets, interest, other income or expense, gain on sale of Sands Bethlehem, gain or loss on modification or early retirement of debt and income

taxes. Consolidated adjusted property EBITDA is a supplemental non-GAAP financial measure used by management, as well as industry analysts, to evaluate operations and operating performance. In particular, management utilizes consolidated adjusted property EBITDA to compare the operating profitability of its operations with those of its competitors, as well as a basis for determining certain incentive compensation. Integrated Resort companies have historically reported adjusted property EBITDA as a supplemental performance measure to GAAP financial measures. In order to view the operations of their properties on a more stand-alone basis, Integrated Resort companies, including Las Vegas Sands Corp., have historically excluded certain expenses that do not relate to the management of specific properties, such as pre-opening expense, development expense and corporate expense, from their adjusted property EBITDA calculations. Consolidated adjusted property EBITDA should not be interpreted as an alternative to income from operations (as an indicator of operating performance) or to cash flows from operations (as a measure of liquidity), in each case, as determined in accordance with GAAP. We have significant uses of cash flow, including capital expenditures, dividend payments, interest payments, debt principal repayments and income taxes, which are not reflected in consolidated adjusted property EBITDA. Not all companies calculate adjusted property EBITDA in the same manner. As a result, our presentation of consolidated adjusted property EBITDA may not be directly comparable to similarly titled measures presented by other companies.

Adjusted property EBITDA at our Macao operations decreased $1.08 billion compared with the three months ended June 30, 2019, primarily due to decreased casino revenues, driven by reduced visitation from travel restrictions resulting from the COVID-19 Pandemic.

Adjusted property EBITDA at Marina Bay Sands decreased $459 million compared to the three months ended June 30, 2019, primarily due to decreased casino revenues, driven by the temporary closure of the property on April 7, 2020, resulting from the COVID-19 Pandemic.

Adjusted property EBITDA at our Las Vegas Operating Properties decreased $258 million compared to the three months ended June 30, 2019, primarily due to decreased room and casino revenues driven by the temporary closure of the property on March 18, 2020 through June 3, 2020, resulting from the COVID-19 Pandemic.

***Interest Expense***

The following table summarizes information related to interest expense:

| | Three Months Ended June 30, | |
|---|---|---|
| | 2020 | 2019 |
| | (Dollars in millions) | |
| Interest cost | $ 118 | $ 141 |
| Add — imputed interest on deferred proceeds from sale of The Shoppes at The Palazzo | 3 | 4 |
| Less — capitalized interest | (3) | (2) |
| Interest expense, net | $ 118 | $ 143 |
| Weighted average total debt balance | $ 13,073 | $ 12,053 |
| Weighted average interest rate | 3.6 % | 4.7 % |

Interest cost decreased $23 million compared to the three months ended June 30, 2019, resulting primarily from a decrease in our weighted average interest rate. The decrease in our weighted average interest rate was primarily due to the impact of the interest rate swap hedges on $5.50 billion of our SCL Senior Notes issued in August 2018. This decrease was partially offset by an increase in the weighted average total debt balance, due to the issuance of the 2026 and 2030 SCL Senior Notes issued on June 4, 2020, in addition to the LVSC Senior Note issued on November 25, 2019.

***Other Factors Affecting Earnings***

Other expense was $3 million for the three months ended June 30, 2020, compared to other income of $20 million for the three months ended June 30, 2019. The change from the prior year period was due primarily to a $21 million decrease in foreign currency transaction gains driven by the impact of foreign currency exchange rate increase of 312 basis points on U.S. dollar denominated debt held by Sands China Ltd. and a $7 million increase in foreign currency transaction losses driven by the impact of the foreign currency exchange rate decrease of 282 basis points on Singapore dollar denominated intercompany debt reported in U.S. dollars.

Our income tax benefit was $54 million on a loss before income taxes of $1.04 billion for the three months ended June 30, 2020. This compares to a 17.6% effective income tax rate for the three months ended June 30, 2019. The effective income tax rate for the three months ended June 30, 2019, would have been 9.6% without the discrete income tax expense of $161 million resulting from the sale of Sands Bethlehem. The income tax benefit for the three months ended June 30, 2020, reflects a 17% statutory tax rate on our Singapore operations, a 21% corporate income tax on our domestic operations and a zero percent tax rate on our Macao gaming operations due to our income tax exemption in Macao. Our Singapore and U.S. operations recorded tax benefits associated with the pre-tax book losses incurred during the three months ended June 30, 2020. Our U.S. tax benefit was partially offset by a valuation allowance recorded on certain U.S. foreign tax credits, which we no longer expect to utilize due to lower royalty income resulting from a decrease in revenues from Macao and Singapore compared to prior estimates.

The net loss attributable to our noncontrolling interests was $165 million for the three months ended June 30, 2020, compared to a net income attributable to our noncontrolling interests of $154 million for the three months ended June 30, 2019. These amounts primarily related to the noncontrolling interest of SCL.

**Six Months Ended June 30, 2020 Compared to the Six Months Ended June 30, 2019**

***Summary Financial Results***

Our financial results were adversely impacted by temporary closures and decreased visitation at each of our operating properties due to the COVID-19 Pandemic. See "COVID-19 Pandemic" for further information. Net revenues for the six months ended June 30, 2020, was $1.88 billion, compared to $6.98 billion for the six months ended June 30, 2019. Operating loss was $867 million compared to operating income of $1.87 billion for the six months ended June 30, 2019. Net loss was $1.04 billion for the six months ended June 30, 2020, compared to net income of $1.85 billion for the six months ended June 30, 2019.

***Operating Revenues***

Our net revenues consisted of the following:

| | Six Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Percent Change |
| | (Dollars in millions) | | |
| Casino | $ 1,187 | $ 5,022 | (76.4)% |
| Rooms | 282 | 879 | (67.9)% |
| Food and beverage | 151 | 456 | (66.9)% |
| Mall | 145 | 326 | (55.5)% |
| Convention, retail and other | 115 | 297 | (61.3)% |
| Total net revenues | $ 1,880 | $ 6,980 | (73.1)% |

Consolidated net revenues were $1.88 billion for the six months ended June 30, 2020, a decrease of $5.10 billion compared to $6.98 billion for the six months ended June 30, 2019, due to decreases of $3.62 billion, $821 million and $433 million at our Macao operations, Marina Bay Sands and our Las Vegas Operating Properties, respectively. The decreases were driven by decreased visitation and property closures as a result of the COVID-19 Pandemic, as described above. Additionally, there was a $227 million decrease due to the sale of Sands Bethlehem on May 31, 2019.

Net casino revenues decreased $3.84 billion compared to the six months ended June 30, 2019. The decrease was primarily attributable to decreases of $2.96 billion and $566 million at our Macao operations and Marina Bay Sands, respectively, mainly driven by decreases in Non-Rolling Chip drop and Rolling Chip volume due to decreases in visitation at our Macao properties and the closure of Marina Bay Sands during the quarter ended June 30, 2020 as result of the COVID-19 Pandemic described above. Our Las Vegas operating properties decreased $109 million due to decreases in table game drop and slot handle as the property was closed for a portion of the six months ended June 30, 2020, as a result of the COVID-19 Pandemic described above. Additionally, there was a decrease of $199 million attributable to the sale of Sands Bethlehem on May 31, 2019. The following table summarizes the results of our casino activity:

| | Six Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Change |
| | | (Dollars in millions) | |
| **Macao Operations:** | | | |
| ***The Venetian Macao*** | | | |
| Total net casino revenues | $ 256 | $ 1,438 | (82.2) % |
| Non-Rolling Chip drop | $ 832 | $ 4,612 | (82.0) % |
| Non-Rolling Chip win percentage | 26.9 % | 26.6 % | 0.3 pts |
| Rolling Chip volume | $ 2,378 | $ 13,945 | (82.9) % |
| Rolling Chip win percentage | 2.96 % | 3.18 % | (0.22) pts |
| Slot handle | $ 497 | $ 1,912 | (74.0) % |
| Slot hold percentage | 4.2 % | 4.7 % | (0.5) pts |
| ***Sands Cotai Central*** | | | |
| Total net casino revenues | $ 124 | $ 803 | (84.6) % |
| Non-Rolling Chip drop | $ 561 | $ 3,326 | (83.1) % |
| Non-Rolling Chip win percentage | 21.8 % | 22.7 % | (0.9) pts |
| Rolling Chip volume | $ 167 | $ 3,216 | (94.8) % |
| Rolling Chip win percentage | 5.85 % | 3.85 % | 2.00 pts |
| Slot handle | $ 377 | $ 2,077 | (81.8) % |
| Slot hold percentage | 4.4 % | 4.2 % | 0.2 pts |
| ***The Parisian Macao*** | | | |
| Total net casino revenues | $ 85 | $ 730 | (88.4) % |
| Non-Rolling Chip drop | $ 396 | $ 2,276 | (82.6) % |
| Non-Rolling Chip win percentage | 23.7 % | 23.0 % | 0.7 pts |
| Rolling Chip volume | $ 2,272 | $ 8,063 | (71.8) % |
| Rolling Chip win percentage | 0.99 % | 3.99 % | (3.00) pts |
| Slot handle | $ 451 | $ 2,141 | (78.9) % |
| Slot hold percentage | 3.5 % | 3.6 % | (0.1) pts |

| | Six Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Change |
| | (Dollars in millions) | | |
| ***The Plaza Macao and Four Seasons Hotel Macao*** | | | |
| Total net casino revenues | $ 91 | $ 335 | (72.8) % |
| Non-Rolling Chip drop | $ 229 | $ 688 | (66.7) % |
| Non-Rolling Chip win percentage | 28.0 % | 24.3 % | 3.7 pts |
| Rolling Chip volume | $ 2,189 | $ 7,726 | (71.7) % |
| Rolling Chip win percentage | 2.73 % | 3.71 % | (0.98) pts |
| Slot handle | $ 37 | $ 280 | (86.8) % |
| Slot hold percentage | 4.7 % | 6.2 % | (1.5) pts |
| ***Sands Macao*** | | | |
| Total net casino revenues | $ 69 | $ 280 | (75.4) % |
| Non-Rolling Chip drop | $ 278 | $ 1,362 | (79.6) % |
| Non-Rolling Chip win percentage | 19.1 % | 17.5 % | 1.6 pts |
| Rolling Chip volume | $ 726 | $ 2,462 | (70.5) % |
| Rolling Chip win percentage | 3.29 % | 1.88 % | 1.41 pts |
| Slot handle | $ 353 | $ 1,306 | (73.0) % |
| Slot hold percentage | 3.1 % | 3.3 % | (0.2) pts |
| **Singapore Operations:** | | | |
| ***Marina Bay Sands*** | | | |
| Total net casino revenues | $ 446 | $ 1,012 | (55.9) % |
| Non-Rolling Chip drop | $ 1,103 | $ 2,544 | (56.6) % |
| Non-Rolling Chip win percentage | 19.9 % | 21.6 % | (1.7) pts |
| Rolling Chip volume | $ 6,762 | $ 14,323 | (52.8) % |
| Rolling Chip win percentage | 3.50 % | 2.81 % | 0.69 pts |
| Slot handle | $ 2,964 | $ 7,235 | (59.0) % |
| Slot hold percentage | 4.3 % | 4.5 % | (0.2) pts |
| **U.S. Operations:** | | | |
| ***Las Vegas Operating Properties*** | | | |
| Total net casino revenues | $ 116 | $ 225 | (48.4) % |
| Table games drop | $ 544 | $ 932 | (41.6) % |
| Table games win percentage | 18.4 % | 20.0 % | (1.6) pts |
| Slot handle | $ 794 | $ 1,380 | (42.5) % |
| Slot hold percentage | 7.6 % | 8.4 % | (0.8) pts |

Note: We completed the sale of Sands Bethlehem on May 31, 2019.

