AS AMENDED

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

ENVELOPE POSTMARK DATE AUG 14 2012

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☑ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE HARRAH'S FOUNDATION	A Employer identification number 74-3050638
	Number and street (or P O box number if mail is not delivered to street address) ONE CAESARS PALACE DRIVE / Room/suite	B Telephone number (see page 10 of the instructions) 702-407-6358
	City or town, state, and ZIP code LAS VEGAS, NV 89109	C If exemption application is pending, check here ▶ ☐ D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,079,443

J Accounting method: ☐ Cash ☑ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	3,198,705			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	247	247		
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	3,198,951	247		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages	42,665			
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	148,500			
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	6,426	26		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,211			
	22	Printing and publications	506,370			506,370
	23	Other expenses (attach schedule)	1,602			1,602
	24	**Total operating and administrative expenses.** Add lines 13 through 23	706,774	26		507,972
	25	Contributions, gifts, grants paid	9,300,727			9,300,727
	26	**Total expenses and disbursements.** Add lines 24 and 25	10,007,501	26		9,808,699
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-6,808,549			
	b	**Net investment income** (if negative, enter -0-)		221		
	c	**Adjusted net income** (if negative, enter -0-)				

SCANNED AUG 27 2012

16

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	30,048	34,492	34,492
	2	Savings and temporary cash investments	56,625	56,872	56,872
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ 4,280,669			
		Less: allowance for doubtful accounts ▶	11,093,908	4,280,669	4,280,669
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	11,180,582	4,372,033	4,372,033
Liabilities	17	Accounts payable and accrued expenses	10	0	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	10	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	11,180,582	4,372,033	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	11,180,572	4,372,033	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,180,572	4,372,033	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,180,582
2	Enter amount from Part I, line 27a	2	-6,808,549
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,372,033
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,372,033

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008			
2007			
2006			
2005			
2004			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,837,502
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2
7	Add lines 5 and 6	7	2
8	Enter qualifying distributions from Part XII, line 4	8	10,007,501

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	2
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	2
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 12		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 5		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	17
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	15
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 15 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		✓
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Nevada			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ DIANE WILFONG Telephone no. ▶ 702-407-6358

Located at ▶ ONE CAESARS PALACE DRIVE, LV, NV ZIP+4 ▶ 89109

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		✓
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED WORKSHEET				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION GENERALLY DOES NOT ENGAGE IN ANY DIRECT CHARITABLE ACTIVITIES. RATHER, IT USES ITS FUNDS TO PROVIDE FINANCIAL ASSISTANCE TO CHARITIES CHOSEN BY ITS DIRECTORS.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3 N/A	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	831,727
c	Fair market value of all other assets (see page 24 of the instructions)	1c	4,280,669
d	**Total** (add lines 1a, b, and c)	1d	5,112,396
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,112,396
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	79,668
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,032,728
6	**Minimum investment return.** Enter 5% of line 5	6	251,636

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	251,636
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	251,634
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	251,634
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	251,634

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	10,007,501
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,007,501
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,007,501

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				251,634
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20____,20____,20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 10,007,501				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				251,634
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon: **a** "Assets" alternative test—enter: **(1)** Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

LISA MARIANI, ONE CAESARS PALACE DRIVE, LAS VEGAS, NV 89109 702-494-4825

b The form in which applications should be submitted and information and materials they should include.

SEE ATTACHED

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution		Amount
a *Paid during the year*					
SEE ATTACHED SCHEDULE					
Total				▶ 3a	9,300,727
b *Approved for future payment*					
SEE ATTACHED SCHEDULE					
Total				▶ 3b	30,002,327

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	522100	247			
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		247			

13 **Total.** Add line 12, columns (b), (d), and (e) 13 247

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | 8-13-2012 Date | ▶ Treasurer Title

Paid Preparer's Use Only

Preparer's signature ▶ | Date | Check if self-employed ▶ ☐ | Preparer's identifying number (see **Signature** on page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code ▶ | EIN ▶ | Phone no.

