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

Department of the Treasury
Internal Revenue Service

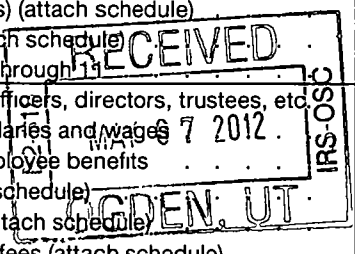
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2011

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

Name of foundation Stephen A Wynn Foundation, B.T. f/k/a Stephen A. Wynn & Elaine P. Wynn Foundation		A Employer identification number 94-3354332
Number and street (or P O box number if mail is not delivered to street address) 3131 Las Vegas Boulevard South		B Telephone number (see instructions) 702-592-0058
Room/suite		
City or town, state, and ZIP code Las Vegas, NV 89109-1967		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 79,638	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(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)	82,500			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	8	8	8	
	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	82,508	8	8		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	50,000			50,000
	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)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,825			3,825
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	18,362			18,362
	24 Total operating and administrative expenses. Add lines 13 through 23				
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	72,187			72,187	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	10,321				
b Net investment income (if negative, enter -0-)		8			
c Adjusted net income (if negative, enter -0-)			8		



SCANNED MAY 21 2012

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	69,317	79,638	79,638
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	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			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	69,317	79,638	79,638	
Liabilities	17 Accounts payable and accrued expenses			
	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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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	69,317	79,638	
30 Total net assets or fund balances (see instructions)	69,317	79,638		
31 Total liabilities and net assets/fund balances (see instructions)	69,317	79,638		

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	69,317
2 Enter amount from Part I, line 27a	2	10,321
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	79,638
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	79,638

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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) 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	1,080,477	110,260	979.9356%
2009	553,038	226,455	244.2154%
2008	172,406	406,288	42.4344%
2007	886,241	736,665	120.3045%
2006	186,699	980,748	19.0364%
2 Total of line 1, column (d)			2 1,405.9263%
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			3 281.1853%
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 78,066
5 Multiply line 4 by line 3			5 219,510
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 219,510
8 Enter qualifying distributions from Part XII, line 4			8 72,187

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)

Table with 11 rows for excise tax calculations. Includes sub-rows for credits/payments (6a-6d) and a 'Refunded' column for line 11.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes 'Yes' and 'No' columns for various questions regarding political activities, tax returns, and asset reporting.

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ Steven Dezii Telephone no. ▶ 702-592-0058 Located at ▶ 3131 Las Vegas Boulevard South, Las Vegas, NV ZIP+4 ▶ 89109-1967			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No ✓

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
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	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	✓

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** Yes No
 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** Yes No
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** Yes No

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 Attachment		50,000	0	0

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
None				

Total number of other employees paid over \$50,000 **0**

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 ▶		0

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	
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		
2		
All other program-related investments. See instructions.		
3		
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	79,255
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	79,255
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	79,255
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,189
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78,066
6	Minimum investment return. Enter 5% of line 5	6	3,903

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	3,903
2a	Tax on investment income for 2011 from Part VI, line 5	2a	0
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,903
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,903
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	3,903

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	72,187
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	72,187
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	72,187

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				3,903
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			0	
b	Total for prior years: 20__ ,20__ ,20__		0		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006	137,700			
b	From 2007	849,576			
c	From 2008	152,159			
d	From 2009	541,718			
e	From 2010	1,074,964			
f	Total of lines 3a through e	2,756,117			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 72,187				
a	Applied to 2010, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see instructions)		0		
c	Treated as distributions out of corpus (Election required—see instructions)	0			
d	Applied to 2011 distributable amount				3,903
e	Remaining amount distributed out of corpus	68,284			
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	2,824,401			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
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		0		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	137,700			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,686,701			
10	Analysis of line 9:				
a	Excess from 2007	849,576			
b	Excess from 2008	152,159			
c	Excess from 2009	541,718			
d	Excess from 2010	1,074,964			
e	Excess from 2011	68,284			

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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	8	6	264	6,656	6,934
b 85% of line 2a	7	5	224	5,658	5,894
c Qualifying distributions from Part XII, line 4 for each year listed	72,187	1,080,477	553,038	172,406	1,878,108
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	72,187	1,080,477	553,038	172,406	1,878,108
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	2,602	3,675	7,549	13,543	27,369
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).)
-
- 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.
-
- 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:
 Steven Dezii, 3131 Las Vegas Boulevard South, Las Vegas, NV 89109-1967 Telephone 702-592-0058
-
- b** The form in which applications should be submitted and information and materials they should include:
 A letter stating the nature of the charitable purpose of the organization and any other significant information.
-
- c** Any submission deadlines:
 Applications are accepted at any time. Notice of approval, rejection, or additional information usually sent within 2 months.
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 The foundation limits its awards to religious, scientific, literary, educational, or other charitable purposes.