Room revenues decreased $597 million compared to the six months ended June 30, 2019. The decrease was primarily a result of the temporary closures of our Las Vegas Operating Properties and Marina Bay Sands. Additionally, certain rooms within Sands Cotai Central were utilized for quarantine purposes and certain rooms across our Macao properties for lodging provided to team members due to travel restrictions, driven by the COVID-19 Pandemic described above. The following table summarizes the results of our room activity:

| | Six Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Change |
| | (Room revenues in millions) | | |
| **Macao Operations:** | | | |
| ***The Venetian Macao*** | | | |
| Total room revenues | $ 22 | $ 110 | (80.0) % |
| Occupancy rate | 22.3 % | 95.3 % | (73.0) pts |
| Average daily room rate (ADR) | $ 237 | $ 225 | 5.3 % |
| Revenue per available room (RevPAR) | $ 53 | $ 214 | (75.2) % |
| ***Sands Cotai Central*** | | | |
| Total room revenues | $ 27 | $ 161 | (83.2) % |
| Occupancy rate | 23.0 % | 96.1 % | (73.1) pts |
| Average daily room rate (ADR) | $ 174 | $ 156 | 11.5 % |
| Revenue per available room (RevPAR) | $ 40 | $ 150 | (73.3) % |
| ***The Parisian Macao*** | | | |
| Total room revenues | $ 14 | $ 64 | (78.1) % |
| Occupancy rate | 21.9 % | 97.2 % | (75.3) pts |
| Average daily room rate (ADR) | $ 167 | $ 158 | 5.7 % |
| Revenue per available room (RevPAR) | $ 37 | $ 153 | (75.8) % |
| ***The Plaza Macao and Four Seasons Hotel Macao*** | | | |
| Total room revenues | $ 5 | $ 20 | (75.0) % |
| Occupancy rate | 26.4 % | 89.8 % | (63.4) pts |
| Average daily room rate (ADR) | $ 332 | $ 335 | (0.9) % |
| Revenue per available room (RevPAR) | $ 88 | $ 301 | (70.8) % |
| ***Sands Macao*** | | | |
| Total room revenues | $ 3 | $ 9 | (66.7) % |
| Occupancy rate | 35.9 % | 99.7 % | (63.8) pts |
| Average daily room rate (ADR) | $ 176 | $ 174 | 1.1 % |
| Revenue per available room (RevPAR) | $ 63 | $ 173 | (63.6) % |
| **Singapore Operations:** | | | |
| ***Marina Bay Sands*** | | | |
| Total room revenues | $ 75 | $ 195 | (61.5) % |
| Occupancy rate | 78.9 % | 97.6 % | (18.7) pts |
| Average daily room rate (ADR) | $ 415 | $ 437 | (5.0) % |
| Revenue per available room (RevPAR) | $ 327 | $ 427 | (23.4) % |
| **U.S. Operations:** | | | |
| ***Las Vegas Operating Properties*** | | | |
| Total room revenues | $ 136 | $ 313 | (56.5) % |
| Occupancy rate | 74.9 % | 96.1 % | (21.2) pts |
| Average daily room rate (ADR) | $ 256 | $ 257 | (0.4) % |
| Revenue per available room (RevPAR) | $ 192 | $ 247 | (22.3) % |

Note: We completed the sale of Sands Bethlehem on May 31, 2019.

Food and beverage revenues decreased $305 million compared to the six months ended June 30, 2019. The decrease was mainly due to decreases of $127 million, $99 million and $68 million at our Macao operating

properties, our Las Vegas Operating Properties and Marina Bay Sands, respectively, as a result of the COVID-19 Pandemic described above.

Mall revenues decreased $181 million compared to the six months ended June 30, 2019. The decrease was primarily due to $170 million in rent concessions granted to our mall tenants in Macao and Singapore in response to the COVID-19 Pandemic.

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 malls on the Cotai Strip in Macao and in Singapore:

| | Six Months Ended June 30,[1] | | |
|---|---|---|---|
| | 2020 | 2019 | Change |
| | (Mall revenues in millions) | | |
| **Macao Operations:** | | | |
| ***Shoppes at Venetian*** | | | |
| Total mall revenues | $ 47 | $ 118 | (60.2) % |
| Mall gross leasable area (in square feet) | 812,934 | 812,966 | — % |
| Occupancy | 85.6 % | 91.3 % | (5.7) pts |
| Base rent per square foot | $ 293 | $ 270 | 8.5 % |
| Tenant sales per square foot[2] | $ 1,224 | $ 1,688 | (27.5) % |
| ***Shoppes at Cotai Central***[3] | | | |
| Total mall revenues | $ 16 | $ 32 | (50.0) % |
| Mall gross leasable area (in square feet) | 525,497 | 523,511 | 0.4 % |
| Occupancy | 87.6 % | 91.3 % | (3.7) pts |
| Base rent per square foot | $ 102 | $ 106 | (3.8) % |
| Tenant sales per square foot[2] | $ 603 | $ 967 | (37.6) % |
| ***Shoppes at Parisian*** | | | |
| Total mall revenues | $ 10 | $ 26 | (61.5) % |
| Mall gross leasable area (in square feet) | 295,963 | 295,915 | — % |
| Occupancy | 86.8 % | 89.9 % | (3.1) pts |
| Base rent per square foot | $ 150 | $ 151 | (0.7) % |
| Tenant sales per square foot[2] | $ 561 | 650 | (13.7) % |
| ***Shoppes at Four Seasons*** | | | |
| Total mall revenues | $ 26 | $ 62 | (58.1) % |
| Mall gross leasable area (in square feet) | 242,425 | 241,548 | 0.4 % |
| Occupancy | 94.6 % | 97.6 % | (3.0) pts |
| Base rent per square foot | $ 544 | $ 465 | 17.0 % |
| Tenant sales per square foot[2] | $ 3,775 | $ 4,505 | (16.2) % |
| **Singapore Operations:** | | | |
| ***The Shoppes at Marina Bay Sands*** | | | |
| Total mall revenues | $ 45 | $ 85 | (47.1) % |
| Mall gross leasable area (in square feet) | 593,756 | 601,313 | (1.3) % |
| Occupancy | 95.3 % | 94.7 % | 0.6 pts |
| Base rent per square foot | $ 254 | $ 265 | (4.2) % |
| Tenant sales per square foot[2] | $ 1,500 | $ 1,945 | (22.9) % |

Note: This table excludes the results of our mall operations at Sands Macao and Sands Bethlehem.

1) As GLA, occupancy, base rent per square foot and tenant sales per square foot are calculated as of June 30, 2020 and 2019, they are identical to the summary presented herein for the three months ended June 30, 2020 and 2019, respectively.

2) 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.

3) The Shoppes at Cotai Central will feature up to approximately 600,000 square feet of gross leasable area upon completion of all phases of Sands Cotai Central's renovation, rebranding and expansion to The Londoner Macao.

Convention, retail and other revenues decreased $182 million compared to the six months ended June 30, 2019 driven by decreases of $56 million, $48 million and $27 million at our Macao operating properties, Las Vegas Operating Properties and Marina Bay Sands, respectively, as a result of the COVID-19 Pandemic described above. Additionally, there was a $41 million decrease related to our ferry operations, due to the temporary closure of the Hong Kong China Ferry Terminal in late January 2020 and the Hong Kong Macao Ferry Terminal in early February 2020 in response to the COVID-19 Pandemic.

***Operating Expenses***

Our operating expenses consisted of the following:

| | Six Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Percent Change |
| | (Dollars in millions) | | |
| Casino | $ 925 | $ 2,748 | (66.3)% |
| Rooms | 142 | 223 | (36.3)% |
| Food and beverage | 205 | 352 | (41.8)% |
| Mall | 28 | 35 | (20.0)% |
| Convention, retail and other | 83 | 155 | (46.5)% |
| Provision for credit losses | 35 | 11 | (218.2)% |
| General and administrative | 581 | 745 | (22.0)% |
| Corporate | 112 | 203 | (44.8)% |
| Pre-opening | 9 | 14 | (35.7)% |
| Development | 15 | 9 | 66.7 % |
| Depreciation and amortization | 575 | 590 | (2.5)% |
| Amortization of leasehold interests in land | 27 | 23 | 17.4 % |
| Loss on disposal or impairment of assets | 10 | 7 | 42.9 % |
| Total operating expenses | $ 2,747 | $ 5,115 | (46.3)% |

Operating expenses were $2.75 billion for the six months ended June 30, 2020, a decrease of $2.37 billion compared to $5.12 billion for the six months ended June 30, 2019. The decrease was primarily driven by a $1.82 billion decrease in casino expenses. Additionally, general and administrative expenses decreased $164 million and food and beverage expenses decreased $147 million driven by the COVID-19 Pandemic, described above. Although management has implemented certain cost reduction programs, operating margins in each business segment were negatively impacted due to employee and other costs incurred during this period of decreased visitation and property closures. We have maintained our staffing levels across our jurisdictions through the government mandated closures amid significantly reduced visitation. The level of payroll costs during the period were reduced by $76 million in connection with the Job Support Scheme in Singapore and the Employee Retention Credit under the CARES Act in the U.S. We have also implemented payroll cost saving initiatives across each of our properties, including utilization of paid time off and voluntary unpaid leave.