The Harrah's Foundation
FEIN 74-3050638
Attachment to Form 990-PF Amended
12/31/2009

Form 990-PF, Part 1, page 1, question 16c
Other professional fees

Consulting	$	148,500
	$	148,500

Form 990-PF, Part 1, page 1, question 18
Taxes

Payroll taxes	$	6,400
Excise tax on investment income	$	26
	$	6,426

Form 990-PF, Part 1, page 1, question 23
Other expenses

Annual Report Fee	$	75
Wire Fees	$	26
Misc	$	1,501
	$	1,602

The Harrah's Foundation
FEIN 74-3050638
Attachment to Form 990-PF - Amended
Page 6, Part VIII, line 1
List of officers, directors, trustees
12/31/2009

(a) Name and address	(b) Title/ Hours per week	(c) Compensation	(d) Contributions to Employee Benefit Plans	(e) Expense acct, other allowances
Janet Beronio 777 Harrah's Rincon Way, Valley Center, CA 92082	Chairman/Trustee 2 hours per week	0	0	0
Jan Jones One Caesars Palace Drive, Las Vegas, NV 89109	Vice-Chairman/Trustee 2 hours per week	0	0	0
Diane E Wilfong One Caesars Palace Drive, Las Vegas, NV 89109	Treasurer/Trustee 2 hours per week	0	0	0
Scott Weigand One Caesars Palace Drive, Las Vegas, NV 89109	Secretary/Trustee 2 hours per week	0	0	0
Jonathan Halkyard One Caesars Palace Drive, Las Vegas, NV 89109	Trustee 2 hours per week	0	0	0
Thomas M Jenkin One Caesars Palace Drive, Las Vegas, NV 89109	Trustee 2 hours per week	0	0	0
Fred Keeton One Caesars Palace Drive, Las Vegas, NV 89109	Trustee 2 hours per week	0	0	0
John Payne 8 Canal Street, New Orleans, LA 70130	Trustee 2 hours per week	0	0	0
Don Marrandino 745 McClintock Drive, Ste 305, Burr Ridge, IL 60521	Trustee 2 hours per week	0	0	0

The Harrah's Foundation
FEIN 74-3050638
Attachment to Form 990-PF - Amended
Page 10, Part XV, line 2b
Giving Guidelines
12/31/2009

1. Gift must be given to a 501(c)(3) not-for-profit organization. The following should be provided.
   - a Amount requested,
   - b Statement of proposed objective,
   - c. Brief statement of history, goals, and accomplishments to date;
   - d Current annual report;
   - e Internal Revenue Service tax exemption letter 501(c)(3),
   - f Current year's budget showing anticipated expenses and income;
   - g List of current corporate and foundation funding sources, public and/or private, with amounts contributed within the most recent 12 months or last fiscal year;
   - h Most recent independently audited financial statement,
   - I List of members of applicant's governing board;
   - j List of accrediting agencies, where appropriate; and
   - k Cultural organizations should submit their most recent 12-month audience statistics

The Harrah's Foundation
FEIN: 74-3050638
Attachment to Form 990-PF - Amended
Grants and Contributions Paid 2009

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of receipient	Purpose of Grant or Contribution		Amount
100 Black Men of America, Inc	N/A	501 (c)(3)	Event Sponsorship		17,500
141 Auburn Avenue					
Atlanta, GA 30303					
AARP Foundation	N/A	501 (c)(3)	Program Support		2,200,000
1420 Tree Line Drive					
Las Vegas, NV 89142					
Alegent Health Foundation - Mercy Hospital	N/A	501 (c)(3)	Event Sponsorship		50,000
800 Mercy Drive					
Council Bluffs, IA 51503					
Alvin J Siteman Cancer Center	N/A	501 (c)(3)	Program Support		50,000
7425 Forsyth, Suite 2200					
St Louis, MO 63105					
Alzheimer's Association	N/A	501 (c)(3)			267,000
225 North Michigan Avenue, 17th Fl					
Chicago, Il 60601					
Alzheimer's Association, Delaware Valley Chapter	N/A	501 (c)(3)			25,000
399 Market Street, Suite 102					
Philadelphia, PA 19106					
American Cancer Society	N/A	501 (c)(3)	Program Support		500,000
1378 Union Avenue					
Memphis, TN 38104					
American Diabetes Association	N/A	501 (c)(3)	Event Sponsorship		25,000
10580 Barkley Street, Suite 400					-
Overland, KS 66212					
American Red Cross Loess Hills Chapter	N/A	501 (c)(3)	Program Support		33,000
915 N 16th Street					
Council Bluffs, IA 51501					
Asthma & Allergy Foundation - St Louis Chapter	N/A	501 (c)(3)	Program Sponsorship		10,000
1500 S Big Bend					
St Louis, Mo 63117					
Atlantic Cape Community College Foundation	N/A	501 (c)(3)	Program Support		100,000
1535 Bacharach Blvd					
Atlantic City, NJ 08401					
Atlantic City Special Services School District	N/A	501 (c)(3)	Program Support		28,880
112 Route 50					
Corbin City, NJ 08270					
AtlantiCare Regional Medical Center	N/A	501 (c)(3)	New Trauma Center Facility		200,000
1500 S Big Bend					
Atlantic City, NJ 08401					
BB King Museum	N/A	501 (c)(3)	Event Sponsorship		10,000
PO Box 2004					
Indianola, MS 38751-2004					
Big Brothers Big Sisters of Will & Grundy Co	N/A	501 (c)(3)	Event Sponsorship		25,000
75 Federal Street					-
Joliet, Il 60435					
Black Ensemble Theatre	N/A	501 (c)(3)	Event Sponsorship		25,000
4520 North Beacon					
Chicago, IL 60640					
Boys & Girls Club of Atlantic City	N/A	501 (c)(3)	Program Support		25,000
317 N Pennsylvania Ave					-
Atlantic City, NJ 08401					

