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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

INTERNAL REVENUE SERVICE
RECEIVED
NOV 09 2012
ACCOUNTS MGMT.-LARGE CORP.- Team 101
CINCINNATI ACCOUNTS MGMT. CTR.

Name of foundation
THE CAESARS 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 instructions)
702-407-6361

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 ▶ ☐

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

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)* ▶ $ 1,793,347.00

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 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)	7,868,749.00			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	36.00	36.00		
	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	7,868,785.00	36.00		
Operating and Administrative Expenses	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)	182,500.00			
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	377,713.00			377,112.00
	23	Other expenses (attach schedule)	83.00			83.00
	24	**Total operating and administrative expenses.** Add lines 13 through 23	560,296.00			377,195.00
	25	Contributions, gifts, grants paid	7,129,322.00			7,219,322.00
	26	**Total expenses and disbursements** Add lines 24 and 25	7,689,618.00			7,596,517.00
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	179,167.00			
	b	**Net investment income** (if negative, enter -0-)		36.00		
	c	**Adjusted net income** (if negative, enter -0-)				

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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	771,817.00	1,793,347.00	1,793,347.00
	2	Savings and temporary cash investments	56,949.00		
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ 785,414.00			
		Less allowance for doubtful accounts ▶	785,414.00	0.00	0.00
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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)	1,614,180.00	1,793,347.00	1,793,347.00
Liabilities	17	Accounts payable and accrued expenses	0.00	0.00	
	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	1,614,180.00	1,793,347.00	
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,614,180.00	1,793,347.00	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,614,180.00	1,793,347.00	

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	1,614,180.00
2	Enter amount from Part I, line 27a	2	179,167.00
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,793,347.00
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	1,793,347.00

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 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 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))
2010			
2009			
2008			
2007			
2006			

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 2011 from Part X, line 5	4	1,046,081.82
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.36
7 Add lines 5 and 6	7	0.36
8 Enter qualifying distributions from Part XII, line 4	8	7,596,517.00

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	1.00
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	1.00
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	1.00
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14.00		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	14.00
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	13.00
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 13.00 **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		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)?	1b		X
	*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		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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		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	
8a	Enter the states to which the foundation reports or with which it is registered (see 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ Torben Cohrs Telephone no ▶ 702-407-6361

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

			Yes	No
16	At any time during calendar year 2011, 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		
	See 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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 2011 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 2011)*	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 2011?	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 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 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 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 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
Nome				

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 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 by its directors.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 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 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	1,062,012.00
c	Fair market value of all other assets (see instructions)	1c	0.00
d	**Total** (add lines 1a, b, and c)	1d	1,062,012.00
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	1,062,012.00
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,930.18
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,046,081.82
6	**Minimum investment return.** Enter 5% of line 5	6	52,304.09

Part XI Distributable Amount (see 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	52,304.09
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1.00		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1.00
3	Distributable amount before adjustments Subtract line 2c from line 1			3	52,303.09
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	52,303.09
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	52,303.09

Part XII Qualifying Distributions (see 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	7,596,517.00
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	7,596,517.00
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 instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,596,517.00

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 instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				52,303.09
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only				
b	Total for prior years 20_____,20______,20_____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 7,596,517.00				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2011 distributable amount				52,303.09
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 *(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 instructions				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, 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			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2a 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 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 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

Torben Cohrs, One Caesars Palace Drive, Las Vegas, NV 89109 702-407-6361

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				
b *Approved for future payment*				
See Attached Schedule				
Total ▶ 3b				

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 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	36.00			
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)		36.00			

13 Total Add line 12, columns (b), (d), and (e) 13 36.00

(See worksheet in line 13 instructions 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 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)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
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) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee

11/7/2012 Date

▶ Treasurer Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
THE CAESARS 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 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, total 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 total 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 Part I, 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)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF

Name of organization
THE CAESARS FOUNDATION

Employer identification number
74-3050638

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Caesars Entertainment Operating Company, Inc. One Caesars Palace Drive Las Vegas, NV 89109	$ 7,868,749.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	**(b) Name, address, and ZIP + 4**	**(c) Total contributions**	**(d) Type of contribution**
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	**(b) Name, address, and ZIP + 4**	**(c) Total contributions**	**(d) Type of contribution**
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	**(b) Name, address, and ZIP + 4**	**(c) Total contributions**	**(d) Type of contribution**
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	**(b) Name, address, and ZIP + 4**	**(c) Total contributions**	**(d) Type of contribution**
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	**(b) Name, address, and ZIP + 4**	**(c) Total contributions**	**(d) Type of contribution**
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE CAESARS FOUNDATION	74-3050638