Casino expenses decreased $1.82 billion compared to the six months ended June 30, 2019. The decrease was primarily attributable to a decrease of $1.55 billion in gaming taxes due to decreased casino revenues, as previously described. Additionally, the sale of Sands Bethlehem in May 2019 resulted in a $127 million decrease.

Room expenses decreased $81 million compared to the six months ended June 30, 2019. The decrease was driven by decreases of $39 million, $29 million and $11 million at our Macao operating properties, our Las Vegas Operating Properties and Marina Bay Sands, respectively. These decreases are consistent with the reduction in room revenue.

Food and beverage expenses decreased $147 million compared to the six months ended June 30, 2019, due to decreases of $66 million, $36 million and $36 million at our Macao operating properties, Marina Bay Sands and our Las Vegas Operating Properties, respectively. These decreases are consistent with the reduction in food and beverage revenues.

Convention, retail and other expenses decreased $72 million compared to the six months ended June 30, 2019 driven by a decrease of $35 million related to the closure of the ferry terminals previously described. Additionally, our Macao operating properties, Las Vegas Operating Properties and Marina Bay Sands decreased $15 million, $13 million and $7 million, respectively, as a result of the COVID-19 Pandemic described above.

The provision for credit losses was $35 million for the six months ended June 30, 2020, compared to $11 million for the six months ended June 30, 2019. The increase resulted from increased collections of previously reserved customer balances during the six months ended June 30, 2019. 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 the amount of our provision for credit losses 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 decreased $164 million compared to the six months ended June 30, 2019 due to decreases of $68 million, $38 million and $27 million at our Macao operating properties, Marina Bay Sands and our Las Vegas Operating Properties, respectively. The decreases were primarily driven by decreases in marketing, payroll and property operations costs. Additionally, the sale of Sands Bethlehem in May 2019 resulted in a $33 million decrease.

Corporate expenses decreased $91 million compared to the six months ended June 30, 2019. The decrease was primarily due to a nonrecurring legal settlement during the six months ended June 30, 2019.

Pre-opening expenses represents personnel and other costs incurred prior to the opening of new ventures, which are expensed as incurred. Pre-opening expenses decreased $5 million compared to the six months ended June 30, 2019, primarily due to the opening of new venues at Marina Bay Sands in the second quarter of 2019.

Development expenses include the costs associated with our evaluation and pursuit of new business opportunities, which are also expensed as incurred.

***Segment Adjusted Property EBITDA***

The following table summarizes information related to our segments (see "Item 1 — Financial Statements — Notes to Condensed Consolidated Financial Statements — Note 8 — Segment Information" for discussion of our operating segments and a reconciliation of consolidated adjusted property EBITDA to net income/loss):

| | Six Months Ended June 30, | | |
|---|---|---|---|
| | 2020 | 2019 | Percent Change |
| | (Dollars in millions) | | |
| Macao: | | | |
| The Venetian Macao | $ (48) | $ 697 | (106.9)% |
| Sands Cotai Central | (79) | 377 | (121.0)% |
| The Parisian Macao | (84) | 302 | (127.8)% |
| The Plaza Macao and Four Seasons Hotel Macao | 10 | 168 | (94.0)% |
| Sands Macao | (32) | 83 | (138.6)% |
| Ferry Operations and Other | (12) | (4) | 200.00 % |
| | (245) | 1,623 | (115.1)% |
| Marina Bay Sands | 169 | 769 | (78.0)% |
| United States: | | | |
| Las Vegas Operating Properties | (34) | 274 | (112.4)% |
| Sands Bethlehem[1] | — | 52 | (100.0)% |
| | (34) | 326 | (110.4)% |
| Consolidated adjusted property EBITDA | $ (110) | $ 2,718 | (104.0)% |

(1) We completed the sale of Sands Bethlehem on May 31, 2019. Results of operations include Sands Bethlehem through May 30, 2019.

Adjusted property EBITDA at our Macao operations decreased $1.87 billion compared to the six months ended June 30, 2019, primarily due to decreased casino revenues driven by government mandated travel restrictions, property closures and overall reduced visitation since late January 2020 resulting from the COVID-19 Pandemic.

Adjusted property EBITDA at Marina Bay Sands decreased $600 million compared to the six months ended June 30, 2019. The decrease was primarily due to decreased casino revenues, driven by the temporary closure of the property on April 7, 2020, resulting from the COVID-19 Pandemic.

Adjusted property EBITDA at our Las Vegas Operating Properties decreased $308 million compared to the six months ended June 30, 2019. The decrease was primarily due to decreased room and casino revenues driven by the temporary closure of the property on March 18, 2020, resulting from the COVID-19 Pandemic.

***Interest Expense***

The following table summarizes information related to interest expense:

| | Six Months Ended June 30, | |
|---|---|---|
| | 2020 | 2019 |
| | (Dollars in millions) | |
| Interest cost | $ 250 | $ 280 |
| Add — imputed interest on deferred proceeds from sale of The Shoppes at The Palazzo | 6 | 7 |
| Less — capitalized interest | (7) | (3) |
| Interest expense, net | $ 249 | $ 284 |
| Weighted average total debt balance | $ 12,778 | $ 12,078 |
| Weighted average interest rate | 3.9 % | 4.6 % |

Interest cost decreased $30 million compared to the six months ended June 30, 2019, resulting primarily from a decrease in our weighted average interest rate. The decrease was primarily due to the impact of the interest rate swap hedges on $5.50 billion of our SCL Senior Notes issued in August 2018. This was partially offset by an increase in the weighted average total debt balance, due to the issuance of the 2025 LVSC Senior Notes on November 25, 2019. Additionally, the 2026 and 2030 SCL Senior Notes were issued on June 4, 2020.

***Other Factors Affecting Earnings***

Other income was $34 million for the six months ended June 30, 2020, compared to other expense of $1 million for the six months ended June 30, 2019. The change from the prior year period was due primarily to increases of $21 million in foreign currency transaction gains from the impact of foreign currency exchange rate increase of 578 basis points on Singapore dollar denominated intercompany debt reported in U.S. dollars and $16 million from the impact of foreign currency exchange rate decrease of 228 basis points on U.S. dollar denominated debt held by Sands China Ltd.

Our income tax benefit was $29 million on a loss before income taxes of $1.07 billion for the six months ended June 30, 2020. This compares to a 14.8% effective income tax rate for the six months ended June 30, 2019. The effective income tax rate for the six months ended June 30, 2019, would have been 9.9% without the discrete income tax expense of $161 million resulting from the sale of Sands Bethlehem. The income tax benefit for the six months ended June 30, 2020, reflects a 17% statutory tax rate on our Singapore operations, a 21% corporate income tax on our domestic operations and a zero percent tax rate on our Macao gaming operations due to our income tax exemption in Macao. Our Singapore and U.S. operations recorded tax benefits associated with the pre-tax book losses incurred during the six months ended June 30, 2020. Our U.S. tax benefit was partially offset by a valuation allowance recorded on certain U.S. foreign tax credits, which we no longer expect to utilize due to lower royalty income resulting from a decrease in revenues from Macao and Singapore compared to prior estimates.

The net loss attributable to our noncontrolling interests was $215 million for the six months ended June 30, 2020, compared to net income attributable to our noncontrolling interest of $316 million for the six months ended June 30, 2019. These amounts were 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, The Plaza Macao and Four Seasons Hotel Macao, Sands Cotai Central, The Parisian Macao and Marina Bay Sands. Management believes 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, and reimbursements for common area maintenance ("CAM") and other expenditures.

The following tables summarize the results of our mall operations on the Cotai Strip and at Marina Bay Sands for the three and six months ended June 30, 2020 and 2019:

| | Shoppes at Venetian | Shoppes at Four Seasons | Shoppes at Cotai Central | Shoppes at Parisian | The Shoppes at Marina Bay Sands |
|---|---|---|---|---|---|
| | | | (In millions) | | |
| **For the three months ended June 30, 2020** | | | | | |
| Mall revenues: | | | | | |
| Minimum rents[1] | $ 47 | $ 30 | $ 9 | $ 9 | $ 33 |
| Overage rents | 1 | — | 1 | — | — |
| Rent concessions[2] | (39) | (23) | (8) | (8) | (33) |
| Total overage rents and rent concessions | (38) | (23) | (7) | (8) | (33) |
| CAM, levies and direct recoveries | 9 | 2 | 5 | 3 | 3 |
| Total mall revenues | 18 | 9 | 7 | 4 | 3 |
| Mall operating expenses: | | | | | |
| Common area maintenance | 3 | 1 | 2 | 1 | 2 |
| Marketing and other direct operating expenses | 1 | — | — | 1 | — |
| Mall operating expenses | 4 | 1 | 2 | 2 | 2 |
| Property taxes[3] | 1 | — | — | — | — |
| Recovery of credit losses | (2) | (1) | — | — | — |
| Mall-related expenses[4] | $ 3 | $ — | $ 2 | $ 2 | $ 2 |
| **For the three months ended June 30, 2019** | | | | | |
| Mall revenues: | | | | | |
| Minimum rents[1] | $ 49 | $ 28 | $ 9 | $ 11 | $ 32 |
| Overage rents | 4 | 1 | 2 | — | 4 |
| CAM, levies and direct recoveries | 9 | 2 | 5 | 3 | 6 |
| Total mall revenues | 62 | 31 | 16 | 14 | 42 |
| Mall operating expenses: | | | | | |
| Common area maintenance | 4 | 2 | 2 | 2 | 4 |
| Marketing and other direct operating expenses | 2 | — | 1 | 1 | 1 |
| Mall operating expenses | 6 | 2 | 3 | 3 | 5 |
| Property taxes[3] | — | — | — | — | 2 |
| Recovery of credit losses | — | — | — | (1) | — |
| Mall-related expenses[4] | $ 6 | $ 2 | $ 3 | $ 2 | $ 7 |

| | Shoppes at Venetian | Shoppes at Four Seasons | Shoppes at Cotai Central | Shoppes at Parisian | The Shoppes at Marina Bay Sands |
|---|---|---|---|---|---|
| | | | (In millions) | | |
| **For the six months ended June 30, 2020** | | | | | |
| Mall revenues: | | | | | |
| Minimum rents[1] | $ 97 | $ 60 | $ 19 | $ 18 | $ 68 |
| Overage rents | 1 | 1 | 2 | — | 3 |
| Rent concessions[2] | (68) | (40) | (14) | (13) | (35) |
| Total overage rents and rent concessions | (67) | (39) | (12) | (13) | (32) |
| CAM, levies and direct recoveries | 17 | 5 | 9 | 5 | 9 |
| Total mall revenues | 47 | 26 | 16 | 10 | 45 |
| Mall operating expenses: | | | | | |
| Common area maintenance | 6 | 2 | 3 | 2 | 6 |
| Marketing and other direct operating expenses | 3 | 1 | 1 | 2 | 2 |
| Mall operating expenses | 9 | 3 | 4 | 4 | 8 |
| Property taxes[3] | 1 | — | — | — | 1 |
| Provision for credit losses | 1 | — | 1 | 1 | — |
| Mall-related expenses[4] | $ 11 | $ 3 | $ 5 | $ 5 | $ 9 |
| **For the six months ended June 30, 2019** | | | | | |
| Mall revenues: | | | | | |
| Minimum rents[1] | $ 96 | $ 55 | $ 19 | $ 20 | $ 66 |
| Overage rents | 5 | 2 | 4 | — | 7 |
| CAM, levies and direct recoveries | 17 | 5 | 9 | 6 | 12 |
| Total mall revenues | 118 | 62 | 32 | 26 | 85 |
| Mall operating expenses: | | | | | |
| Common area maintenance | 8 | 3 | 4 | 3 | 8 |
| Marketing and other direct operating expenses | 3 | 1 | 1 | 2 | 2 |
| Mall operating expenses | 11 | 4 | 5 | 5 | 10 |
| Property taxes[3] | — | — | — | — | 3 |
| Recovery of credit losses | — | — | — | (1) | — |
| Mall-related expenses[4] | $ 11 | $ 4 | $ 5 | $ 4 | $ 13 |

Note: These tables exclude the results of our mall operations at Sands Macao and Sands Bethlehem, which was sold in May 2019.