Boys & Girls Club of the Gulf Coast	N/A	501 (c)(3)	Program Support		50,000
11975-A160 Seaway Road					
Gulfport, MS 39503					
Calumet College of St Joe	N/A	501 (c)(3)	Capital Campaign Support for		60,000
2400 New York Avenue			New Student Center Bldg		-
Whiting, IN 46394					
CEC Seabee Historical Foundation	N/A	501 (c)(3)	Capital Campaign Support for		50,000
P O Box 657			New Museum in Port Hueneme		-
Gulfport, MS 39502					
Challenged Athletes Foundation	N/A	501 (c)(3)	Program Support		5,000
9990 Mesa Rim Road Suite 230					
San Diego, CA 92121					
Chicago Gateway Green	N/A	501 (c)(3)	To Fund Cleanup of the Green		30,000
515 North State, 3rd floor					-
Chicago, Il 60610					
Chicago Minority Business Development	N/A	501 (c)(3)	Program Support		25,000
105 W Adams St #2300					
Chicago, IL 60603					
Children's Hospital Boston	N/A	501 (c)(3)	Sponsorship for Champions for Childrens		25,000
P O Box 414421					-
Boston, MA 02241-4421					
City of Hope	N/A	501 (c)(3)	Program Support		5,000
1500 East Duarte Road					
Duarte, CA 91010					
Clark County Public Education Foundation	N/A	501 (c)(3)	Event Sponsorship		133,430
3360 W Sahara Ave, Suite 160					
Las Vegas, Nv 89102					
Congressional Black Caucus Foundation	N/A	501 (c)(3)	Event Sponsorship		60,000
1720 Massachusetts Ave NW					
Washington, DC 20036-1903					
Conservation International	N/A	501 (c)(3)	Event Sponsorship		150,000
2011 Crystal Drive suite 500					
Arlington, VA 22202					
Cystic Fibrosis Foundation	N/A	501 (c)(3)	Event Sponsorship		73,500
1028 Cresthaven					
Memphis, TN 38120					
Delaware County Comm College Edu Fnd	N/A	501 (c)(3)	Program Support		83,334
901 Sout Media Line Road					
Media, PA 19063					
Desire Community Housing Corp	N/A	501 (c)(3)	Event Sponsorship		10,000
3251 Saint Ferdinand St					
New Orleans, LA 70126					
Downs Syndrome Organization of Southern NV	N/A	501 (c)(3)	Program Support		10,000
5300 Vegas Drive					
Las Vegas, NV 89108					
Education Collaborative of Washoe County Inc	N/A	501 (c)(3)	Event Sponshorship		20,000
1150 Matley Lane, Suite 201					
Reno, NV 89502					
Epicurean Charitable Foundation	N/A	501 (c)(3)	Educational Scholarships		10,000
8400 S Jones Blvd					
Las Vegas, NV 89139					
Forest Preserve District of Will County	N/A	501 (c)(3)	Program Support		25,000
3117 Olive Street					
St Louis, MO 63103					
French Quarter Festival	N/A	501 (c)(3)	Event Sponsorship		60,000
400 N Peters St, Suite 205					
New Orleans, LA 70130					

