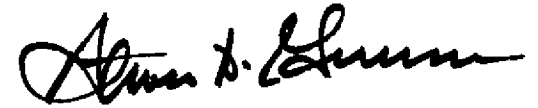


EXHIBIT A

EXHIBIT A



CLERK OF THE COURT

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7 Attorneys for Plaintiff Steven C. Jacobs

8 **DISTRICT COURT**
9 **CLARK COUNTY, NEVADA**

10 STEVEN C. JACOBS,

11 Plaintiff,

12 v.

13 LAS VEGAS SANDS CORP., a Nevada
corporation; SANDS CHINA LTD., a
14 Cayman Islands corporation; DOES I
through X; and ROE CORPORATIONS
15 I through X,

16 Defendants.

17
18 **AND RELATED CLAIMS**

Case No.: A-10-627691

Dept. No.: XI

NOTICE OF ENTRY OF ORDER

Date and Time of Hearings:

September 27, 2011 at 4:00 p.m.

October 13, 2011 at 9:00 a.m.

19 PLEASE TAKE NOTICE that an "Order Regarding Plaintiff Steven C. Jacobs' Motion to
20 Conduct Jurisdictional Discovery and Defendant Sands China Ltd.'s Motion for Clarification" was
21 entered in the above-captioned matter on March 8, 2012, a true and correct copy of which is
22 attached hereto.

23 DATED this 9th day of March, 2012.

24 PISANELLI BICE PLLC

25 By: /s/ Debra L. Spinelli

26 James J. Pisanelli, Esq., Bar No. 4027
Todd L. Bice, Esq., Bar No. #4534
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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I am an employee of PISANELLI BICE PLLC, and that on this 9th day of March, 2012, I caused to be sent via United States Mail, postage prepaid, true and correct copies of the above and foregoing **NOTICE OF ENTRY OF ORDER** properly addressed to the following:

Patricia L. Glaser, Esq.
Stephen Ma, Esq.
Andrew D. Sedlock, Esq.
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/s/ Kimberly Peets
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CLERK OF THE COURT

ORDR

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Attorneys for Plaintiff Steven C. Jacobs

DISTRICT COURT

CLARK COUNTY, NEVADA

STEVEN C. JACOBS,

Plaintiff,

v.

**LAS VEGAS SANDS CORP., a Nevada
corporation; SANDS CHINA LTD., a
Cayman Islands corporation; DOES I
through X; and ROE CORPORATIONS
I through X,**

Defendants.

Case No.: A-10-627691

Dept. No.: XI

**ORDER REGARDING PLAINTIFF
STEVEN C. JACOBS' MOTION TO
CONDUCT JURISDICTIONAL
DISCOVERY and DEFENDANT SANDS
CHINA LTD.'s MOTION FOR
CLARIFICATION**

Date and Time of Hearings:

September 27, 2011 at 4:00 p.m.

October 13, 2011 at 9:00 a.m.

AND RELATED CLAIMS

Plaintiff Steven C. Jacobs' ("Jacobs") Motion to Conduct Jurisdictional Discovery ("Motion") came before the Court for hearing at 4:00 p.m. on September 27, 2011. James J. Pisanelli, Esq., and Debra L. Spinelli, Esq., of the law firm PISANELLI BICE PLLC, appeared on behalf of Jacobs. Patricia L. Glaser, Esq., of the law firm Glaser Weil Fink Jacobs Howard Avchen & Shapiro LLP, appeared on behalf of Defendant Sands China Ltd. ("Sands China"). J. Stephen Peek, Esq., of the law firm Holland & Hart LLP, appeared on behalf of Defendant

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LAS VEGAS, NEVADA 89169

1 Las Vegas Sands Corp. ("LVSC"). The Court considered the papers filed on behalf of the parties
2 and the oral argument of counsel, and good cause appearing therefor:

3 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Motion to Conduct
4 Jurisdictional Discovery is GRANTED IN PART and DENIED IN PART as follows:

5 1. GRANTED as to the deposition of Michael A. Leven ("Leven"), a Nevada
6 resident, who simultaneously served as President and COO of Las Vegas Sands Corp. ("LVSC")
7 and CEO of Sands China (among other titles), regarding the work he performed for Sands China,
8 and work he performed on behalf of or directly for Sands China while acting as an employee,
9 officer, or director of LVSC, during the time period of January 1, 2009, to October 20, 2010;¹

10 2. GRANTED as to the deposition of Sheldon G. Adelson ("Adelson"), a Nevada
11 resident, who simultaneously served as Chairman of the Board of Directors and CEO of LVSC
12 and Chairman of the Board of Directors of Sands China, regarding the work he performed for
13 Sands China, and work he performed on behalf of or directly for Sands China while acting as an
14 employee, officer, or director of LVSC, during the time period of January 1, 2009, to October 20,
15 2010;

16 3. GRANTED as to the deposition of Kenneth J. Kay ("Kay"), LVSC's Executive
17 Vice President and CFO, who, upon Plaintiff's information and belief, participated in the funding
18 efforts for Sands China, regarding the work he performed for Sands China, and work he
19 performed on behalf of or directly for Sands China while acting as an employee, officer, or
20 director of LVSC, during the time period of January 1, 2009, to October 20, 2010;

21 4. GRANTED as to the deposition of Robert G. Goldstein ("Goldstein"), a Nevada
22 resident, and LVSC's President of Global Gaming Operations, who, upon Plaintiff's information
23 and belief, actively participates in international marketing and development for Sands China,
24 regarding the work he performed for Sands China, and work he performed on behalf of or directly
25 for Sands China while acting as an employee, officer, or director of LVSC, during the time period
26 of January 1, 2009, to October 20, 2010;

27
28 ¹ This time period was agreed upon and ordered by the Court in the Stipulation and Order
Regarding ESI Discovery entered filed on June 23, 2011, and is also relevant to the limited
jurisdictional discovery permitted herein.

1 5. GRANTED as to a narrowly tailored NRCP 30(b)(6) deposition of Sands China in
2 the event that the witnesses identified above in Paragraphs 1 through 4 lack memory knowledge
3 concerning the relevant topics during the time period of January 1, 2009, to October 20, 2010;

4 6. GRANTED as to documents that will establish the date, time, and location of each
5 Sands China Board meeting (including the meeting held on April 14, 2010, at 9:00 a.m. Macau
6 Time/April 13, 2010, at 6:00 p.m. Las Vegas time), the location of each Board member, and how
7 they participated in the meeting during the period of January 1, 2009, to October 20, 2010;

8 7. GRANTED as to documents that reflect the travels to and from
9 Macau/China/Hong Kong by Adelson, Leven, Goldstein, and/or any other LVSC employee for
10 any Sands China related business (including, but not limited to, flight logs, travel itineraries)
11 during the time period of January 1, 2009, to October 20, 2010;

12 8. DENIED as to the calendars of Adelson, Leven, Goldstein, and/or any other LVSC
13 executive who has had meetings related to Sands China, provided services on behalf of
14 Sands China, and/or travelled to Macau/China/Hong Kong for Sands China business during the
15 time period of January 1, 2009, to October 20, 2010;

16 9. GRANTED as to documents and/or communications related to Michael Leven's
17 service as CEO of Sands China and/or the Executive Director of Sands China Board of Directors
18 without payment, as reported to Hong Kong securities agencies, during the time period of
19 January 1, 2009, to October 20, 2010;

20 10. GRANTED as to documents that reflect that the negotiation and execution of the
21 agreements for the funding of Sands China occurred, in whole or in part, in Nevada, during the
22 time period of January 1, 2009, to October 20, 2010;

23 11. GRANTED as to contracts/agreements that Sands China entered into with entities
24 based in or doing business in Nevada, including, but not limited to, any agreements with BASE
25 Entertainment and Bally Technologies, Inc., during the time period of January 1, 2009, to
26 October 20, 2010;

27 12. GRANTED as to documents that reflect work Robert Goldstein performed for
28 Sands China, and work he performed on behalf of or directly for Sands China while acting as an