(1) Minimum rents include base rents and straight-line adjustments of base rents.

(2) Rent concessions were provided to tenants as a result of the COVID-19 Pandemic and the impact on mall operations.

(3) Commercial property that generates rental income is exempt from property tax for the first six years for newly constructed buildings in Cotai. Each property is also eligible to obtain an additional six-year exemption, provided certain qualifications are met. To date, The Venetian Macao, The Plaza Macao and Four Seasons Hotel Macao, Sands Cotai Central and The Parisian Macao have obtained a second exemption. The exemption for The Venetian Macao expired in August 2019 and the exemption for The Plaza Macao and Four Seasons Hotel Macao, Sands Cotai Central and The Parisian Macao will be expiring in August 2020, December 2027 and September 2028, respectively.

(4) Mall-related expenses consist of CAM, marketing fees and other direct operating expenses, property taxes and provision for credit losses, 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. 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.

In the tables above, we believe 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.

**Development Projects**

We regularly evaluate opportunities to improve our product offerings, such as refreshing our meeting and convention facilities, suites and rooms, retail malls, restaurant and nightlife mix and our gaming areas, as well as other anticipated revenue-generating additions to our Integrated Resorts.

***Macao***

Our construction work continues for the renovation, expansion and rebranding of Sands Cotai Central into a new destination Integrated Resort, The Londoner Macao. The Londoner Macao will feature new attractions and features internally and externally from London, including some of London's most recognizable landmarks, such as the Houses of Parliament and Big Ben. The expanded retail areas will be rebranded to the Shoppes at Londoner and we will add new food and beverage venues. We will add approximately 370 luxury suites in the Londoner Court, and the prior Holiday Inn-branded rooms and suites are being converted to approximately 600 London-themed suites, referred to as The Londoner Hotel. We are utilizing suites as they are completed on a simulation basis for trial and feedback purposes. We expect the Londoner Court to be completed in late 2020 and The Londoner Macao project to be completed in phases throughout 2020 and 2021.

Construction of The Grand Suites at Four Seasons is now complete and features 289 additional luxury suites. We have initiated approved gaming operations in this space and are utilizing suites on a simulation basis for trial and feedback purposes.

We anticipate the total costs associated with these development projects to be approximately $2.2 billion. The ultimate costs and completion dates for these projects are subject to change as we complete the projects.

***Singapore***

In April 2019, our wholly owned subsidiary, Marina Bay Sands Pte. Ltd. ("MBS") and the Singapore Tourism Board (the "STB") entered into the Development Agreement pursuant to which MBS will construct a development, the MBS Expansion Project, which will include a hotel tower with a rooftop attraction, convention and meeting facilities and a state-of-the-art live entertainment arena with approximately 15,000 seats. The Development Agreement provides for a total project cost of approximately SGD 4.5 billion (approximately $3.2 billion at exchange rates in effect on June 30, 2020). The amount of the total project cost will be finalized as we complete design and development and begin construction. In connection with the Development Agreement, MBS entered into a lease with the STB for the parcels of land underlying the project. In April 2019 and in connection with the lease, MBS provided various governmental agencies in Singapore the required premiums, deposits, stamp duty, goods and services tax and other fees in an aggregate amount of approximately SGD 1.54 billion (approximately $1.14 billion at exchange rates in effect at the time of the transaction). We amended our 2012 Singapore Credit Facility to provide for the financing of the development and construction costs, fees and other expenses related to the MBS Expansion Project pursuant to the Development Agreement. On June 18, 2020, MBS, entered into an amendment letter that amends the facility agreement originally dated as of June 25, 2012 and extends to June 30, 2021, the deadline for delivering the construction costs estimate and the construction schedule, in each case for the MBS expansion project.

***Other***

We continue to evaluate additional development projects in each of our markets and pursue new development opportunities globally.

**Liquidity and Capital Resources**

***Cash Flows — Summary***

Our cash flows consisted of the following:

| | Six Months Ended June 30, | |
|---|---|---|
| | 2020 | 2019 |
| | (In millions) | |
| Net cash generated from (used in) operating activities | $ (1,022) | $ 896 |
| Cash flows from investing activities: | | |
| Net proceeds from sale of Sands Bethlehem | — | 1,160 |
| Capital expenditures | (702) | (453) |
| Proceeds from disposal of property and equipment | 1 | 1 |
| Acquisition of intangible assets | — | (53) |
| Net cash generated from (used in) investing activities | (701) | 655 |
| Cash flows from financing activities: | | |
| Proceeds from exercise of stock options | 18 | 39 |
| Repurchase of common stock | — | (354) |
| Dividends paid and noncontrolling interest payments | (911) | (1,821) |
| Proceeds from long-term debt | 1,899 | — |
| Repayments on long-term debt | (435) | (51) |
| Payments of financing costs | (24) | — |
| Net cash generated from (used in) financing activities | 547 | (2,187) |
| Effect of exchange rate on cash, cash equivalents and restricted cash | (34) | 6 |
| Decrease in cash, cash equivalents and restricted cash | (1,210) | (630) |
| Cash, cash equivalents and restricted cash at beginning of period | 4,242 | 4,661 |
| Cash, cash equivalents and restricted cash at end of period | $ 3,032 | $ 4,031 |

***Cash Flows — Operating Activities***

Table games play at our properties is conducted on a cash and credit basis, while slot machine play is primarily conducted on a cash basis. Our rooms, food and beverage and other non-gaming revenues are conducted primarily on a cash basis or as a trade receivable, resulting in operating cash flows being generally affected by changes in operating income and accounts receivable. Net cash generated from operating activities for the six months ended June 30, 2020, decreased $1.92 billion compared to the six months ended June 30, 2019. The main factor driving this decrease was the impact of the COVID-19 Pandemic on our operations, which significantly reduced visitation to our properties and caused the temporary shutdown of all of our properties at various times during the first six months of 2020 as described above. We had a cash usage for operations in 2020 of $1.02 billion due to limited revenues. The COVID-19 Pandemic impacted our working capital, which was a cash outflow during the six months ended June 30, 2020 as the amount of receivables collected was less than the settlement of operating accrued liabilities and a reduction to patron deposits and outstanding chips. In addition, the $896 million of cash flow from operations in the prior year were impacted by the land lease payment made in 2019 in connection with the MBS Expansion Project.

***Cash Flows — Investing Activities***

Capital expenditures for the six months ended June 30, 2020, totaled $702 million, including $578 million for construction and development activities in Macao, which consisted primarily of $374 million for Sands Cotai Central related primarily to The Londoner Macao, $129 million for The Plaza Macao and Four Seasons Hotel Macao related primarily to the Grand Suites at Four Seasons Macao and $66 million for The Venetian Macao; $61 million at Marina Bay Sands in Singapore; $60 million at our Las Vegas Operating Properties; and $3 million for corporate and other.

Capital expenditures for the six months ended June 30, 2019, totaled $453 million, including $227 million for construction and development activities in Macao, which consisted primarily of $109 million for Sands Cotai Central related primarily to the Londoner Macao, $60 million for The Plaza Macao and Four Seasons Hotel Macao

related primarily to the Grand Suites at Four Seasons Macao, $38 million for The Venetian Macao and $14 million for The Parisian Macao; $98 million at Marina Bay Sands in Singapore; $77 million at our Las Vegas Operating Properties; and $49 million for corporate and other.

***Cash Flows — Financing Activities***

Net cash flows used in financing activities were $547 million for the six months ended June 30, 2020, which was primarily attributable to $911 million in dividend payments and net proceeds of $1.46 billion on our various credit facilities, driven by the issuance of $1.50 billion of unsecured notes at SCL.

Net cash flows used in financing activities were $2.19 billion for the six months ended June 30, 2019, which was primarily attributable to $1.82 billion in dividend payments, $354 million in common stock repurchases and net repayments of $51 million on our various credit facilities.

***Capital Financing Overview***

We fund our development projects primarily through borrowings from our debt instruments and operating cash flows.

In June 2020, SCL issued, in a private offering, two series of unsecured notes in an aggregate principal amount of $1.50 billion. The net proceeds from the offering will be used for incremental liquidity and general corporate purposes.

Our U.S., SCL and Singapore credit facilities, as amended, contain various financial covenants, which include maintaining a maximum leverage ratio or net debt, as defined, to trailing twelve-month adjusted earnings before interest, income taxes, depreciation and amortization, as defined. In March 2020, SCL entered into a waiver and amendment request letter, pursuant to which lenders, among other things, waived SCL's requirement to ensure the maximum leverage ratio does not exceed 4.0x for any period beginning on, and including, January 1, 2020 and ending on, and including, July 1, 2021 (other than with respect to the financial year ended December 31, 2019). In June 2020, MBS entered into an amendment letter, such that MBS will not have to comply with the leverage or interest coverage covenants for the financial quarters ending, and including, September 30, 2020 through, and including, December 31, 2021. As of June 30, 2020, our U.S. and Singapore leverage ratios, as defined per the respective credit facility agreements were 1.4x and 2.9x compared to the maximum leverage ratios allowed of 4.0x and 4.5x, respectively.