GLAAD	N/A	501 (c)(3)	Event Sponsorship		50,000
5455 Wilshire Blvd , Suite 1500					
Los Angeles, Ca 90036					
Greater LV Inner-City Games	N/A	501 (c)(3)	Program Sponsorship		10,000
1785 E Sahara Ave			"After School All Stars"		
Las Vegas, NV 89104					
Greater New Orleans Educational Television Fnd	N/A	501 (c)(3)	Event Sponsorship		83,333
916 Navarre Ave					-
New Orleans, LA 70184					
Guardian Family Services Center (Metropolis)	N/A	501 (c)(3)	Provide Shelter & Assistance to		12,000
117 W Tenth St			Women and Children who are victims of		
Metropolis, IL 62960			Domestic Violence		
Help the Aged - UK	N/A	501 (c)(3)	Program Support		101,250
207-221 Pentonville Rd					
London, England, UK N19UZ					
Hispanic Association on Corporate Responsibility	N/A	501 (c)(3)	Event Sponsorship		35,000
1444 I Street NW					
Washignton, DC 20005					
Joint Center for Political & Economic Studies	N/A	501 (c)(3)	Program Support		10,000
1090 Vermont Ave NW, Suite 1100					
Washington, DC 20005					
Joliet Area Community Hospice	N/A	501 (c)(3)	Program Support		25,000
250 Water Stone Circle					
Joliet, IL 60431					
Joliet City Partnership	N/A	501 (c)(3)	Program Support		100,000
Las Vegas Latin Chamber of Commerce	N/A	501 (c)(3)	Event Sponsorship		45,000
300 N 13th Street					
Las Vegas, NV 89101					
Las Vegas National Association of the Advancement	N/A	501 (c)(3)	Program Support		15,000
3340 S Topaz Street Suite #150					
Las Vegas, NV 89121					
Las Vegas Performing Arts Center	N/A	501 (c)(3)	Donation for Capital Campaign to build		100,000
6725 Via Austi Pkwy #360			the Smith Center for Performing Arts		
Las Vegas, NV 89119					
League of United Latin American Citizens	N/A	501 (c)(3)	Event Sponsorship		17,500
2000 L Street NW Suite 610					
Washington, DC 20036					
Lorraine Civil Rights Museum Foundation	N/A	501 (c)(3)	Event Sponsorship		42,500
450 Mulberry Street					-
Memphis, Tn 38103					
March of Dimes	N/A	501 (c)(3)	Event Support		20,000
1275 Mamoroneck Avenue					
White Plains, NY 10605					
Meals On Wheels Association of America	N/A	501 (c)(3)	Support "March for Meals campaigns,		500,000
203 S Union St			delivery vehicles and program grants		
Alexandria, VA 22314					
Muhammad Ali Center	N/A	501 (c)(3)	Support of Motivational Speaker Series		40,000
144 N 6th St					
Louisville, KY 40202					
National Association of Minority Contractors	N/A	501 (c)(3)	Event Sponsorship		15,000
1300 Pennsylvania Avenue NW					
Washigton, DC 20004					

National Council of LaRaza	N/A	501 (c)(3)	Event Sponsorship		17,500
1126 16th Street NW					
Washigton, DC 20036					
National Council on Aging	N/A	501 (c)(3)	Event Sponsorship		10,000
1901 L Street NW 4th Floor					
Washington, DC 20036					
National NAACP	N/A	501 (c)(3)	Event Sponsorship		15,000
4805 Mt Hope Drive					
Baltimore, MD 21215					
National Minority Supplier Developmnet Council	N/A	501 (c)(3)	Program Support		20,000
51 Monroe St, Suite 110					
Rockville, MD 20850					
National Urban League	N/A	501 (c)(3)	Event Sponsorship		15,000
120 Wall Street, 8th Floor					
New York, NY 10005					
Nevada Ballet Theatre	N/A	501 (c)(3)	Event Sponsorship		50,000
1651 Inner Circle					-
Las Vegas, NV 89134					
Nevada Health Centers	N/A	501 (c)(3)	Program Support		40,000
4415 Spring Mountain Road Suite 103					
Las Vegas, NV 89102					
Nevada Public Radio-KNPR	N/A	501 (c)(3)	Event Sponsorship		150,000
1289 S Torrey Pines Dr					
Las Vegas, NV 89146					
New England Patriots Charitable Foundation	N/A	501 (c)(3)	Event Sponsorship		25,000
One Patriot Place					
Foxboro, MA 02035					
NJ Performing Arts Center	N/A	501 (c)(3)	Support programs for seniors		100,000
One Center Street			and students to attend performances		-
Newark, NJ 07102					
New Hope Center Inc	N/A	501 (c)(3)	Event Sponsorship		25,000
1624 E 154th Street					
Dolton, IL 60419					
NYU Hospitals Center - Hassenfield	N/A	501 (c)(3)	Event Sponsorship		50,000
160 East 32nd Street Second Floor					
New York, NY 10016					
Opportunity Village	N/A	501 (c)(3)	Programs endowment-"Seniors		250,000
6300 W Oakey Blvd			with disabilities"		-
Las Vegas, NV 89146					
Organization of Chinese Americans	N/A	501 (c)(3)	Event Sponsorship		15,000
1001 Connecticut Ave NW, Suite 601					
Washigton, DC 20036					
Partners In Health	N/A	501 (c)(3)	Event Sponsorship		5,000
641 Huntington Ave					
Boston, MA 92115					
Public Education Foundation	N/A	501 (c)(3)	Event Sponsorship		5,000
3360 West Sahara, Suite 160					
Las Vegas, NV 89102					
Quad County Urban League	N/A	501 (c)(3)	Event Sponsorship		35,000
1685 N Farnsworth Ave					
Aurora, IL 60505					
Richard Stockton College of New Jersey Fnd	N/A	501 (c)(3)	Event Sponsorship		100,000
PO Box 195 Jim Leeds Road					
Pomona, NJ 08240					
Rose Brooks Center	N/A	501 (c)(3)	Event Sponsorship		10,000
P O Box 320599					
Kansas City, MO 64132					
Second Harvest Food Bank of Greater NO	N/A	501 (c)(3)	Event Sponsorship		10,000

