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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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning , 2010, 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

Name of foundation
THE CAESARS FOUNDATION FKA 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) Room/suite
ONE CAESARS PALACE DRIVE

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 ☐

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 ☐

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) $\$$ 1,614,180 J Accounting method ☐ Cash ☒ Accrual
Other (specify) _____
(Part I, column (d) must be on cash basis)

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)	5,805,952			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	77	77		
	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				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	5,806,029	77		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	137,500			
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	5	5		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	307,112			307,112
	23 Other expenses (attach schedule)	2,636			2,636
	24 Total operating and administrative expenses. Add lines 13 through 23	447,253	5		309,748
	25 Contributions, gifts, grants paid	8,416,217			8,416,217
	26 Total expenses and disbursements. Add lines 24 and 25	8,863,470	5		8,725,965
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,057,441			
	b Net investment income (if negative, enter -0-)		72		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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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		34,492	771,817	771,817
	2	Savings and temporary cash investments		56,872	56,949	56,949
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ 785,414 Less allowance for doubtful accounts ▶		4,280,669	785,414	785,414
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 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				
	10 a	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)		4,372,033	1,614,180	1,614,180	
Liabilities	17	Accounts payable and accrued expenses		0	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)					
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 . .		4,372,033	1,614,180		
30	Total net assets or fund balances (see page 17 of the instructions)		4,372,033	1,614,180		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		4,372,033	1,614,180		

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	4,372,033
2	Enter amount from Part I, line 27a	2	-3,057,441
3	Other increases not included in line 2 (itemize) ▶ <u>Transfer from Caesars Ent Foundation Inc.</u>	3	299,588
4	Add lines 1, 2, and 3	4	1,614,180
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	1,614,180

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			(i) 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))
2009			
2008			
2007			
2006			
2005			
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 2010 from Part X, line 5			4 1,882,396
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1
7 Add lines 5 and 6			7 1
8 Enter qualifying distributions from Part XII, line 4			8 8,725,965

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)

1 a 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 ruling 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	1
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	1
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	1
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6 a	15	
b Exempt foreign organizations-tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7		15
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		14
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	14	Refunded

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1 a		X
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)? 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	1 b		X
c Did the foundation file Form 1120-POL for this year?	1 c		X
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		X
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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4 b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
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		X
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	X	
8 a 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	8 b	X	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ _____				
14	The books are in care of ▶ DIANE WILFONG Telephone no ▶ 702-407-6358 Located at ▶ ONE CAESARS PALACE DRIVE, LAS VEGAS, 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				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ _____				

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 22 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 2010?	1c	X
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No		
If "Yes," list the years ▶ _____		
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 22 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 ▶ _____		
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 2010 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 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2010?	4b	X

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

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		X
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	1,125,648
c	Fair market value of all other assets (see page 25 of the instructions)	1c	785,414
d	Total (add lines 1a, b, and c)	1d	1,911,062
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	1,911,062
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	28,666
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,882,396
6	Minimum investment return. Enter 5% of line 5	6	94,120

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	94,120
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	94,119
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	94,119
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	94,119

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	8,725,965
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	8,725,965
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	8,725,965

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				94,119
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 8,725,965				
a Applied to 2009, 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 2010 distributable amount				94,119
e Remaining amount distributed out of corpus . . .				
5 Excess distributions carryover applied to 2010 (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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

JUDI BROWN, ONE CAESARS PALACE DRIVE, LAS VEGAS, NV 89109 702-880-4728

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	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

13 Total. Add line 12, columns (b), (d), and (e). **13** 77
(See worksheet in line 13 instructions on page 29 to verify calculations.)

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)
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[illegible]

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF.