We held unrestricted cash and cash equivalents of approximately $3.02 billion and restricted cash and cash equivalents of approximately $16 million as of June 30, 2020, of which approximately $1.79 billion of the unrestricted amount is held by non-U.S. subsidiaries. Of the $1.79 billion, approximately $1.31 billion is available to be repatriated to the U.S. and we do not expect withholding taxes or other foreign income taxes to apply should these earnings be distributed in the form of dividends or otherwise. The remaining unrestricted amounts held by non-U.S. subsidiaries are not available for repatriation primarily due to dividend requirements to third-party public stockholders in the case of funds being repatriated from SCL. We believe the cash on hand and cash flow generated from operations, as well as the $3.94 billion available for borrowing under our U.S., SCL and Singapore revolving credit facilities, net of outstanding letters of credit, and SGD 3.75 billion (approximately $2.69 billion at exchange rates in effect on June 30, 2020) under our Singapore Delayed Draw Term Facility as of June 30, 2020, will be sufficient to maintain compliance with the financial covenants of our credit facilities and fund our working capital needs, committed and planned capital expenditures, development opportunities and debt obligations. In the normal course of our activities, we will continue to evaluate global capital markets to consider future opportunities for enhancements of our capital structure.

On February 21, 2020 SCL paid a dividend of 0.99 Hong Kong dollars ("HKD") to SCL stockholders (a total of $1.03 billion, of which we retained $717 million during the six months ended June 30, 2020).

On March 26, 2020, we paid a quarterly dividend of $0.79 per common share as part of a regular cash dividend program and, during the six months ended June 30, 2020, recorded $603 million as a distribution against retained earnings.

We have suspended our quarterly dividend program and SCL did not pay a final dividend for 2019 due to the impact of the COVID-19 Pandemic.

We have a strong balance sheet and sufficient liquidity in place, including access to available borrowing capacity under our credit facilities. We believe we are well positioned to support our continuing operations, complete the major construction projects in Macao and Singapore that are underway and respond to the current COVID-19 Pandemic challenges. We have taken various mitigating measures to manage through the current environment, including a cost and capital expenditure reduction program to minimize cash outflow of non-essential items.

**Aggregate Indebtedness and Other Contractual Obligations**

As of June 30, 2020, there had been no material changes to our aggregated indebtedness and other contractual obligations previously reported in our Annual Report on Form 10-K for the year ended December 31, 2019, with the exception of the issuance of the 2026 and 2030 SCL Senior Notes. These transactions are summarized below:

| | Payments Due During Period Ending December 31, | | | | |
|---|---|---|---|---|---|
| | 2020[1] | 2021 - 2022 | 2023 - 2024 | Thereafter | Total |
| | (In millions) | | | | |
| **Long-Term Debt Obligations[2]** | | | | | |
| SCL Senior Notes due 2026 and 2030 | $ — | $ — | $ — | $ 1,500 | $ 1,500 |
| Fixed Interest Payments[3] | 17 | 125 | 122 | 214 | 478 |
| Total | $ 17 | $ 125 | $ 122 | $ 1,714 | $ 1,978 |

(1) Represents the six-month period ending December 31, 2020.

(2) See "Item 1 — Financial Statements — Notes to Condensed Consolidated Financial Statements — Note 2 — Long-Term Debt" for further details on these financing transactions.

(3) Represents the fixed interest payments related to the SCL Senior Notes due 2026 and 2030.

**Special Note Regarding Forward-Looking Statements**

This report contains forward-looking statements 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," "plans," "intends" and similar expressions, as they relate to our Company or management, are intended to identify forward-looking statements. Although we believe these forward-looking statements are reasonable, we cannot assure you any forward-looking statements will prove to be correct. These forward-looking statements involve known and unknown risks, uncertainties and other factors beyond our control, 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:

- the uncertainty of the extent, duration and effects of the COVID-19 Pandemic and the response of governments, including government-mandated property closures or travel restrictions, and other third parties on our business, results of operations, cash flows, liquidity and development prospects;
- 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;
- disruptions or reductions in travel, as well as disruptions in our operations, due to natural or man-made disasters, pandemics, epidemics or outbreaks of infectious or contagious diseases, political instability, civil unrest, terrorist activity or war;
- the uncertainty of consumer behavior related to discretionary spending and vacationing at our Integrated Resorts in Macao, Singapore and Las Vegas;

- the extensive regulations to which we are subject and the costs of compliance or failure to comply with such regulations;
- our ability to maintain our gaming licenses and subconcession in Macao, Singapore and Las Vegas;
- new developments, construction projects and ventures, including our Cotai Strip initiatives and MBS Expansion Project;
- regulatory policies in China or other countries in which our customers reside, or where we have operations, including visa restrictions limiting the number of visits or the length of stay for visitors from China to Macao, restrictions on foreign currency exchange or importation of currency, and the judicial enforcement of gaming debts;
- the ability of our subsidiaries to make distribution payments to us;
- our leverage, debt service and debt covenant compliance, including the pledge of certain of our assets (other than our equity interests in our subsidiaries) as security for our indebtedness and ability to refinance our debt obligations as they come due or to obtain sufficient funding for our planned, or any future, development projects;
- fluctuations in currency exchange rates and interest rates;
- increased competition for labor and materials due to planned construction projects in Macao and Singapore and quota limits on the hiring of foreign workers;
- our ability to obtain required visas and work permits for management and employees from outside countries to work in Macao, and our ability to compete for the managers and employees with the skills required to perform the services we offer at our properties;
- our dependence upon properties primarily in Macao, Singapore and Las Vegas for all of our cash flow;
- the passage of new legislation and receipt of governmental approvals for our operations in Macao and Singapore and other jurisdictions where we are planning to operate;
- our insurance coverage, including the risk we have not obtained sufficient coverage, may not be able to obtain sufficient coverage in the future, or will only be able to obtain additional coverage at significantly increased rates;
- our ability to collect gaming receivables from our credit players;
- our relationship with gaming promoters in Macao;
- our dependence on chance and theoretical win rates;
- fraud and cheating;
- our ability to establish and protect our IP rights;
- conflicts of interest that arise because certain of our directors and officers are also directors of SCL;
- 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, potential additional gaming licenses and online gaming;
- 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 and the impact of U.S. tax reform;
- the continued services of our key management and personnel;
- any potential conflict between the interests of our principal stockholder and us;

- labor actions and other labor problems;
- our failure to maintain the integrity of information systems that contain legally protected information about people and company data, including against past or future cybersecurity attacks, and any litigation or disruption to our operations resulting from such loss of data integrity;
- the completion of infrastructure projects in Macao;
- our relationship with GGP Limited Partnership or any successor owner of the Grand Canal Shoppes; and
- the outcome of any ongoing and future litigation.

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

Investors and others should note we announce material financial information using our investor relations website (https://investor.sands.com), our company website, SEC filings, investor events, news and earnings releases, public conference calls and webcasts. We use these channels to communicate with our investors and the public about our company, our products and services, and other issues.

In addition, we post certain information regarding SCL, a subsidiary of Las Vegas Sands Corp. with ordinary shares listed on The Stock Exchange of Hong Kong Limited, from time to time on our company website and our investor relations website. It is possible the information we post regarding SCL could be deemed to be material information.

The contents of these websites are not intended to be incorporated by reference into this Quarterly Report on Form 10-Q or in any other report or document we file, and any reference to these websites are intended to be inactive textual references only.

**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 exposures to market risk are interest rate risk associated with our long-term debt and interest rate swap contracts and foreign currency exchange rate risk associated with our operations outside the United States, which we may manage through the use of futures, options, caps, forward contracts and similar instruments. 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 currently consist of interest rate swap contracts on certain fixed-rate long-term debt, which have been designated as hedging instruments for accounting purposes.

As of June 30, 2020, the estimated fair value of our long-term debt was approximately $14.39 billion, compared to its contractual value of $13.95 billion. The estimated fair value of our long-term debt is based on recent trades, if available, and indicative pricing from market information (level 2 inputs). A hypothetical 100 basis point change in market rates would cause the fair value of our long-term debt to change by $573 million. A hypothetical 100 basis point change in the Singapore Swap Offer Rate would cause our annual interest cost on our long-term debt to change by approximately $29 million.

The total notional amount of our fixed-to-variable interest rate swaps was $5.50 billion as of June 30, 2020. The fair value of the interest rate swaps, on a stand-alone basis, as of June 30, 2020, was an asset of $73 million. As these interest rate swaps terminate in August 2020 and the final rate set was completed in May 2020, there will be no impact on these interest rate swaps from future changes in interest rates.

Foreign currency transaction gains were $34 million for the six months ended June 30, 2020, primarily due to U.S. dollar denominated debt issued by SCL and Singapore denominated intercompany debt reported in U.S. dollars. We may be vulnerable to changes in the U.S. dollar/SGD and U.S. dollar/pataca exchange rates. Based on balances as of June 30, 2020, a hypothetical 10% weakening of the U.S. dollar/SGD exchange rate would cause a foreign

currency transaction loss of approximately $30 million, and a hypothetical 1% weakening of the U.S. dollar/pataca exchange rate would cause a foreign currency transaction loss of approximately $57 million. The pataca is pegged to the Hong Kong dollar and the Hong Kong dollar is pegged to the U.S. dollar (within a narrow range). 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.

**ITEM 4 — *CONTROLS AND PROCEDURES***

**Evaluation of Disclosure Controls and Procedures**

Disclosure controls and procedures are designed to ensure information required to be disclosed in the reports 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 such information is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure. The Company's Chief Executive Officer and its Chief Financial Officer have evaluated the disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) of the Company as of June 30, 2020, and have concluded they are effective at the reasonable assurance level.

It should be noted any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance 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 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 a material effect, or were reasonably likely to have a material effect, on the Company's internal control over financial reporting.

## PART II OTHER INFORMATION

### ITEM 1 — *LEGAL PROCEEDINGS*

The Company is party to litigation matters and claims related to its operations. For more information, see the Company's Annual Report on Form 10-K for the year ended December 31, 2019, and "Part I — Item 1 — Financial Statements — Notes to Condensed Consolidated Financial Statements — Note 7 — Commitments and Contingencies" of this Quarterly Report on Form 10-Q.

### ITEM 1A — *RISK FACTORS*

In addition to the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2019, the following risk factor was identified:

***The COVID-19 Pandemic has adversely affected the number of visitors to our facilities and disrupted our operations, resulting in lower revenues and cash flows. This adverse impact is anticipated to continue until the global COVID-19 Pandemic is contained.***

The impact of the COVID-19 Pandemic and measures to prevent its spread are expected to continue to impact our results, operations, cash flows and liquidity.