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)				
<p>a <i>Paid during the year</i> See Schedule</p>				
<p>Total</p>			▶ 3a	0
<p>b <i>Approved for future payment</i> See Schedule</p>				
<p>Total</p>			▶ 3b	0

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

Stephen A. Wynn Foundation, B.T. f/k/a Stephen A. Wynn & Elaine P. Wynn Foundation

Employer identification number

94-3354332

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).

Name of organization Stephen A. Wynn Foundation, B.T. f/k/a Stephen A. Wynn & Elaine P. Wynn Foundation	Employer identification number 94-3354332
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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	William Weidner 9711 Orient Express Court Las Vegas, NV 89145-8702	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Cydney Marsico 210 Cherry Hills Park Dr. Cherry Hills Village, CO 80113	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Marc Schorr 3131 Las Vegas Boulevard South Las Vegas, NV 89109-1967	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	Bessemer Trust Company 100 Woodbridge Center Dr. Woodbridge, NJ 07095-1191	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	Bruce Rockowitz 9-11 Horizon Drive Flat C1-3 Chung Hon Kok HONG KONG	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	Bob Tuttle 9601 Wilshire Blvd. Ste. 560 Beverly Hills, CA 90210	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Stephen A. Wynn Foundation, B.T. f/k/a Stephen A. Wynn & Elaine P. Wynn Foundation	Employer identification number 94-3354332
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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
7	Gregory Kamer ----- 3000 Loma Vista Ave. ----- Las Vegas, NV 89120 -----	\$ ----- 500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	Matt Maddox ----- 3131 Las Vegas Boulevard South ----- Las Vegas, NV 89109-1967 -----	\$ ----- 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	Lynette McCollum ----- 160 Riverside Dr. Apt. 15B ----- New York, NY 10024 -----	\$ ----- 1,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	The Lawrence Foundation ----- 944 Pinehurst Drive ----- Las Vegas, NV 89109 -----	\$ ----- 1,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Stephen A. Wynn Foundation, B.T.
f/k/a Stephen A. Wynn & Elaine P. Wynn Foundation
Emp ID# 94-3354332
Summary of Gifts Received
Attachment to Part I, Line 1 of Form 990-PF
For the Year Ended 12/31/11

Name/Address	Date of Gift	Amount
William Weidner 9711 Orient Express Court Las Vegas, NV 89145-8702	22-Apr-11	5,000
Cydney Marsico 210 Cherry Hills Park Dr. Cherry Hills Village, CO 80113	27-Apr-11	25,000
Marc Schorr 3131 Las Vegas Boulevard South Las Vegas, NV 89109-1967	27-Apr-11	5,000
Bessemer Trust Company 100 Woodbridge Center Dr. Woodbridge, NJ 07095-1191	02-May-11	25,000
Bruce Rockowitz 9-11 Horizon Drive Flat C1-3 Chung Hon Kok HONG KONG	04-May-11	10,000
Bob Tuttle 9601 Wilshire Blvd. Ste. 560 Beverly Hills, CA 90210	06-May-11	5,000
Gregory Kamer 3000 Loma Vista Ave. Las Vegas, NV 89120	21-Jun-11	500
Matt Maddox 3131 Las Vegas Boulevard South Las Vegas, NV 89109-1967	21-Jun-11	5,000
Lynette McCollum 160 Riverside Dr. Apt 15B New York, NY 10024	27-Oct-11	1,000
The Lawrence Foundation 944 Pinehurst Drive Las Vegas, NV 89109	12-Dec-11	1,000

Total Gifts Received 82,500

Stephen A. Wynn Foundation, B.T.
f/k/a Stephen A. Wynn & Elaine P. Wynn Foundation
Emp ID# 94-3354332
Summary of Taxes Paid and Other Expenses
Attachment to Part I, Lines 18 and 23 of Form 990-PF
For the Year Ended 12/31/11

Line 18

<u>Description</u>	<u>Amount</u>
Payroll Taxes	3,825
Total Taxes:	3,825

Line 23

<u>Description</u>	<u>Amount</u>
Transportation	2,173
Travel	10,649
Meals & Entertainment	5,390
Meeting Expenses	150
Total Other Expenses:	18,362