2010

Name of the organization

Employer identification number

THE CAESARS FOUNDATION FKA THE HARRAH'S FOUNDATION

74-3050638

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

THE CAESARS FOUNDATION FKA THE HARRAH'S FOUNDATION

Employer identification number

74-3050638

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CAESARS ENTERTAINMENT OPERATING COMPANY INC. (FKA HARRAH'S OPERATING COMPANY, ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109	\$ 5,805,952.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE CAESARS FOUNDATION FKA THE HARRAH'S FOUNDATION

74-3050638

Part II **Noncash Property** (see instructions)[illegible]



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov



130501

Nonprofit Dissolution
(PURSUANT TO NRS 82.451)

Filed in the office of	Document Number
	20100211578-77
Ross Miller Secretary of State State of Nevada	Filing Date and Time 03/12/2010 8:59 AM
	Entity Number C29810-2001

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Dissolution
For a Nevada Nonprofit Corporation
Voluntary Dissolution by Directors and Members or by Directors Alone;
Directors to Act as Trustees For Liquidation and Winding Up of Corporate Affairs
(Pursuant to NRS 82.451)

1. Name of corporation:

Caesars Entertainment Foundation, Inc

2. Names and addresses, either residence or business, of the president, secretary, and treasurer, or the equivalent thereof, and all directors of the corporation (attach a plain 8 1/2" x 11" sheet to list additional directors):

Gary W. Loveman
President or Equivalent

One Caesars Palace Drive, Las Vegas, NV 89109
Address

Karlos LaSane
Secretary or Equivalent

One Caesars Palace Drive, Las Vegas, NV 89109
Address

Karlos LaSane
Treasurer or Equivalent

One Caesars Palace Drive, Las Vegas, NV 89109
Address

Karlos LaSane
Director

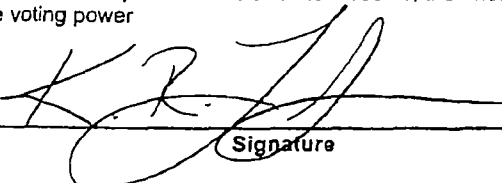
One Caesars Palace Drive, Las Vegas, NV 89109
Address

Gary W. Loveman
Director

One Caesars Palace Drive, Las Vegas, NV 89109
Address

3. Officer Signature:

I declare that a resolution to dissolve the above named corporation has been adopted by the board of directors and by any superior organization whose approval is required by a provision of the articles authorized by NRS 82.091. If there are members entitled to vote to take action upon the resolution to dissolve, the undersigned further declare that the resolution has been adopted by a majority of all the voting power

X 
Signature

Secretary/Treasurer
Title

March 10, 2010
Date

Filing Fee: \$50.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees

The Caesars Foundation (FKA The Harrah's Foundation)
FEIN: 74-3050638
Attachment to Form 990-PF - Amended
12/31/2010

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

Consulting	\$ 137,500
	<u>\$ 137,500</u>

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

Excise tax on investment income	\$ 5
	<u>\$ 5</u>

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

Annual Report Fee	\$ 25
Miscellaneous	<u>\$ 2,611</u>
	<u>\$ 2,636</u>

The Harrah's Foundation
 FEIN: 74-3050638
 Attachment to Form 990-PF
 Page 6, Part VIII, line 1
 List of officers, directors, trustees
 12/31/2010

(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
12/31/2010

- 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 Caesars' Foundation
FEIN: 74-3050638

Attachment to Form 990-PF - Amended
Page 11, Part XV, Line 3a
Grants and Contributions Paid 2010

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
AARP Foundation 1420 Tree Line Drive Las Vegas, NV 89142	N/A	501 (c)(3)	Program Support	1,100,000
Alegent Health Foundation - Mercy Hospital 800 Mercy Drive Council Bluffs, IA 51503	N/A	501 (c)(3)	Event Sponsorship	50,000
Alzheimer's Association, Delaware Valley Chapter 399 Market Street, Suite 102 Philadelphia, PA 19106	N/A	501 (c)(3)		25,000
American Cancer Society 1378 Union Avenue Memphis, TN 38104	N/A	501 (c)(3)	Program Support	500,000
American National Red Cross 1771 E Flamingo Rd Ste 206B Las Vegas, NV 89119	N/A	501 (c)(3)	Program Support	50,000
American Red Cross Nashville Chapter 2201 Charlotte Avenue Nashville, TN 37203	N/A	501 (c)(3)	Program Support	50,000
Area Agency on Aging, Region 1 1366 East Thomas Road Phoenix, AZ 85014	N/A	501 (c)(3)	Program Support	20,000
Atlantic Cape Community College Foundation 1535 Bacharach Blvd Atlantic City, NJ 08401	N/A	501 (c)(3)	Program Support	75,000
Atlantic City Education Foundation P O Box 7206 Atlantic City, NJ 08404-7207	N/A	501 (c)(3)	Education Support	5,000
AtlantiCare Regional Medical Center 1500 S Big Bend Atlantic City, NJ 08401	N/A	501 (c)(3)	New Trauma Center Facility	200,000
Atlantic County Special Services School Di 112 Route 50 Corbin City, NJ 08270	N/A	501 (c)(3)	Program Support	28,880
Audobon Nature Institute P O Box 4327 New Orleans, LA 70178	N/A	501 (c)(3)	Event Sponsorship	12,500
Autism Speaks 216 Haddon Avenue, Suite 403 Westmont, NJ 08108	N/A	501 (c)(3)	Event Sponsorship	17,500