We expect the impact of these disruptions, including the extent of their adverse impact on our financial and operational results, will be dictated by the length of time that such disruptions continue. Although all our properties are currently open, we cannot predict whether future closures would be appropriate or could be mandated. Even once travel advisories and restrictions are modified or cease to be necessary, demand for integrated resorts may remain weak for a significant length of time and we cannot predict if or when the gaming and non-gaming activities of our properties will return to pre-outbreak levels of volume or pricing. In particular, future demand for integrated resorts may be negatively impacted by the adverse changes in the perceived or actual economic climate, including higher unemployment rates, declines in income levels and loss of personal wealth or reduced business spending for meetings, incentives, conventions and exhibitions ("MICE") resulting from the impact of the COVID-19 Pandemic. In addition, we cannot predict the impact the COVID-19 Pandemic will have on our mall tenants in Macao and Singapore.

We are a parent company with limited business operations of our own. Our main asset is the capital stock of our subsidiaries. We conduct most of our business operations through our direct and indirect subsidiaries. Accordingly, our primary sources of cash are dividends and distributions with respect to our ownership interests in our subsidiaries derived from the earnings and cash flow generated by our operating properties. If the global response to contain COVID-19 escalates, or is unsuccessful, our subsidiaries' ability to generate sufficient earnings and cash flow to pay dividends or distributions in the future will be negatively impacted. For example, on April 17, 2020, SCL announced it will not pay a final dividend for 2019.

Our businesses would also be impacted should the disruptions from the COVID-19 Pandemic lead to prolonged changes in consumer behavior or could impact our current construction projects in Macao and Singapore. There are certain limitations on our ability to mitigate the adverse financial impact of these matters, such as the fixed costs at our properties, the access to construction labor due to immigration restrictions or construction materials due to vendor supply chain delays. The COVID-19 Pandemic also makes it more challenging for management to estimate the future performance of our businesses, particularly over the near to medium term. Any of these events may continue to disrupt our ability to staff our business adequately, could continue to generally disrupt our operations or construction projects and if the global response to contain the COVID-19 Pandemic escalates or is unsuccessful, would have a material adverse effect on our business, financial condition, results of operations and cash flows.

If we are required to raise additional capital in the future, our access to and cost of financing will depend on, among other things, global economic conditions, conditions in the global financing markets, the availability of sufficient amounts of financing, our prospects and our credit ratings. If our credit ratings were to be downgraded, or general market conditions were to ascribe higher risk to our rating levels, our industry, or us, our access to capital and the cost of any debt financing would be further negatively impacted. In addition, the terms of future debt agreements could include more restrictive covenants, or require incremental collateral, which may further restrict

our business operations or be unavailable due to our covenant restrictions then in effect. There is no guarantee that debt financings will be available in the future to fund our obligations, or that they will be available on terms consistent with our expectations. Our current debt service obligations contain a number of restrictive covenants that impose significant operating and financial restrictions on us, and our Macao, Singapore and U.S. credit agreements contain various financial covenants. SCL and MBS have each entered into a waiver and amendment request letter with their lenders to waive certain of their financial requirements through July 1, 2021 and December 31, 2021, respectively. While we currently anticipate we will continue to be in compliance with the financial requirements under our U.S. credit agreements, we cannot assure you that the impact of the COVID-19 Pandemic will not cause us to no longer be able to comply with the financial covenants, nor can we assure you that we would be able to obtain waivers from our lenders.

The COVID-19 Pandemic has had, and will continue to have, an adverse effect on our results of operations. Given the uncertainty around the extent and timing of the potential future spread or mitigation of the COVID-19 Pandemic and around the imposition or relaxation of protective measures, we cannot reasonably estimate the impact on our future results of operations, cash flows or financial condition.

**ITEM 6 — *EXHIBITS***

**List of Exhibits**

| Exhibit No. | Description of Document |
|---|---|
| 4.1 | Indenture, dated as of June 4, 2020, between SCL and U.S. Bank National Association, as trustee (incorporated by reference from Exhibit 4.1 to the Company's current report on Form 8-K (File No. 001-32373) filed on June 5, 2020). |
| 4.2 | Forms of 3.800% Senior Notes due 2026 and 4.375% Senior Notes due 2030 (incorporated by reference from Exhibit 4.2 (included in Exhibit 4.1) to the Company's current report on Form 8-K (File No. 001-32373) filed on June 5, 2020). |
| 10.1* | Amendment Letter, dated June 18, 2020, with respect to the facility agreement, originally dated as of June 25, 2012 (as amended, restated, amended and restated, supplemented and otherwise modified) among Marina Bay Sands Pte. Ltd., the lenders party thereto, DBS Bank Ltd., as the agent, and the other parties thereto (incorporated by reference from Exhibit 10.1 to the Company's current report on Form 8-K (File No. 001-32373) filed on June 19, 2020). |
| 10.2† | Employment Agreement, dated August 19, 2019, among Las Vegas Sands Corp., Las Vegas Sands, LLC and D. Zachary Hudson. |
| 31.1 | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1+ | Certification of Chief Executive Officer of Las Vegas Sands Corp. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2+ | Certification of Chief Financial Officer of Las Vegas Sands Corp. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101 | The following financial information from the Company's Quarterly Report on Form 10-Q for the three and six months ended June 30, 2020, formatted in Inline Extensible Business Reporting Language ("iXBRL"): (i) Condensed Consolidated Balance Sheets as of June 30, 2020 and December 31, 2019, (ii) Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2020 and 2019, (iii) Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended June 30, 2020 and 2019, (iv) Condensed Consolidated Statements of Equity for the three and six months ended June 30, 2020 and 2019, (v) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2020 and 2019, and (vi) Notes to Condensed Consolidated Financial Statements. |
| 104 | Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document |

* Certain portions of this document that constitute confidential information have been redacted in accordance with Regulation S-K, Item 601(b)(10).

† Denotes a management contract or compensatory arrangement.

+ This exhibit will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Such exhibit shall not be deemed incorporated into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**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.

July 24, 2020 By: /S/ SHELDON G. ADELSON

Sheldon G. Adelson
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

July 24, 2020 By: /S/ PATRICK DUMONT

Patrick Dumont
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

August 19, 2019

Zachary Hudson

Dear Zac:

This letter (this "Agreement ") sets forth the terms and conditions of your employment with Las Vegas Sands Corp., a Nevada corporation ("LVSC"), and Las Vegas Sands, LLC, a wholly owned subsidiary of LVSC (together with LVSC, the "Company"), and is entered into by and between you and the Company effective as of September 30, 2019 (the "Effective Date"). For valuable consideration and intending to be legally bound, you and the Company agree as follows:

1. **Title of Position**. Executive Vice President and Global General Counsel of the Company.

2. **Duties and Responsibilities**. You shall have all of the duties and responsibilities as are generally associated with the position of Executive Vice President and Global General Counsel, including those duties set forth in Exhibit A attached hereto, which may be amended from time to time by the Company's Chief Executive Officer ("CEO"). In performing your duties and responsibilities, you shall comply with all Company policies and procedures. You shall report directly to the CEO, or his designee, consistent with law. With the exception of business travel necessary to the performance of your position, you shall perform your duties and responsibilities in the Company's corporate office as it may be located from time to time, and presently located at 3355 Las Vegas Blvd. South, Las Vegas, NV, 89109.

3. **Term**. The term of your employment under this Agreement will start on September 30, 2019 and continue through September 30, 2022, unless terminated earlier as provided in this Agreement.

4. **Base Salary**. As compensation for services rendered during your employment with the Company, you will receive an annual gross base salary of $850,000.00, subject to applicable withholdings, and payable in equal installments every two weeks or otherwise in accordance with the regular Company payroll practice.

5. **Bonus/Incentive**. You will be eligible for an annual bonus ("Bonus") under the applicable executive bonus program in which the Company's senior executives participate targeted at up to 100% of your then-current base salary, with such annual performance criteria approved by the CEO and established by the Compensation Committee of the Board (the "Compensation Committee"). Any bonus shall be payable at the same time as annual bonuses are paid to other senior executives of the Company, but no later than March 15 of the year immediately following the year to which the bonus relates, subject to your continued employment throughout the payment date, other than if terminated without Cause. For 2019, your bonus, if any, will be prorated.

6. **Equity Award**. Management has recommended to, and the Compensation Committee of LVSC's Board of Directors has approved, that on your first date of employment with the Company (the "Date of Grant" as defined under the LVSC 2004 Equity Award Plan (the "Plan")), you will be granted options to purchase 150,000 shares of the Company's common stock under the Plan, vesting in thirds equally over the 1st, 2nd, and 3rd anniversary date of such Date of Grant.

7. **Benefits**. In addition to the compensation set forth above, you will be eligible to participate in all fringe benefits programs available to other senior executives of similar level of responsibility including group medical and dental insurance, life and disability insurance, and a 401(k) retirement plan, in accordance with the terms of those plans, details of which will be provided to you. During your 90-day waiting period to become eligible for coverage under the Company's health benefits, the Company will reimburse you for COBRA premiums on the express conditions that you (i) submit requests for reimbursement, together with documentation showing that you paid the required COBRA premium, within 30 days after you have paid each premium, and (ii) you continue to be employed by the Company during your 90-day waiting period. You will be eligible to participate in the Company's 401(k) savings plan on the first day of your employment. You will also be eligible to participate in the Company's paid time off plan (flex) beginning on your first day of employment in accordance with the terms of that plan, provided, however, that you will accrue flex time at an annual rate of 28 days.

8. **Relocation**. You will receive a one-time lump sum payment of $67,000 (net) to be used towards your expenses to relocate you and your family to Las Vegas, Nevada, which payment will be subject to The Las Vegas Sands Corp. Relocation Policy and the Relocation Repayment Agreement, a copy of which will be given to you for review and signature.

9. **Exclusive Services**. You agree to faithfully and diligently devote all business and professional time, attention, energy, experience and ability to promote the business and interests of the Company. While employed by the Company, you agree you will not engage in any other employment, occupation, consultation, or business pursuit which would interfere with or take time away from the discharge of your responsibilities under this Agreement without the prior written consent of the Company's CEO. You acknowledge that your services will be unique, special, and original, and will be financially and competitively valuable to the Company, and that your violation of this paragraph will cause the Company irreparable harm for which money damages alone would not adequately compensate the Company. Accordingly, you acknowledge that if you violate this paragraph, the Company has the right to apply for and obtain injunctive relief to stop such violation, in addition to other appropriate relief. Notwithstanding the foregoing, you may continue to serve in the capacity of advisor to, or board member of, the non-competing businesses or organizations you currently serve and have disclosed on Schedule 1 (attached hereto). Furthermore, you agree to notify the Company of any future contemplated service of a similar nature or capacity, which the Company's CEO may approve or not in his sole discretion. This paragraph also shall not preclude you from engaging in civic, charitable or religious activities.