Stephen A. Wynn Foundation, B.T.
f/k/a Stephen A. Wynn & Elaine P. Wynn Foundation
Emp ID# 94-3354332
Summary of New "Substantial" Contributors
Attachment to Part VII-A, Line 10 of Form 990-PF
For the Year Ended 12/31/11

Name/Address	Date of Gift	Amount
William Weidner 9711 Orient Express Court Las Vegas, NV 89145-8702	22-Apr-11	5,000
Cydney Marsico 210 Cherry Hills Park Dr. Cherry Hills Village, CO 80113	27-Apr-11	25,000
Marc Schorr 3131 Las Vegas Boulevard South Las Vegas, NV 89109-1967	27-Apr-11	5,000
Bessemer Trust Company 100 Woodbridge Center Dr. Woodbridge, NJ 07095-1191	02-May-11	25,000
Bruce Rockowitz 9-11 Horizon Drive Flat C1-3 Chung Hon Kok HONG KONG	04-May-11	10,000
Bob Tuttle 9601 Wilshire Blvd. Ste. 560 Beverly Hills, CA 90210	06-May-11	5,000
Gregory Kamer 3000 Loma Vista Ave. Las Vegas, NV 89120	21-Jun-11	500
Matt Maddox 3131 Las Vegas Boulevard South Las Vegas, NV 89109-1967	21-Jun-11	5,000
Lynette McCollum 160 Riverside Dr. Apt 15B New York, NY 10024	27-Oct-11	1,000
The Lawrence Foundation 944 Pinehurst Drive Las Vegas, NV 89109	12-Dec-11	1,000

Total Gifts Received 82,500

**Stephen A. Wynn Foundation, B.T.
f/k/a Stephen A. Wynn & Elaine P. Wynn Foundation**

Emp ID# 94-3354332

Information about Trustees

Part VIII - Form 990-PF

For the Year Ended 12/31/11

Name	Address	Title and Avg Hrs/Wk	Compensation	Contributions to		Expense Account & Other Allowances
				Employee Benefit Plans and Deferred Compensation		
Stephen A. Wynn	3131 Las Vegas Blvd South Las Vegas, NV 89109	Trustee / nominal hours per week	\$ -	\$ -	-	\$ -
Steve Dezii	3131 Las Vegas Blvd South Las Vegas, NV 89109	Trustee / 12 hrs. per week	\$ 50,000	\$ -	-	\$ -
			<u>\$ 50,000</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>

Stephen A. Wynn Foundation, B.T.
f/k/a Stephen A. Wynn & Elaine P. Wynn Foundation
Emp ID# 94-3354332
Net Value of Non-Charitable Use Assets
Attachment to Part X, Line 1b of Form 990-PF
For the Year Ended 12/31/11

Date	Bank of America	Balance
12/31/2010	69,317	69,317
1/31/2011	55,862	55,862
2/28/2011	55,862	55,862
3/31/2011	55,863	55,863
4/30/2011	42,407	42,407
5/31/2011	110,146	110,146
6/30/2011	115,897	115,897
7/31/2011	98,033	98,033
8/31/2011	95,003	95,003
9/30/2011	95,004	95,004
10/31/2011	78,637	78,637
11/30/2011	78,638	78,638
12/31/2011	79,638	79,638
Total		1,030,309
		13
Average Monthly Balance	(1)	79,255
		1.50%
Cash Deemed Held for Charitable Activities	(2)	1,189
Net Value of Non-Charitable Use Assets	(1)-(2)	78,066
Minimum Investment Return Percent		5%
Minimum Investment Return		3,903

Stephen A. Wynn Foundation, B.T.
f/k/a Stephen A. Wynn & Elaine P. Wynn Foundation
Emp ID# 94-3354332
Grants and Contributions Paid
Attachment to Part XV, Line 3a, of Form 990-PF
For the Year Ended 12/31/11

<u>Name/Address</u>	<u>Grant Date</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
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No contributions paid during the year
ended 12/31/2011

Total Grants/Contributions Paid	<u><u>0</u></u>
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Stephen A. Wynn Foundation, B.T.
f/k/a Stephen A. Wynn & Elaine P. Wynn Foundation
Emp ID# 94-3354332
Grants and Contributions Approved for Future Payment
Attachment to Part XV, Line 3b, of Form 990-PF
For the Year Ended 12/31/11

<u>Name/Address</u>	<u>Grant Date</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
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None

Total Grants/Contributions Approved for Future Payment
 0