1 employee, officer, or director of LVSC, during the time period of January 1, 2009, to October 20,
2 2010, including (on Plaintiff's information and belief) global gaming and/or international player
3 development efforts, such as active recruitment of VIP players to share between and among
4 LVSC and Sands China properties, and/or player funding;

5 13. GRANTED as to all agreements for shared services between and among LVSC
6 and Sands China or any of its subsidiaries, including, but not limited to, (1) procurement services
7 agreements; (2) agreements for the sharing of private jets owned or made available by LVSC; and
8 (3) trademark license agreements, during the time period of January 1, 2009, to October 20, 2010;

9 14. DENIED as to documents that reflect the flow of money/funds from Macau to
10 LVSC, including, but not limited to, (1) the physical couriering of money from Macau to
11 Las Vegas; and (2) the Affiliate Transfer Advice ("ATA"), including all documents that explain
12 the ATA system, its purpose, how it operates, and that reflect the actual transfer of funds;

13 15. GRANTED as to all documents, memoranda, emails, and/or other correspondence
14 that reflect services performed by LVSC (including LVSC's executives) on behalf of
15 Sands China, including, but not limited to the following areas: (1) site design and development
16 oversight of Parcels 5 and 6; (2) recruitment and interviewing of potential Sands China
17 executives; (3) marketing of Sands China properties, including hiring of outside consultants;
18 (4) negotiation of a possible joint venture between Sands China and Harrah's; and/or (5) the
19 negotiation of the sale of Sands China's interest in sites to Stanley Ho's company, SJM, during the
20 time period of January 1, 2009, to October 20, 2010;

21 16. GRANTED as to all documents that reflect work performed on behalf of Sands
22 China in Nevada, including, but not limited, documents that reflect communications with BASE
23 Entertainment, Cirque du Soleil, Bally Technologies, Inc., Harrah's, potential lenders for the
24 underwriting of Parcels 5 and 6, located in the Cotai Strip, Macau, and site designers, developers,
25 and specialists for Parcels 5 and 6, during the time period of January 1, 2009 to October 20, 2010;

26 17. DENIED as to documents, including financial records and back-up, used to
27 calculate any management fees and/or corporate company transfers for services performed and/or
28 provided by LVSC to Sands China, including who performed the services and where those

1 services were performed and/or provided, during the time period where there existed any formal
2 or informal shared services agreement;

3 18. GRANTED as to all documents that reflect reimbursements made to any LVSC
4 executive for work performed or services provided related to Sands China, during the time period
5 of January 1, 2009, to October 20, 2010;

6 19. GRANTED as to all documents that Sands China provided to Nevada gaming
7 regulators, during the time period of January 1, 2009 to October 20, 2010; and

8 20. DENIED as to the telephone records for cellular telephones and landlines used by
9 Adelson, Leven, and Goldstein that indicate telephone communications each had with or on
10 behalf of Sands China.

11 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that the parties
12 are to abide by the Nevada Rules of Civil Procedure as it relates to the disclosure of experts, if
13 any, for purposes of the evidentiary hearing on personal jurisdiction over Sands China.

14 In addition, Defendant Sands China's Motion for Clarification of Jurisdictional Discovery
15 Order on Order Shortening Time ("Motion for Clarification") came before the Court for hearing
16 on 9:00 a.m. on October 13, 2011. James J. Pisanelli, Esq., and Debra L. Spinelli, Esq., of the
17 law firm PISANELLI BICE PLLC, appeared on behalf of Jacobs. Patricia L. Glaser, Esq., of the
18 law firm Glaser Weil Fink Jacobs Howard Avchen & Shapiro LLP, appeared on behalf of
19 Defendant Sands China, and J. Stephen Peck, Esq., of the law firm Holland & Hart LLP, appeared
20 on behalf of Defendant LVSC. The Court considered the papers filed on behalf of the parties and
21 the oral argument of counsel, and good cause appearing therefor:

1 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Motion for
2 Clarification is GRANTED IN PART as follows:

3 1. The parties are only permitted to conduct discovery related to activities that were
4 done for or on behalf of Sands China; and