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Pledges Receivable (Various Dates)	$ 7,868,749.00	
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
THE CAESARS FOUNDATION	74-3050638

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

The Caesars Foundation
FEIN: 74-3050638
Attachment to Form 990-PF
12/31/2011

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

Consulting	$ 182,500
	$ 182,500

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

Annual Report Fee	$ 25
Miscellaneous	$ 58
	$ 83

The Caesars Foundation
FEIN: 74-3050638
Attachment to Form 990-PF
Page 10, Part XV, line 2b
Giving Guidelines
12/31/2011

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
Page 6, Part VIII, line 1
List of officers, directors, trustees
12/31/2011

(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	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
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
Torben Cohr One Caesars Palace Drive, Las Vegas, NV 89109	Treasurer 5 hours per week	0	0	0

The Caesars Foundation
FEIN: 74-3050638
Attachment to Form 990-PF
Page 11, Part XV, Line 3a
Grants and Contributions Paid 2011

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		50,000
800 Mercy Drive					
Council Bluffs, IA 51503					
Alliance for Climate Education	N/A	501 (c)(3)	Program Support		25,000
360 22nd Street, Suite 730					
Oakland, CA 94612					
Alzheimer's Association, Delaware Valley Chapter	N/A	501 (c)(3)	Program Support		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 Cancer Society	N/A	501 (c)(3)	Program Support		37,279
6165 South Rainbow Blvd					
Las Vegas, NV 89118					
American Diabetes Foundation	N/A	501 (c)(3)	Program Support		10,000
2750 Lake Villa Drive, Suite 203					
Metairie, LA 70002					
American Heart Association	N/A	501 (c)(3)	Event Sponsorship		25,000
4445 South Jones, Suite B-1					
Las Vegas, NV 89103					
American Red Cross	N/A	501 (c)(3)	Program Support		100,000
1771 E Flamingo Rd , Suite 206B					
Las Vegas, NV 89119					
American Red Cross, Little Egypt Network	N/A	501 (c)(3)	Relief Support - Ohio River flooding		50,000
665 N. Airport Road, Suite 112					
Murphysboro, IL 62966					
American Red Cross Mid-South Chapter	N/A	501 (c)(3)	Relief Support - Mississippi River flooding		50,000
1400 Central Avenue					
Memphis, TN 38104					
Area Agency on Aging, Region 1	N/A	501 (c)(3)	Program Support		10,000
1366 East Thomas Road					
Phoenix, AZ 85014					
Atlantic Cape Community College Foundation	N/A	501 (c)(3)	Sponsorship Support		50,000
1535 Bacharach Blvd					
Atlantic City, NJ 08401					
Atlantic City Education Foundation	N/A	501 (c)(3)	Education Support		5,000
P O Box 7206					
Atlantic City, NJ 08404-7207					
AtlantiCare Regional Medical Center	N/A	501 (c)(3)	New Trauma Center Facility		200,000