10. **Licensing Requirements**. Your employment is conditioned upon your approval for licensing by the gaming authorities with jurisdiction over the Company or its affiliates which may require your licensing. You agree, at the Company's sole cost and expense, to cooperate with the gaming authorities to acquire or maintain any license in full force and effect and in good standing.

11. **Termination of Employment**.

a. Termination by Company for Cause. The Company may terminate your employment for Cause at any time upon and by giving written notice to you of the particular act(s) or failure(s) to act providing the basis for termination. For purposes of this Agreement, "Cause" shall mean a termination based on any of the following as they apply to you: (i) conviction, or a guilty plea, or a nolo contendere plea, or an Alford plea to a felony, or a conviction of a misdemeanor involving moral turpitude which materially affects your ability to perform duties or materially adversely affects the Company or its reputation; or (ii) misappropriation of any material funds or property of the Company, commission of fraud or embezzlement with respect to the Company, or any material act of dishonesty in relation to your employment regardless of whether such act results or was intended to result in your direct or indirect personal gain or enrichment; or (iii) use of alcohol or drugs that renders you unable to perform the functions of your job or carry out your duties; or (iv) failure to render services including, without limitation, any licensing requirements or the failure to follow directions communicated by your management; or (v) any act, or failure to act, (including disclosure of confidential information) that is likely to prejudice the business or reputation of the Company or to result in any material economic or other harm to the Company; or (vi) any act, or failure to act, on your part which brings material disrepute upon you, either personally or professionally; or (vii) violation of any law, rule, or regulation of any governmental or regulatory body material to the business of Company or its affiliates; or (viii) the loss, inability to attain, revocation or suspension of any license or certification necessary for you to discharge your duties on behalf of the Company; or (ix) willful and persistent failure by you to reasonably perform your duties. Except for a failure, breach, or refusal to perform any of which, by its nature, cannot reasonably be expected to be cured, you shall have ten (10) business days from the delivery of written notice by the Company within which to cure any acts constituting Cause; provided however, that, if the Company reasonably expects irreparable injury from a delay of ten (10) business days, the Company may give you notice of such shorter period within which to cure as is reasonable under the circumstances, which may include the termination of your employment without notice and with immediate effect

In the event of a termination of your employment for Cause, you shall be entitled to receive as sole compensation: your base salary at the rate in effect at the time of termination through the effective date of the termination of employment; reimbursement for reasonable expenses incurred, but not paid prior to the effective date of such termination of employment subject to Company's policies, including providing of supporting receipts; and such rights to other compensation and benefits as may be provided in applicable plans and programs of Company, including, without limitation, applicable employee benefit plans and programs, according to the terms and conditions of such plans and programs; however, nothing in this subsection shall be read to entitle you to any bonus unpaid as of the effective date of termination.

b. Termination by Company without Cause; Termination by You for Good Reason. The Company may terminate your employment without Cause at any time by giving you written notice to that effect. You may terminate your employment for Good Reason (as defined below) upon 60 days advance written notice. In the event that the Company terminates your employment without Cause or you terminate your employment for Good Reason, you shall thereupon be entitled to lump sum payment in the amount of twelve (12) months of your base salary then in effect), subject to applicable withholdings. Should the Company terminate your employment without cause, you will also: be reimbursed for reasonable expenses incurred, but not paid prior to the effective date of such

termination of employment, subject to Company policies including providing of supporting receipts; be entitled to such rights to other compensation and benefits as may be provided in applicable plans and programs of the Company, including, without limitation, applicable employee benefit plans and programs, according to the terms and conditions of such plans and programs including COBRA benefits at your own expense; and a relocation to the city of your choice in the continental United States pursuant to the Company's relocation policy.

"Good Reason," as used above, shall mean the occurrence of any of the following without your consent: (i) the Company's removal of you from the position of Executive Vice President and/or Global General Counsel of the Company; (ii) a relocation of your principal place of employment by more than 200 miles, or (iii) any other material adverse change in your status, position, duties or responsibilities (which shall include you not reporting to the CEO or the CEO's designee as described in this Agreement) which is not cured within thirty (30) days after written notice thereof is delivered by you to the Company. No purported termination for Good Reason shall be effective unless you deliver a written notice of termination (specifying in reasonable detail the facts and circumstances claimed to provide a basis for termination for Good Reason) to the Company within 90 days following your first obtaining actual knowledge that facts or circumstances constituting Good Reason exist.

c. Termination Due to Expiration of the Term. If this Agreement is not extended by you and the Company on or before the termination date in Section 3 above, and if you remain in the employ of the Company thereafter, you will be deemed an "at will" employee and either the Company or you may terminate such employment with or without cause and with or without notice without any further liability, notwithstanding any other provision of this Agreement.

12. **Section 409A**. For purposes of this Agreement, "Section 409A" means Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations and guidance promulgated thereunder ("Section 409A"), each of the payments that may be made under this Agreement are designated as separate payments.

General; No Indemnity. It is intended that the provisions of this Agreement comply with Section 409A, and all provisions of this Agreement shall be construed and interpreted in a manner consistent with the requirements for avoiding taxes or penalties under Section 409A. Notwithstanding the foregoing, except as otherwise provided in this Agreement, you shall be solely responsible and liable for the satisfaction of all taxes and penalties that may be imposed on or for your account in connection with this Agreement (including any taxes and penalties under Section 409A), and neither the Company nor any affiliate shall have any obligation to indemnify or otherwise hold you (or any beneficiary) harmless from any or all of such taxes or penalties.

Six-Month Delay for Specified Employees. Notwithstanding anything in this Agreement to the contrary, in the event that you are deemed to be a "specified employee" within the meaning of Section 409A(a)(2)(B)(i), no payments that are "deferred compensation" subject to Section 409A that are made by reason of your "separation from service" within the meaning of Section 409A shall be made to you prior to the date that is six months after the date of your "separation from service" or, if earlier, your date of death. Immediately following any applicable six-month delay, all such delayed payments will be paid in a single lump sum. In addition, for a period of six months following the date of separation from service, to the extent that the Company reasonably determines that any of the benefit plan coverage described above in this Agreement may not be exempt from U.S. federal income tax, you shall in advance pay to the Company an amount equal to the stated taxable cost of such coverage for six months. At the end of such six-month period, you

shall be entitled to receive from the Company a reimbursement of the amounts paid by Employee for such coverage.

Termination of Employment as Separation from Service. For purposes of this Agreement, with respect to payments of any amounts that are considered to be "deferred compensation" subject to Section 409A, references to "termination of employment" (and substantially similar phrases) shall be interpreted and applied in a manner that is consistent with the requirements of Section 409A.

Reimbursement Timing. To the extent that any reimbursements pursuant to this Agreement are taxable to you, any such reimbursement payment due to you shall be paid to you as promptly as practicable, and in all events on or before the last day of your taxable year following the taxable year in which the related expense was incurred. Any such reimbursements are not subject to liquidation or exchange for another benefit and the amount of such benefits and reimbursements that you receive in one taxable year shall not affect the amount of such benefits or reimbursements that you receive in any other taxable year.

Limitation of Offsets. Except as permitted under Section 409A, any deferred compensation that is subject to Section 409A and is payable to or for your benefit under any Company-sponsored plan, program, agreement or arrangement may not be reduced by, or offset against, any amount owing by you to the Company.

Release. Notwithstanding any other provision of this Agreement to the contrary, you acknowledge and agree that any payments to which you may become entitled under paragraph 11(b) are conditional upon and subject to your (a) execution of a general release and covenant not to sue in a form reasonably acceptable to the Company within 60 days following the termination of your employment which will include a release of all claims you may have against the Company, its affiliates and their respective directors, officers and employees and (b) not revoking your consent to the general release and covenant not to sue in accordance with any applicable law and the terms of such release.

13. **Restrictive Covenants**.

a. Non-Competition. During all periods of employment with the Company and for a period commencing on the date of any termination of employment ("Termination Date") and ending one (1) year following a Termination Date, you agree that you will not accept employment or enter into any contractual relationship with, whether as an employee, adviser, consultant, independent contractor or sub-contractor, principal, partner, officer or director, owner, manager, operator, or otherwise, directly or indirectly, engage in, any casino or casino-hotel or any affiliate thereof or any other competitor that operates within (i) Clark County, Nevada including, without limitation, the City of Las Vegas, or any governmental unit, incorporated or unincorporated area within Clark County, Nevada, (ii) the Macau Special Administrative Region of The People's Republic of China, (iii) Japan, (iv) Korea, (v) Vietnam, (vi) New York and New Jersey, (vii) Singapore, (viii) any other location in which the Company or any of its affiliates is doing business or has made substantial plans to commerce doing business, in each case at the time of your termination. You acknowledge and agree that the restrictive covenant contained in this paragraph is supported by valuable consideration, and is reasonable in its scope and duration, and that the covenant protects the legitimate interests of the Company and imposes no undue hardship on you. The period, the geographical area and the scope of the restrictions on your activities are divisible so that if any provision of the restriction shall be declared by a court of competent jurisdiction or by an arbitrator

to exceed that maximum time period, geographical area, or scope which such court or arbitrator deems reasonable and enforceable, this provision shall be automatically modified to the extent necessary to make it reasonable and enforceable as may be determined by any such court or arbitrator.

b. Non-solicitation. You agree that throughout all periods of employment with the Company and for a period commencing on a Termination Date and ending one (1) year after the Termination Date, you will not, directly or indirectly, either as an adviser, consultant, principal, employee, partner, officer or director, on behalf of yourself or on behalf of any other company, business, entity or person solicit or induce or attempt to solicit or induce any person(s) in the employment of the Company or its affiliates or under any consulting or other agreement with the Company or any of its affiliates to (i) terminate such employment or consulting or other agreement, (ii) accept employment or a consulting or other agreement with anyone other than the Company or an affiliate of the Company or (iii) interfere with the business of the Company or its Affiliates in any material manner. Notwithstanding the foregoing, the restrictions in this paragraph shall not apply to any individuals known previously to you whom you may directly bring to the service or employ of the Company.