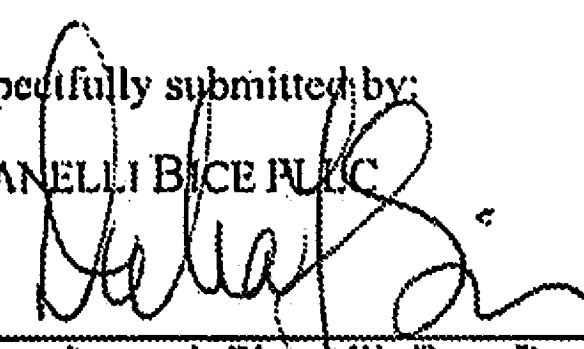
5 2. This is an overriding limitation on all of the specific items requested in Jacob's
6 Motion to Conduct Jurisdictional Discovery.

7 DATED: March 8, 2012

8
9 
10 THE HONORABLE ELIZABETH GONZALEZ
EIGHTH JUDICIAL DISTRICT COURT

11 Respectfully submitted by:

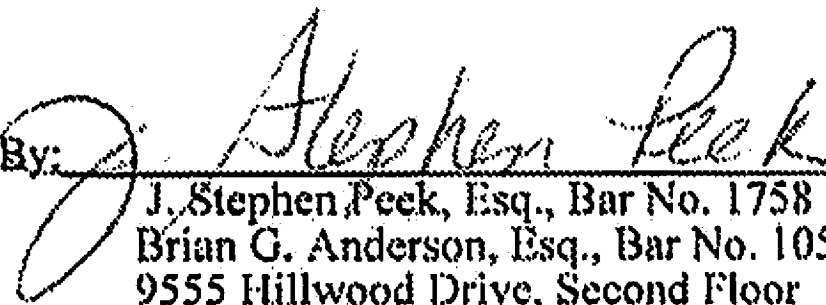
12 PISANELLI BICE PLLC

13 By: 
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15 Todd L. Bice, Esq., Bar No. 4534
16 Debra L. Spinelli, Esq., Bar No. 9695
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17 Attorneys for Plaintiff Steven C. Jacobs

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19 Approved as to form by:

20 HOLLAND & HART

21
22 By: 
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25 Attorneys for Las Vegas Sands Corp.
26 and Sands China, Ltd.

IN THE SUPREME COURT OF THE STATE OF NEVADA

Electronically Filed
Apr 09 2014 08:55 a.m.
Tracie K. Lindeman
Clerk of Supreme Court

SANDS CHINA LTD., a Cayman Islands
corporation,

Petitioner,

vs.

CLARK COUNTY DISTRICT COURT, THE
HONORABLE ELIZABETH GONZALEZ,
DISTRICT JUDGE, DEPT. 11,

Respondents,

and

STEVEN C. JACOBS,

Real Party in Interest.

Case Number: 58294

District Court Case Number
A627691-B

**REPLY IN SUPPORT OF
MOTION FOR ORAL
ARGUMENT ON SANDS
CHINA'S MOTION TO
RECALL MANDATE
[REMITTITUR]¹**

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¹ The reference to the Court's "mandate" was an error. "Remittitur" should have been used. NRAP 41.

Jacobs's predictably shrill response in opposition to SCL's motion for oral argument brings up two significant and related points that are worthy of careful, dispassionate consideration by the Court: **(1)** The Supreme Court's decision in *Daimler AG v. Bauman*, 134 S. Ct. 746 (2014), presents purely legal issues that can and should be addressed by this Court, without regard to Jacobs's strident rhetoric. This is particularly true when Jacobs has not shown—or even attempted to show—that the defendants' allegedly "abhorrent discovery misconduct" deprived him of any discovery that is relevant to the only question that was raised and considered in this Court: namely, whether there is general or "all purpose" jurisdiction over SCL in Nevada.