1925 Pacific Avenue					
Atlantic City, NJ 08401					
Atlantic County Special Services School District	N/A	501 (c)(3)	Program Support		28,880
112 Route 50					
Corbin City, NJ 08270					
BB King Museum and Delta Interpretive Center	N/A	501 (c)(3)	Event Sponsorship		10,000
PO Box 2004					
Indianola, MS 38751-2004					
Boston Celtics Shamrock Foundation	N/A	501 (c)(3)	Program Support		5,500
226 Causeway Street					
Boston , MA 02114					
Cal Star	N/A	501 (c)(3)	Program Support		21,400
1901 Airport Blvd , #112					
South Lake Tahoe, CA 96150					
Calumet College of St Joseph	N/A	501 (c)(3)	Capital Campaign Support for		60,000
2400 New York Avenue			New Student Center Bldg		
Whiting, IN 46394					
Cars 4 Christmas	N/A	501 (c)(3)	Program Support		10,000
P O. Box 518					
Belton, MO 64012					
Catholic Charities, Diocese of Joliet	N/A	501 (c)(3)	Program Support		35,000
203 N Ottawa Street					
Joliet, IL 60432					
Catholic Schools Foundation	N/A	501 (c)(3)	Scholarship Fund		7,500
260 Franklin Street, Suite 630					
Boston, MA 02100					
Challenged Athletes Foundation	N/A	501 (c)(3)	Event Sponsorship		10,000
PO Box 910769					
San Diego, CA 92121					
Chester Education Foundation	N/A	501 (c)(3)	Program Support		120,000
2600 W Ninth Street					
Chester, PA 19013					
Children's Hospital Boston	N/A	501 (c)(3)	Sponsorship for Champions for Childrens		25,000
One Autumn Street					
Boston, MA 02215-5301					
Clark County Public Education Foundation	N/A	501 (c)(3)	Event Sponsorship		125,000
3360 W. Sahara Ave, Suite 160					
Las Vegas, Nv 89102					
Clean the World Foundation	N/A	501 (c)(3)	Event Sponsorship		150,000
8026 Sunport Drive, #306					
Orlando, FL 32809					
Cooper Foundation	N/A	401 ©(3)	Program Support		50,000
One Cooper Plaza					
Camden, NJ 08103					
Cystic Fibrosis Foundation	N/A	501 (c)(3)	Event Sponsorship		25,000
220 North Main Street, Suite 104					
Natick, MA 01760					
Cystic Fibrosis Foundation	N/A	501 (c)(3)	Event Sponsorship		10,000
220 North Main Street, Suite 104					
Natick, MA 01760					
Delaware County Comm College Edu Fnd	N/A	501 (c)(3)	Program Support		83,333

901 South Media Line Road					
Media, PA 19063					
Eastern Band of Cherokee Indians	N/A	501 (c)(3)	Event Sponshorship		10,000
520 Terminal Tower					
Cleveland, OH 44113					
Education Collaborative of Washoe County Inc	N/A	501 (c)(3)	Event Sponshorship		20,000
2880 Sutro Street					
Reno, NV 89512					
FIT for an Independent Tomorrow	N/A	501 (c)(3)	Program Support		50,000
1931 Stella Lake Drive					
Las Vegas, NV 89106					
French Quarter Festival	N/A	501 (c)(3)	Event Sponsorship		60,000
400 N Peters St , Suite 205					
New Orleans, LA 70130					
French Quarter Festival	N/A	501 (c)(3)	Event Sponsorship		25,000
400 N Peters St , Suite 205					
New Orleans, LA 70130					
Friends for Life	N/A	501 (c)(3)	Event Sponsorship		15,000
43 North Cleveland					
Memphis, TN 38104					
Friends of the Israel Defense Forces	N/A	501 (c)(3)	Program Support		25,000
500 Office Center Drive, 4th Floor					
Fort Washington, PA 19034					
GLAAD	N/A	501 (c)(3)	Event Sponsorship		25,000
5455 Wilshire Blvd , Suite 1500					
Los Angeles, Ca 90036					
Global Fairness Initiative	N/A	501 (c)(3)	Event Sponsorship		50,000
1800 Wyoming Ave, NW					
Washington, DC 20009					
Goodwill of Southern Nevada	N/A	501 (c)(3)	Program Support		50,000
1280 W Cheyenne Avenue					
North Las Vegas, NV 89030					
Green Chips	N/A	501 (c)(3)	Program Support		50,000
3050 E Flamingo Road					
Las Vegas, NV 89121					
Guardian Family Services Center	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		
Guardian Family Services Center	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		
Humane Society of Northwest Louisiana	N/A	501 (c)(3)	Program Support		15,000
PO Box 52442					
Shreveport, LA 71135-2442					
ITN Las Vegas Valley	N/A	501 (c)(3)	Program Support		10,000
8965 S Eastern Ave , 120F					
Las Vegas, NV 89123					
John R Elliott Foundation	N/A	501 (c)(3)	Program Support		5,000
1416 N Main Street					
Pleasantville, NJ 08201					