700 Edwards Avenue					
New Orleans, LA 70123					
Second Wind Dreams	N/A	501 (c)(3)	Event Sponsorship		250,000
1031 Cambridge Square Ste G					
Alpharetta, Ga 30004					
Shreveport Regional Arts Council	N/A	501 (c)(3)	Event Sponsorship		75,000
800 Snow Street					
Shreveport, LA 71101					
Special Olympics Missouri	N/A	501 (c)(3)	Event Sponsorship		15,000
1001 Diamond Ridge, Suite 800					-
Jefferson City, MO 65109					
Street Ministries	N/A	501 (c)(3)	Event Sponsorship		10,000
3001 St. Rose Parkway					
Henderson, NV 89052					
Taiwan Buddhist Tzu Chi Foundation	N/A	501 (c)(3)	Event Sponsorship		100,000
1100 S Valley Center Ave					
San Dimas, CA 91773					
The Angel's Depot	N/A	501 (c)(3)	Support Senior food boxes		50,000
1495 Poinsettia Ave , Suite 151					
Vista, CA 92081					
Three Square	N/A	501 (c)(3)	Event Sponsorship		25,000
4190 N Pecos Rd					
Las Vegas, NV 89115					
Trumpet Awards Foundation	N/A	501 (c)(3)	Event Sponsorship		30,000
101 Marietta St Suite 1010					
Atlanta, GA 30303					
Tulane University	N/A	501 (c)(3)	Scholarship Grants		150,000
6823 St Charles Avenue					
New Orleans, LA 70118					
United Way of Southern NV Project REACH	N/A	501 (c)(3)	Support program that assist		50,000
1660 East Flamingo Road			elderly clients to pay their electric bill		
Las Vegas, NV 89119					
Unity Community Developmnet Corp	N/A	501 (c)(3)	Event Sponsorship		25,000
201 S Briggs Steet,					
Joliet, IL 60433					
UNLV-Black Mountain Institute	N/A	501 (c)(3)			7,500
4505 Maryland Pkwy					
Las Vegas, NV 89154					
UNLV-Innovation Village	N/A	501 (c)(3)			1,000,000
4505 Maryland Pkwy					
Las Vegas, NV 89154					
US Hispanic Chamber of Commerce	N/A	501 (c)(3)	Event Sponsorship		17,500
2175 K Street, NW, Suite 100					
Washington, DC 20037					
US Pan Asian American Chamber of Commerce	N/A	501 (c)(3)	Event Sponsorship		35,000
1329 18th Street, NW					
Washington, DC 20036					
William J Clinton Foundation	N/A	501 (c)(3)	Program Support		800,000
55 West 125th Street					
New York, NY 10027					
YMCA of Southern NV	N/A	501 (c)(3)	Program Support		15,000
4141 Meadows Lane					
Las Vegas, NV 89107					
			Total Payments		9,300,727

The Harrah's Foundation
FEIN: 74-3050638
Attachment to Form 990-PF - Amended
Grants and Contributions approved for future payments