(2) Jacobs's claim that "the very scheme to terminate Jacobs was hatched, planned, and executed (but for informing Jacobs) right here in Las Vegas, Nevada," could conceivably be relevant *if* (a) he were suing SCL for wrongful termination and (b) he had argued in a timely manner that the district court had specific jurisdiction over his claim against SCL. But neither is true. Jacobs claims defendant Las Vegas Sands Corp.—not SCL—was his employer and that Las Vegas Sands wrongfully terminated him. He *does not* allege any claim for wrongful termination against SCL; rather, he is suing SCL—a Cayman Islands corporation with its principal place of business outside of the United States—solely for an alleged breach of a stock option agreement entered into in Macau and governed by Hong Kong law. The facts Jacobs accuses SCL of concealing have nothing to do with this stock-option claim and would not support the assertion of specific

jurisdiction over that claim even if Jacobs had raised specific jurisdiction in a timely manner.

But Jacobs did not make a timely specific jurisdiction argument. He did not raise specific jurisdiction in his complaint. Complaint, 10/20/2010, ¶ 43. Jacobs also did not plead specific jurisdiction over SCL in his opposition to SCL's motion to dismiss in 2010, before the district court nor did he raise specific jurisdiction in his answer opposing a writ of mandamus, which the Court issued on August 26, 2011. *See, e.g.*, Pet. Appx. 3, SCL 000555–61. Jacobs is less than candid when he accuses SCL of allegedly withholding "facts" that are irrelevant to his claim for breach of contract against SCL under Hong Kong law. These "facts" relate to a jurisdictional theory that Jacobs did not raise in his pleadings, in the district court, or in this Court when he was trying to defeat mandamus in 2011.²

The strident character of Jacobs's opposition to oral argument confirms his aversion to discussing governing jurisdictional law in a neutral appellate forum. What he seeks by assailing SCL and its counsel is a return to the district court, where his chest-thumping recriminations have enjoyed an enthusiastic reception, and where he hopes to obtain a jurisdictional death penalty sanction against SCL as punishment for SCL's efforts to accommodate its discovery obligations in the district court with

² Indeed, even after the case went back to the district court on the writ, Jacobs' discovery requests continued to focus on his various general jurisdiction theories. *See* March 2012 order, attached hereto as Exhibit A. Conspicuously absent from these discovery requests are *any* requests seeking information about Jacobs's termination.

its legal obligations to the sovereign government of Macau. This quarrel over SCL's dual obligations further shows that oral argument could assist the Court in addressing the purely legal due process issues framed by *Bauman*, which SCL believes are dispositive on the question of whether SCL can be sued in Nevada for claims that arose half way around the world. Jacobs, one would think, should be as eager here as he would be in the district court to "expose Sands China's misunderstanding of *Bauman*. . .," Response at 2:11–13, if indeed SCL misunderstands the due process implications of *Bauman* in this case.

If the Court agrees with SCL that as a matter of due process SCL cannot be sued in Nevada for its alleged breach of a Hong Kong option contract in Macau, Jacobs will not be deprived of an appropriate forum in which to litigate his claim against SCL. He can easily pursue this singular claim in Macau or Hong Kong under Hong Kong law, as he agreed. At the same time, he can continue to prosecute his entirely separate wrongful termination claims against Las Vegas Sands in Las Vegas.

For the foregoing reasons and those set forth in its principal motion papers, Sands China Ltd. respectfully requests that its motion be granted and oral argument scheduled at the Court's convenience.

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Attorneys for Petitioners

CERTIFICATE OF SERVICE

Pursuant to Nev. R. App. P. 25 and NEFR 9(f), I certify that I am an employee of Morris Law Group; that on this date I electronically filed the foregoing **REPLY IN SUPPORT OF MOTION FOR ORAL ARGUMENT ON SANDS CHINA'S MOTION TO RECALL MANDATE [REMITTITUR]** with the Clerk of the Court for the Nevada Supreme Court by using the Nevada Supreme Court's E-Filing system (Eflex). Participants in the case who are registered with Eflex as users will be served by the Eflex system as follows:

TO:

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*Attorneys for Appellant
Steven C. Jacobs*

DATED this 8th day of April, 2014.

By: /s/ PATRICIA FERRUGIA