BB King Museum PO Box 2004 Indianola, MS 38751-2004	N/A	501 (c)(3)	Event Sponsorship	10,000
Beacon of Hope 145 Robert E Lee Blvd Suite 200 New Orleans, LA 70124	N/A	501 (c)(3)	Program Sponsorship	20,000
Beacon of Hope 145 Robert E Lee Blvd Suite 200 New Orleans, LA 70124	N/A	501 (c)(3)	Program Sponsorship	40,000
Best Buddies Nevada 500 N Rainbow, Suite 314 Las Vegas, NV 89107	N/A	501 (c)(3)	Program Sponsorship	100,000
Boys & Girls Club of the Gulf Coast 11975-A160 Seaway Road Gulfport, MS 39503	N/A	501 (c)(3)	Program Support	50,000
Calumet College of St Joe 2400 New York Avenue Whiting, IN 46394	N/A	501 (c)(3)	Capital Campaign Support for New Student Center Bldg	60,000 -
Cars for Christmas P O Box 518 Belton, MO 64012	N/A	501 (c)(3)	Program Support	10,000
CEC Seabee Historical Foundation P O Box 657 Gulfport, MS 39502	N/A	501 (c)(3)	Capital Campaign Support for New Museum in Port Hueneme	50,000 -
Challenged Athletes Foundation 9990 Mesa Rim Road Suite 230 San Diego, CA 92121	N/A	501 (c)(3)	Program Support	10,000
Children's Hospital Boston Foundation, Inc 1721 McKinley Avenue Atlantic City, NJ 08401	N/A	501 (c)(3)	Program Support	5,000 -
Children's Hospital Boston P O Box 414421 Boston, MA 02241-4421	N/A	501 (c)(3)	Sponsorship for Champions for Childrens	25,000 -
Clark County Public Education Foundation 3360 W Sahara Ave, Suite 160 Las Vegas, Nv 89102	N/A	501 (c)(3)	Event Sponsorship	147,068
Clark County Public Education Foundation 3360 W Sahara Ave, Suite 160 Las Vegas, Nv 89102	N/A	501 (c)(3)	Event Sponsorship	125,000
Clean the World Foundation 8026 Sunport Drive, #306 Orlando, FL 32809	N/A	501 (c)(3)	Event Sponsorship	100,000

Cystic Fibrosis Foundation 1028 Cresthaven Memphis, TN 38120	N/A	501 (c)(3)	Event Sponsorship	30,000
Delaware County Comm College Edu Fnd 901 Sout Media Line Road Media, PA 19063	N/A	501 (c)(3)	Program Support	83,333
Downs Syndrome Organization of Southern NV 5300 Vegas Drive Las Vegas, NV 89108	N/A	501 (c)(3)	Program Support	10,000
Easter Seals Joliet Region, Inc 212 Barney Drive Joliet, IL 60435	N/A	501 (c)(3)	Event Sponshorship	25,000
Education Collaborative of Washoe County Inc 1150 Matley Lane, Suite 201 Reno, NV 89502	N/A	501 (c)(3)	Event Sponshorship	20,000
FIT for an Independent Tomorrow 1931 Stella Lake Drive Las Vegas, NV 89106	N/A	501 (c)(3)	Program Support	100,000
French Quarter Festival 400 N Peters St , Suite 205 New Orleans, LA 70130	N/A	501 (c)(3)	Event Sponsorship	60,000
Friends for Life 43 North Cleveland Memphis, TN 38104	N/A	501 (c)(3)	Event Sponsorship	25,000
GLAAD 5455 Wilshire Blvd , Suite 1500 Los Angeles, Ca 90036	N/A	501 (c)(3)	Event Sponsorship	50,000
Greater Joliet Area YMCA 749 Houbolt Road Joliet, IL 60431	N/A	501 (c)(3)	Program Sponsorship "Teen Achievers"	15,000
Greater New Orleans Educational Television Fnd 916 Navarre Ave New Orleans, LA 70184	N/A	501 (c)(3)	Event Sponsorship	83,333
Guardian Family Services Center (Metropolis) 117 W Tenth St Metropolis, IL 62960	N/A	501 (c)(3)	Provide Shelter & Assistance to Women and Children who are victims of Domestic Violence	15,000
Help the Aged - UK 207-221 Pentonville Rd London, England, UK N19UZ	N/A	501 (c)(3)	Program Support	95,154
Hispanic Association on Corporate Responsibility 1444 I Street NW Washington, DC 20005	N/A	501 (c)(3)	Event Sponsorship	25,000
ITN Las Vegas Valley 8965 S Eastern Ave , 120F Las Vegas, NV 89123	N/A	501 (c)(3)	Program Support	25,000