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of receipient	Purpose of Grant or Contribution		Amount
Alegent Health Foundation - Mercy Hospital	N/A	501 (c)(3)	Event Sponsorship		100,000
800 Mercy Drive					
Council Bluffs, IA 51503					
American Cancer Society	N/A	501 (c)(3)	Program Support		1,000,000
1378 Union Avenue					
Memphis, TN 38104					
Atlantic County Special Services School District	N/A	501 (c)(3)	Program Support		57,760
112 Route 50					
Corbin City, NJ 08270					
AtlantiCare Regional Medical Center	N/A	501 (c)(3)	New Trauma Center Facility		400,000
1500 S Big Bend					
Atlantic City, NJ 08401					
BB King Museum	N/A	501 (c)(3)	Event Sponsorship		30,000
PO Box 2004					
Indianola, MS 38751-2004					
Boys & Girls Club of the Gulf Coast	N/A	501 (c)(3)	Program Support		50,000
11975-B Seaway Road					
Gulfport, MS 39503					
Calumet College of St Joe	N/A	501 (c)(3)	Capital Campaign Support for		120,000
2400 New York Avenue			New Student Center Bldg		
Whiting, IN 46394					
CEC Seabee Historical Foundation	N/A	501 (c)(3)	Capital Campaign Support for		50,000
P O Box 657			New Museum in Port Hueneme		
Guflport, MS 39502					
Clark County Public Education Foundation	N/A	501 (c)(3)	Event Sponsorship		147,068
3360 W Sahara Ave, Suite 160					
Las Vegas, Nv 89102					
Delaware County Comm College Edu Fnd	N/A	501 (c)(3)	Program Support		166,666
901 Sout Media Line Road					
Media, PA 19063					
Education Collaborative of Washoe County	N/A	501 (c)(3)	Event Sponsorship		60,000
1150 Matley Lane, Suite 201					
Reno, NV 89502					
Epicurean Charitable Foundation	N/A	501 (c)(3)	Educational Scholarships		10,000
8400 S Jones Blvd					

Las Vegas, NV 89139					
Guardian Family Services	N/A	501 (c)(3)	Provide Shelter & Assistance to		30,000
117 W Tenth St			Women and Children who are victims of		
Metropolis, IL 62960			Domestic Violence		
Greater New Orleans Educational Television Fnd	N/A	501 (c)(3)	Event Sponsorship		83,333
916 Navarre Ave					
New Orleans, LA 70184					
Help the Aged - UK	N/A	501 (c)(3)	Program Support		250,000
207-221 Pentonville Rd					
London, England, UK N19UZ					
Las Vegas Performing Arts Center	N/A	501 (c)(3)	Donation for Capital Campaign to build		100,000
6725 Via Austi Pkwy #360			the Smith Center for Performing Arts		
Las Vegas, NV 89119					
Lorraine Civil Rights Museum Foundation	N/A	501 (c)(3)	Event Sponsorship		42,500
450 Mulberry Street					
Memphis, Tn 38103					
Meals On Wheels Association of America	N/A	501 (c)(3)	Support "March for Meals campaigns,		1,000,000
203 S Union St			delivery vehicles and program grants		
Alexandria, VA 22314					
National Center for Responsible Gaming	N/A	501 (c)(3)	Initiative, including the prevention of		1,200,000
1299 Pennsylvania Ave			problem gaming		
Washigton, DC 20004					
NJ Performing Arts Center	N/A	501 (c)(3)			100,000
One Center Street					
Newark, NJ 07102					
Opportunity Village	N/A	501 (c)(3)	Programs endowment-"Seniors		250,000
6300 W Oakey Blvd			with disabilities"		
Las Vegas, NV 89146					
Shreveport Regional Arts Council	N/A	501 (c)(3)	Event Sponsorship		75,000
800 Snow Street					
Shreveport, LA 71101					
Special Olympics Missouri	N/A	501 (c)(3)	Event Sponsorship		30,000
1001 Diamond Ridge, Suite 800					
Jefferson City, MO 65109					
The Angel's Depot	N/A	501 (c)(3)	Support Senior food boxes		50,000
1495 Poinsettia Ave , Suite 151					
Vista, CA 92081					
UNLV-Innovation Village-Building	N/A	501 (c)(3)	Capital Campaign		22,500,000
4505 Maryland Pkwy					
Las Vegas, NV 89154					
UNLV-Innovation Village-Operating Expenses	N/A	501 (c)(3)	Research & Endowment		2,000,000
4505 Maryland Pkwy					

Las Vegas, NV 89154					
United Way of Southeast Delaware County	N/A	501 (c)(3)			100,000
2310 Providence Ave					
Chester, PA 19013					

30,002,327