Junior Achievement of Southern Nevada	N/A	501 (c)(3)	Program Support		25,000
7220 S Cimarron, Suite 130					
Las Vegas, NV 89113					
KNPR Nevada Public Radio	N/A	501 (c)(3)	Program Support		182,200
1289 South Torrey Pines					
Las Vegas, NV 89146					
Lamb's Fold	N/A	501 (c)(3)	Program Support		25,000
153 Ottawa Street					
Joliet, IL 60436					
Las Vegas Philharmonic	N/A	501 (c)(3)	Event Sponsorship		50,000
1412 South Jones Boulevard					
Las Vegas, NV 89146					
Legal Aid Center of S NV	N/A	501 (c)(3)	Capital Campaign		20,000
800 S 8th Street					
Las Vegas, NV 89101					
Leukemia & Lymphoma Society Mid-America Chapter	N/A	501 (c)(3)	Event Sponsorship		15,000
6811 West 63rd Stree, Suite 202					
Shawnee Mission, KS 66202					
Lorraine Civil Rights Museum Foundation	N/A	501 (c)(3)	Event Sponsorship		25,000
450 Mulberry Street					
Memphis, Tn 38103					
Louisiana Endowment for the Humanities	N/A	501 (c)(3)	Program Support		25,000
938 Lafayette Street, Suite 300					
New Orleans, LA 70113					
Make it Right Foundation	N/A	501 (c)(3)	Event Sponsorship		150,000
1055 St Charles Avenue, Suite 500					
Las Vegas, NV 89134					
Meals On Wheels Association of America	N/A	501 (c)(3)	Support "March for Meals" campaigns, delivery		500,000
203 South Union Street			vehicles and program grants		
Alexandria, VA 22314					
Meals On Wheels Association of America	N/A	501 (c)(3)	Support R&D programs focused on hunger and nutrition		250,000
203 S Union St					
Alexandria, VA 22314					
Memphis Jewish Foundation	N/A	501 (c)(3)	Program Support		15,000
6560 Poplar Avenue					
Memphis, TN 38138					
Mississippi Freedom 50th Foundation	N/A	501 (c)(3)	Event Sponsorship		50,000
PO Box 290					
Jackson, MS 39205					
Neon Museum	N/A	501 (c)(3)	Program Support		25,000
821 Las Vegas Blvd, North					
Las Vegas, NV 89101					
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		400,000
1299 Pennsylvania Ave , NW, Suite 1175			problem gaming		

Washigton, DC 20004					
National Park Trust	N/A	501 (c)(3)	Project Support		60,000
401 E Jefferson St , Suite 102					
Rockville, MD 20850					
National Multiple Sclerosis Society	N/A	501 (c)(3)	Event Sponsorship		25,000
2440 S Sepulveda Blvd , Suite 115					
Los Angeles, CA 90064					
Nevada Ballet Theatre	N/A	501 (c)(3)	Event Sponsorship		100,000
1651 Inner Circle					-
Las Vegas, NV 89134					
Nevada Conservation League	N/A	501 (c)(3)	Project Support		25,000
817 S Main Street					
Las Vegas, NV 89101					
New Orleans Neighborhood Development Foundation	N/A	501 (c)(3)	Program Support		50,000
1429 South Rampart Street					
New Orleans , LA 70113					
New England Patriots Charitable Foundation	N/A	501 (c)(3)	Event Sponsorship		25,000
One Patriot Place					
Foxborough, MA 02035-1388					
New Vista Ranch	N/A	501 (c)(3)	Program Support		35,000
PO Box 80025					
Las Vegas, NV 89180					
Olive Crest	N/A	501 (c)(3)	Program Support		50,000
2130 E 4th Street, Suite 200					
Santa Ana, CA 92705					
Opportunity Village	N/A	501 (c)(3)	Program Support		250,000
6300 W Oakey Blvd					
Las Vegas, NV 89146					
Paducah Area Chapther of America Red Cross	N/A	501 (c)(3)	Relief Support - 2011 Spring Storms		50,000
232 N 8th Street					
Paducah, KY 42001					
ParkWorks	N/A	501 (c)(3)	Event Sponsorship		20,000
1422 Euclid Avenue, Suite 733					
Cleveland, OH 44115					
Providence House	N/A	501 (c)(3)	Program Support		25,000
814 Cotton Street					
Shreveport, LA 71101					
R & R Partners Foundation	N/A	501 (c)(3)	Program Support		50,000
900 S Pavillion Center Drive, Suite 100					
Las Vegas, NV 89144					
River Cities Community Clinic	N/A	501 (c)(3)	Program Support		50,000
813 Handock Road #2					
Bullhead City, AZ 86442-5032					
Rock and Roll Museum Hall of Fame	N/A	501 (c)(3)	Program Support		100,000
520 Terminal Tower					
Cleveland, OH 44113					
Second Wind Dreams	N/A	501 (c)(3)	Event Sponsorship		250,000
1031 Cambridge Square Ste G					
Alpharetta, Ga 30004					
Senior Services Center of Will County, Inc	N/A	501 (c)(3)	Program Support		25,000