John Henry Pop Lloyd Committee	N/A	501 (c)(3)	Program Support	15,000
1014 Maple Avenue				
Linwood, NJ 08221				
Joliet Area Historical Museum	N/A	501 (c)(3)	Program Support	25,000
204 N Ottawa Street				
Joliet, IL 60432				
Junior Achievement of Southern Nevada	N/A	501 (c)(3)	Program Support	15,000
7220 S Cimarron, Suite 130				
Las Vegas, NV 89113				
Junior League of Reno	N/A	501 (c)(3)	Program Support	70,000
606 W Plumb Lane				
Reno, NV 89509				
Keep Memory Alive	N/A	501 (c)(3)	Program Support	25,000
888 W Bonneville Ave				
Las Vegas, NV 89106				
KNPR Nevada Public Radio	N/A	501 (c)(3)	Program Support	182,200
1289 South Torrey Pines				
Las Vegas, NV 89146				
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 Performing Arts Center	N/A	501 (c)(3)	Donation for Capital Campaign to build the Smith Center for Performing Arts	100,000
6725 Via Austi Pkwy #360				
Las Vegas, NV 89119				
Las Vegas Sun Summer Camp Fund	N/A	501 (c)(3)	Event Sponsorship	25,000
2360 Corporate Circle, 4th Floor				
Henderson, NV 89074				
Literacy Volunteers Association, Cape-Atlantic	N/A	501 (c)(3)	Event Sponsorship	10,000
743 N Main Street				-
Pleasantville, NJ 08232				
Lockport Fire Foundation	N/A	501 (c)(3)	Program Support	25,000
19623 Renwick Road				
Lockport, IL 60441				
Lorraine Civil Rights Museum Foundation	N/A	501 (c)(3)	Event Sponsorship	42,500
450 Mulberry Street				-
Memphis, Tn 38103				
Mazzoni Center	N/A	501 (c)(3)	Program Support	35,000
21 South 12 Street				
Philadelphia, PA 19107				
Meals On Wheels Association of America	N/A	501 (c)(3)	Support "March for Meals campaigns, delivery vehicles and program grants	500,000
203 S Union St				
Alexandria, VA 22314				
Memphis Jewish Foundation	N/A	501 (c)(3)	Program Support	35,000
6560 Poplar Avenue				
Memphis, TN 38138				

National Association of Area Agencies on Aging	N/A	501 (c)(3)	Event Sponsorship		25,000
1730 Rhode Island Ave, NW, Suite 1200 Washington, DC 20036					
National Center for Responsible Gaming	N/A	501 (c)(3)	Initiative, including the prevention of problem gaming		400,000
1299 Pennsylvania Ave Washington, DC 20004					
National Kidney Foundation	N/A	501 (c)(3)	Project Support		10,000
30 East 33rd Street New York, NY 10016					
National Park Trust	N/A	501 (c)(3)	Project Support		25,000
401 E Jefferson St , Suite 102 Rockville, MD 20850					
The Nature Conservancy Nevada	N/A	501 (c)(3)	Project Support		50,000
One E. First Street #1007 Reno, NV 89501					
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		50,000
4415 Spring Mountain Road Suite 103 Las Vegas, NV 89102					
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 and students to attend performances		100,000
One Center Street Newark, NJ 07102					
New Orleans Council on Aging	N/A	501 (c)(3)	Program Support		10,000
2475 Calan Street, Suite 400 New Orleans, LA 70179					
New Vista Ranch Community	N/A	501 (c)(3)	Capital Project Initiative		25,000
P O Box 80025 Las Vegas, NV 89180					
Northern Illinois Food Bank	N/A	501 (c)(3)	Program Support		25,000
600 Industrial Drive St Charles, IL 60174					
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 with disabilities"		250,000
6300 W Oakey Blvd Las Vegas, NV 89146					
Parkworks Cleveland	N/A	501 (c)(3)	Event Sponsorship		100,000
1422 Euclid Avenue, Suite 733 Cleveland, OH 44115					