14. **Confidential Information & Intellectual Property.**

a. Confidential Information. During all periods of employment and in perpetuity thereafter, you agree that you shall hold confidential all the Company's confidential information learned or acquired by you and to take all action necessary to preserve that confidentiality. You represent and covenant to the Company, its affiliates and to Sheldon G. Adelson that you shall treat any and all confidential information disclosed to, or learned by you as a fiduciary agent of the Company, its affiliates, or Sheldon G. Adelson, recognizing that the Company, its affiliates, or Sheldon G. Adelson only made the confidential information accessible to you by reason of the special trust and confidence which the Company, its affiliates, or Sheldon G. Adelson placed in you. In perpetuity, you shall not disclose, disseminate, transmit, publish, distribute, make available or otherwise convey any of the Company's, its affiliates', or Sheldon G. Adelson's trade secrets to any person; provided, however, that you may disclose the Company's, affiliates', or Sheldon G. Adelson's trade secrets to directors, officers and employees of the Company that in your actual and reasonable knowledge are entitled and authorized to view such trade secrets and who need to know such trade secrets in order to conduct bona fide activities on behalf of the Company or its affiliates. You shall not make, or permit or allow to be made, copies of any media containing, in full or in part, confidential information. The non-disclosure obligations in this paragraph do not apply to any information or data: (i) generally publicly known, (ii) learned by you from third parties with a legal right to disclose such information to you, or (iii) discovered by you through means entirely independent from and in no way arising from the disclosure to you by the Company provided that the source is not another employee, consultant or agent of the Company or its affiliates subject to an obligation of confidentiality.

b. Non-disparagement. During all periods of employment and in perpetuity thereafter, you agree that you shall neither cause to be made or offered, nor make or offer any slanderous, denigrating, disparaging or malicious comments, remarks, statements or opinions regarding Sheldon G. Adelson, the Company, its subsidiaries or affiliates, or any of their respective predecessors or successors, or any individuals or entities that to your knowledge are current or former directors, officers, employees, shareholders, partners, members, agents or representatives of any of the

foregoing, in their capacities as such, with respect to any of their respective past or present activities, or otherwise publish (whether in writing or orally) statements that tend to portray any of the aforementioned parties in an unfavorable light; provided, that nothing herein shall or shall be deemed to prevent or impair you from filing a charge or complaint with the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the Securities and Exchange Commission or any other federal, state or local governmental agency or commission ("Government Agencies"). You further understand that this Agreement does not limit your ability to communicate with any Government Agencies or otherwise participate in any investigation or proceeding that may be conducted by any Government Agency, including providing documents or other information, without notice to the Company or testifying truthfully in any legal or administrative proceeding if such testimony is compelled or requested or otherwise complying with any subpoenas or other judicial or governmental requests for information

c. Intellectual Property. Notwithstanding any other provision of this Agreement, you hereby acknowledge that the Company owns the exclusive right, title and interest in and to the Confidential Information and the intellectual property embodied in, relating to, based upon or arising from Confidential Information. You also acknowledge that the structure of the Company's IT systems is the intellectual property of the Company as is access thereto. Should your employment end for any reason, you will not attempt or facilitate access by unauthorized persons to the Company's intellectual property.

d. Defend Trade Secrets Act. Pursuant to 18 U.S.C. § 1833(b), you will not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret of the Company that (i) is made (A) in confidence to a Federal, State, or local government official, either directly or indirectly, or to your attorney and (B) solely for the purpose of reporting or investigating a suspected violation of law; or (ii) is made in a complaint or other document that is filed under seal in a lawsuit or other proceeding. If you file a lawsuit for retaliation by the Company for reporting a suspected violation of law, you may disclose the trade secret to your attorney and use the trade secret information in the court proceeding, if you (i) file any document containing the trade secret under seal, and (ii) do not disclose the trade secret, except pursuant to court order. Nothing in this Agreement is intended to conflict with 18 U.S.C. § 1833(b) or create liability for disclosures of trade secrets that are expressly allowed by such section.

15. **Dispute Resolution**. In the unlikely event of a dispute, the Company and you expressly understand and voluntarily agree that any claim which either party may have against the other under local, state or federal law including, but not limited to, matters of discrimination, matters arising out of the termination or alleged breach of this Agreement or the terms, conditions or termination of employment, which cannot first be settled through direct discussions between the parties, will be submitted to mediation and, if mediation is unsuccessful, to final and binding arbitration administered by the American Arbitration Association (the "AAA") under its Employment Arbitration Rules and Mediation Procedures (the "Rules") and judgment on the award rendered by the arbitrators may be entered in any court in Clark County, Nevada. A copy of the Rules may be obtained online at https://www.adr.org/sites/default/files/Employment%20Rules.pdf, or from the Company's Human Resources department. Any controversy or claim submitted for arbitration shall be submitted to a panel of three (3) arbitrators selected in the manner specified in the Rules from the roster of arbitrators of the AAA. The arbitration proceedings shall be conducted in Las Vegas, Nevada, and the arbitration costs of the AAA including but not limited to the fees of the arbitrator shall be paid by Company, provided, however, that each Party shall be responsible for its own attorney fees. This dispute resolution

paragraph of this Agreement provides the exclusive remedies and each party expressly waives the right to pursue redress in any other forum except only the right to pursue equitable remedies. During the pendency of any claim under this dispute resolution procedure, you agree to make no statement orally or in writing regarding the existence of the claim or the facts forming the basis of such claim, or any statement orally or in writing which could impair or disparage the personal or business reputation of the Company, its affiliates or Sheldon G. Adelson. You understand and acknowledge that by signing this Agreement, you are waiving the right to a jury trial, or a trial before a judge in public court.

/S/ DAVID ZACHARY HUDSON

**Employee's Initials**

16. **Amendment**. No provision in this Agreement may be amended, modified or waived unless such amendment, modification or waiver is agreed to in writing and signed by both you and the Company's CEO or his designee.

17. **Partial Invalidity.** If any provision or provisions of this Agreement shall be held to be invalid, illegal, or unenforceable for any reason whatsoever:

    a. Remaining Provisions. The validity, legality, and enforceability of the remaining provisions of this Agreement (including, without limitation, each portion of any section of this Agreement containing any terms other than the provision held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby unless such invalidity, illegality or unenforceability would vitiate the intent of the Parties with respect to any such section or the Agreement as a whole; and

    b. Construction. To the fullest extent possible, the provisions of this Agreement (including, without limitation, each portion of any terms other than the provisions in the section of this Agreement held to be invalid, illegal, or unenforceable) shall be construed so as to give maximum possible effect to the intent manifested by the provision held invalid, illegal, or unenforceable.

18. **No waiver**. The failure of a party to insist upon strict adherence to any term of this Agreement on any occasion shall not be considered a waiver of such party's rights or deprive such party of the right thereafter to insist upon strict adherence to that term or any other term of this Agreement.

19. **Notices**. All notices, consents, or other communications required, permitted or provided for hereunder, including without limitation notices of termination of this Agreement shall be deemed given (i) on the date when hand-delivered; (ii) on the date when forwarded by facsimile transmission provided that electronic confirmation of receipt is obtained and retained; (iii) upon the date set forth on a receipt for certified mail that is returned to the party giving notice by the United States Postal Service; or (iv) on the next day after delivery to a recognized overnight delivery service for next day delivery. All notices shall be addressed to the parties at their addresses set forth below:

As to Company: Las Vegas Sands Corp.
3355 Las Vegas Boulevard South
Las Vegas, Nevada 89109
Attn: President and COO
Fax: (702) 414-4950

As to you: At the address currently on record with the Company, and as may be modified by you and noticed to the Company.

20. **Governing Law**. This Agreement shall be governed by and construed and interpreted in accordance with the laws of Nevada without reference to the principles of conflict of laws thereof.

21. **Counterparts**. This Agreement may be executed in counterparts each of which shall be deemed an original and all of which shall constitute one and the same agreement with the same effect as if all parties had signed the same signature page and a signature page delivered by fax or email and shall be as effective as if an original copy had been delivered.

IN WITNESS WHEREOF, the Parties hereto have signed this Agreement on the date(s) below indicated:

**EXECUTIVE**:

/S/ DAVID ZACHARY HUDSON
Zachary Hudson

Date: 18 August 2019

**COMPANY**:

Las Vegas Sands Corp.

By: /S/ SHELDON G. ADELSON
Sheldon G. Adelson
Chairman & CEO

Date: 8-21-19

**EXHIBIT A**

**Duties of Global General Counsel**

1. Oversee the Company's legal department
2. Provide legal support across the organization including day-to-day matters and on matters of material importance to the Company, including identifying practical solutions that balance the risks and benefits to the Company
3. Oversee all litigation related to the Company and its affiliated entities
4. Maintain and enhance as necessary the Company-wide compliance programs
5. Maintain and enhance as necessary policies and procedures relating to data privacy and protection
6. Ensure adherence to all regulatory, departmental and Company policies and procedures
7. Improve processes and systems to increase the efficiency of the legal department with an aim to reduce outside legal fees
8. Support the organization in maintaining a work environment focused on quality and that fosters learning, respect, open communication, collaboration, integration and teamwork
9. Coordinate the activities and organization of the Board
10. Provide legal and business strategy and advice to the Chairman of the Board and CEO, and the Board on matters relating to securities law compliance and regulatory developments
11. Investigate legal problems and bring legal issues, concerns and recommendations to the attention of the CEO, the Board of Directors, independent auditors and senior management

**Schedule 1**
(If none, please state “None”)

Advisor - Afiniti, Ltd. (uncompensated)

**EXHIBIT 31.1**

**LAS VEGAS SANDS CORP.**

**CERTIFICATION**

I, Sheldon G. Adelson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Las Vegas Sands Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 24, 2020

By: /S/ SHELDON G. ADELSON

Sheldon G. Adelson
Chief Executive Officer
(Principal Executive Officer)

**EXHIBIT 31.2**

**LAS VEGAS SANDS CORP.**

**CERTIFICATION**

I, Patrick Dumont, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Las Vegas Sands Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 24, 2020

By: /S/ PATRICK DUMONT

Patrick Dumont
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

**EXHIBIT 32.1**

**LAS VEGAS SANDS CORP.**

**CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the quarter ended June 30, 2020, as filed by Las Vegas Sands Corp. with the Securities and Exchange Commission on the date hereof (the "Report"), I certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Las Vegas Sands Corp.

Date: July 24, 2020

By: /S/ SHELDON G. ADELSON

Sheldon G. Adelson
Chief Executive Officer
(Principal Executive Officer)

**EXHIBIT 32.2**

**LAS VEGAS SANDS CORP.**

**CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the quarter ended June 30, 2020, as filed by Las Vegas Sands Corp. with the Securities and Exchange Commission on the date hereof (the "Report"), I certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Las Vegas Sands Corp.

Date: July 24, 2020

By: /S/ PATRICK DUMONT

Patrick Dumont
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)