251 N Center Street					
Joliet, IL 60435					
Shane Victorino Foundation	N/A	501 (c)(3)	Event Sponsorship		25,000
2 Penn Center Plaza, Suite 200					
Philadelphia, PA 19102					
Special Olympics Missouri	N/A	501 (c)(3)	Event Sponsorship		15,000
1001 Diamond Ridge, Suite 800					-
Jefferson City, MO 65109					
Sports Aid	N/A	501 (c)(3)			63,116
3rd Floor Victoria House					
Bloomsbury Square London WC1B 4SE					
Teach for America Las Vegas Valley	N/A	501 (c)(3)	Development Support		100,000
1785 East Sahara, Suite 460					
Las Vegas, NV 89104					
The Arc of Atlantic County	N/A	501 (c)(3)	Program Support		10,000
6550 Delilah Road, Suite 101					
Egg Harbor Township, NJ 08234					
The Gay & Lesbian Center of S NV	N/A	501 (c)(3)	Program Support		50,000
953 E Sahara, Suite B25					
Las Vegas, NV 89104					
The North Ward Center, Inc	N/A	501 (c)(3)	Program Support		10,000
346 Mt Prospect Avenue					
Newark, NJ 07104					
The PRIME Initiative	N/A	501 (c)(3)	Program Support		50,000
Astral House 1268 London Road					
London, England SW16 4ER					
The PRIME Initiative	N/A	501 (c)(3)	Program Support		205,114
Astral House 1268 London Road					
London, England SW16 4ER					
The Wetlands Initiative	N/A	501 (c)(3)	Restoration Project		25,000
520 Terminal Tower					
Cleveland, OH 44113					
United Way of Southeast Delaware County	N/A	501 (c)(3)	Program Support		50,000
2310 Providence Ave					
Chester, PA 19013					
United Way of Southeast Delaware County	N/A	501 (c)(3)	Sponsorship		50,000
2310 Providence Ave					
Chester, PA 19013					
University of Chicago Medical Center	N/A	501 (c)(3)	Research & Development		50,000
1170 East 58th Street					
Chicago, IL 60637					
University of Southern Mississippi Foundation	N/A	501 (c)(3)	Endowment Scholarship		10,000
118 College Drive, #5210					
New Orleans, LA 70123					
University of St Francis	N/A	501 (c)(3)	Sponsorship		25,000
500 Wilcox Street					
Joliet, IL 60435					
UNLV-Black Mountain Institute	N/A	501 (c)(3)	Sponsorship		10,000
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					
Veterans Across America	N/A	501 (c)(3)	Program Support		40,000
152 Madison Avenue					
New York, NY 10016					
YMCA of Southern NV	N/A	501 (c)(3)	Program Support		15,000
4141 Meadows Lane					
Las Vegas, NV 89107					
			Total Payments		7,129,322

The Caesars Foundation
FEIN: 74-3050638
Attachment to Form 990-PF
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 receipient	Purpose of Grant or Contribution		Amount
Atlantic City Education Foundation	N/A	501 (c)(3)	Education Support		5,000
P O Box 7206					
Atlantic City, NJ 08404-7207					
Cars 4 Christmas	N/A	501 (c)(3)	Program Support		10,000
P O Box 518					
Belton, MO 64012					
Education Collaborative of Washoe County	N/A	501 (c)(3)	Event Sponsorship		20,000
1150 Matley Lane, Suite 201					
Reno, NV 89502					
FIT for an Independent Tomorrow	N/A	501 (c)(3)	Program Support		50,000
1931 Stella Lake Drive					
Las Vegas, NV 89106					
National Center for Responsible Gaming	N/A	501 (c)(3)	Initiative, including the prevention of		400,000
1299 Pennsylvania Ave			problem gaming		
Washigton, DC 20004					
The Angel's Depot	N/A	501 (c)(3)	Support Senior food boxes		100,000
1495 Poinsettia Ave , Suite 151					
Vista, CA 92081					
University of Chicago Medical Center	N/A	501 (c)(3)	Research & Development		50,000
1170 East 58th Street					
Chicago, IL 60637					
		Total Future Contributions			635,000