PRIME Initiative Astral House 1268 London Road London, England SW16 4ER	N/A	501 (c)(3)	Elderly Program Support	50,000
Purdue University Calumet 2200 169th Street Hammond, IN 46323	N/A	501 (c)(3)	Education Program Support	100,000
River Cities Community Clinic 813 Handock Road #2 Bullhead City, AZ 86442-5032	N/A	501 (c)(3)	Program Support	50,000
San Diego University Foundation 5500 Campanile Drive San Diego, CA 92182	N/A	501 (c)(3)	Program Support	25,000
Second Harvest Food Bank 700 Edwards Avenue New Orleans, LA 70123	N/A	501 (c)(3)	Event Sponsorship	12,550
Second Harvest Food Bank of Greater NO 1201 Sams Avenue New Orleans, LA 70123	N/A	501 (c)(3)	Event Sponsorship	25,000
Second Wind Dreams 1031 Cambridge Square Ste G Alpharetta, Ga 30004	N/A	501 (c)(3)	Event Sponsorship	250,000
Shreveport Regional Arts Council 800 Snow Street Shreveport, LA 71101	N/A	501 (c)(3)	Event Sponsorship	75,000
Special Olympics Missouri 1001 Diamond Ridge, Suite 800 Jefferson City, MO 65109	N/A	501 (c)(3)	Event Sponsorship	15,000
St Rose Dominican Health Foundation 3001 St Rose Parkway Henderson, NV 89052	N/A	501 (c)(3)	Event Sponsorship	126,200
Southern Suburban Special Recreation Association 19910 80th Avenue Tinley Park, IL 60487	N/A	501 (c)(3)	Event Sponsorship	25,000
The Angel's Depot 1495 Poinsettia Ave , Suite 151 Vista, CA 92081	N/A	501 (c)(3)	Support Senior food boxes	50,000
The Angel's Depot 1495 Poinsettia Ave , Suite 151 Vista, CA 92081	N/A	501 (c)(3)	Support Senior food boxes	50,000
The Arc of Atlantic County 6550 Delilah Road, Suite 101 Egg Harbor Township, NJ 08234	N/A	501 (c)(3)	Support Senior food boxes	15,000
The Documentary Foundation 3178 O Street Sacramento, CA 95816	N/A	501 (c)(3)	Event Sponsorship	10,000
Three Square 4190 N Pecos Rd Las Vegas, NV 89115	N/A	501 (c)(3)	Event Sponsorship	50,000

Tunica Humane Society P O Box 236 Tunica, MS 38676	N/A	501 (c)(3)	Capital Initiative Support	200,000
United Way of Atlantic County 4 East Jimmie Leeds Road, Suite 10 Galloway, NJ 08205	N/A	501 (c)(3)	Program Support	10,000
United Way of Southeast Delaware County 2310 Providence Ave Chester, PA 19013	N/A	501 (c)(3)	Program Support	50,000
United Way of Southern NV Project REACH 1660 East Flamingo Road Las Vegas, NV 89119	N/A	501 (c)(3)	Support program that assist elderly clients to pay their electric bill	50,000
University of Chicago Medical Center 1170 East 58th Street Chicago, IL 60637	N/A	501 (c)(3)	Research & Development	50,000
University of Southern Mississippi 118 College Drive, #5210 New Orleans, LA 70123	N/A	501 (c)(3)	Event Sponsorship	50,000
UNLV-Black Mountain Institute 4505 Maryland Pkwy Las Vegas, NV 89154	N/A	501 (c)(3)		10,000
UNLV-Innovation Village 4505 Maryland Pkwy Las Vegas, NV 89154	N/A	501 (c)(3)		1,000,000
USO Las Vegas 2111 Wilson Blvd , Suite 1200 Arlington, VA 22201	N/A	501 (c)(3)	Program Support	100,000
US Pan Asian American Chamber of Commerce 1329 18th Street, NW Washington, DC 20036	N/A	501 (c)(3)	Event Sponsorship	25,000
Will County Center for Community Concerns 304 N Scott Street Joliet, IL 60432	N/A	501 (c)(3)	Program Support	15,000
Will County Habitat for Humanity 2112 Wjefferson, Suite 219 Joliet, IL 60435	N/A	501 (c)(3)	Program Support	20,000
YMCA of Southern NV 4141 Meadows Lane Las Vegas, NV 89107	N/A	501 (c)(3)	Program Support	15,000
			Total Payments	8,416,217

The Harrah's Foundation

FEIN: 74-3050638

Attachment to Form 990-PF - Amended

Page 11, Part XV, Line 3b

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 recipient	Purpose of Grant or Contribution	Amount
Alegent Health Foundation - Mercy Hospital 800 Mercy Drive Council Bluffs, IA 51503	N/A	501 (c)(3)	Event Sponsorship	50,000
American Cancer Society 1378 Union Avenue Memphis, TN 38104	N/A	501 (c)(3)	Program Support	500,000
Atlantic County Special Services School District 112 Route 50 Corbin City, NJ 08270	N/A	501 (c)(3)	Program Support	28,880
AtlantiCare Regional Medical Center 1500 S Big Bend Atlantic City, NJ 08401	N/A	501 (c)(3)	New Trauma Center Facility	200,000
Atlantic City Education Foundation P O Box 7206 Atlantic City, NJ 08404-7207	N/A	501 (c)(3)	Education Support	10,000
BB King Museum PO Box 2004 Indianola, MS 38751-2004	N/A	501 (c)(3)	Event Sponsorship	20,000
Calumet College of St. Joe 2400 New York Avenue Whiting, IN 46394	N/A	501 (c)(3)	Capital Campaign Support for New Student Center Bldg	60,000
Cars for Christmas P O Box 518 Belton, MO 64012	N/A	501 (c)(3)	Program Support	20,000
Clark County Public Education Foundation 3360 W Sahara Ave, Suite 160 Las Vegas, Nv 89102	N/A	501 (c)(3)	Event Sponsorship	250,000
Delaware County Comm. College Edu Fnd 901 Sout Media Line Road Media, PA 19063	N/A	501 (c)(3)	Program Support	83,333
Education Collaborative of Washoe County 1150 Matley Lane, Suite 201 Reno, NV 89502	N/A	501 (c)(3)	Event Sponsorship	40,000
Epicurean Chantable Foundation 8400 S Jones Blvd Las Vegas, NV 89139	N/A	501 (c)(3)	Educational Scholarships	10,000

Guardian Family Services	N/A	501 (c)(3)	Provide Shelter & Assistance to		15,000
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		154,846
207-221 Pentonville Rd					
London, England, UK N19UZ					
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					
National Center for Responsible Gaming	N/A	501 (c)(3)	Initiative, including the prevention of problem gaming		800,000
1299 Pennsylvania Ave					
Washington, DC 20004					
PRIME Initiative	N/A	501 (c)(3)	Elderly Program Support		50,000
Astral House 1268 London Road					
London, England SW16 4ER					
Special Olympics Missouri	N/A	501 (c)(3)	Event Sponsorship		15,000
1001 Diamond Ridge, Suite 800					
Jefferson City, MO 65109					
The Angel's Depot	N/A	501 (c)(3)	Support Senior food boxes		100,000
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		1,000,000
4505 Maryland Pkwy					
Las Vegas, NV 89154					
United Way of Southeast Delaware County	N/A	501 (c)(3)			50,000
2310 Providence Ave					
Chester, PA 19013					
University of Chicago Medical Center	N/A	501 (c)(3)	Research & Development		100,000
1170 East 58th Street					
Chicago, IL 60637					
		Total Future Contributions			26,557,059