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

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

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) ONE CAESARS PALACE DRIVE	Room/suite	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: <table style="display: inline-table; vertical-align: top;"> <tr><td>☐ Initial return</td><td>☐ Initial return of a former public charity</td></tr> <tr><td>☐ Final return</td><td>☐ Amended return</td></tr> <tr><td>☐ Address change</td><td>☐ Name change</td></tr> </table>			☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change
☐ 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) ▶ \$ 1,333,061.00 (Part I, column (d) must be on cash basis.) J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____								

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)	5,194,133.00			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	28.00	28.00		
	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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	5,194,161.00	28.00		
	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)	178,243.00			
	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	184,490.00			184,490.00
	23 Other expenses (attach schedule)	149.00			149.00
	24 Total operating and administrative expenses. Add lines 13 through 23	362,882.00			184,639.00
25 Contributions, gifts, grants paid	5,291,565.00			5,291,565.00	
26 Total expenses and disbursements. Add lines 24 and 25	5,654,447.00			5,476,204.00	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-460,286.00				
b Net investment income (if negative, enter -0-)		28.00			
c Adjusted net income (if negative, enter -0-)					

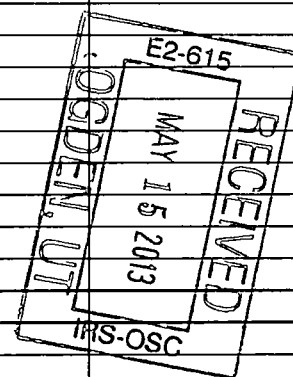
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,793,347.00	1,333,061.00	1,333,061.00
	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				
	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)			1,793,347.00	1,333,061.00	1,333,061.00
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		1,793,347.00	1,333,601.00	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		1,793,347.00	1,333,601.00	
	31	Total liabilities and net assets/fund balances (see instructions)		1,793,347.00	1,333,601.00	

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	1,793,347.00
2	Enter amount from Part I, line 27a	2	-460,286.00
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,333,061.00
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	1,333,061.00

Form **990-PF** (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ 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))
2011			
2010			
2009			
2008			
2007			
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 2012 from Part X, line 5			4 2,448,126.88
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.28
7 Add lines 5 and 6			7 0.28
8 Enter qualifying distributions from Part XII, line 4 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.			8 5,476,204.00

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 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13.00	
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	13.00	
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	12.00	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 12.00 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		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	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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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, Nevada ZIP+4 ▶ 89109

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

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16	Yes	No
		X

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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012)	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 2012?	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**

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
None				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 The Foundation generally does not engage in any direct charitable activities. Rather, it uses its funds to provide financial assistance to charities chosen by its directors.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 ▶	

Form 990-PF (2012)

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	2,485,408.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,485,408.00
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	2,485,408.00
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,281.12
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,448,126.88
6	Minimum investment return. Enter 5% of line 5	6	122,406.34

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	122,406.34
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1.00
b	Income tax for 2012. (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	122,405.34
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	122,405.34
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	122,405.34

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	5,476,204.00
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	5,476,204.00
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	5,476,204.00

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				122,405.34
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,476,204.00				
a Applied to 2011, 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 2012 distributable amount				122,405.34
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2012

(b) 2011

(c) 2010

(d) 2009

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 or e-mail 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

JSA

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	

Enter gross amounts unless otherwise indicated

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.)
▼	

[illegible]

		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	X
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		

[illegible]

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

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

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: [Signature] Date: 4/29/13 Title: Treasurer

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 of Contributors

OMB No 1545-0047

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

2012

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).

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	\$ 5,194,133.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

74-3050638

Part II

[illegible]

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
Page 10, Part XV, line 2b
Giving Guidelines
12/31/2012

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
12/31/2012

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

Consulting	<u>\$ 178,243</u>
	<u><u>\$ 178,243</u></u>

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

Annual Report Fee	\$ 25
Miscellaneous	<u>\$ 124</u>
	<u><u>\$ 149</u></u>

Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of Grant or	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	
After-School All-Stars 3720 Howard Hughes Parkway, Suite 240 Las Vegas, NV 89169	N/A	501 (c)(3)	Program Support	15,000
Alzheimer's Association, SW Chapter 5190 S Valley View Blvd, Suite 104 Las Vegas, NV 89118	N/A	501 (c)(3)	Program Support	25,000
American Cancer Society, Mid-South Division 1378 Union Avenue Memphis, TN 38104	N/A	501 (c)(3)	Program Support	25,000
American Cancer Society 2609 River Road New Orleans, LA 70121	N/A	501 (c)(3)	Program Support	25,000
American Cancer Society East Bell Road #126 Phoenix, AZ 85032	N/A	501 (c)(3)	Program Support	8,000
American Cancer Society 1378 Union Ave Memphis, TN 38104	N/A	501 (c)(3)	Program Support	10,000
Canadian Cancer Society 55 St Clair Avenue West, Suite 300 Toronto, Ontario M4V 2Y7	N/A	501 (c)(3)	Program Support	7,000
American Heart Association 4445 South Jones, Suite B-1 Las Vegas, NV 89103	N/A	501 (c)(3)	Event Sponsorship	25,000
American Heart Association 110 Veterans Blvd., Suite 160 Metairie, LA 70005	N/A	501 (c)(3)	Program Support	10,000
American Red Cross 850 N Franklin Blvd Pleasantville, NJ 08232	N/A	501 (c)(3)	Hurricane Sandy Relief	150,000
American Red Cross - NW Louisiana Chapter 4221 Linwood Avenue Shreveport, LA 71108	N/A	501 (c)(3)	Construction Support	50,000
American Red Cross - Clark County, IN 1805 East 8th Street Jeffersonville, IN 47130	N/A	501 (c)(3)	Relief Support - Kentucky & Indiana Tornadoes	25,000
American Red Cross - SE Louisiana 2640 Canal St New Orleans, LA 70119	N/A	501 (c)(3)	Hurricane Isaac Relief	50,000
American Red Cross - Mississippi Gulf Coast 875 Riverside Drive Jackson, MS 39202-1138	N/A	501 (c)(3)	Hurricane Isaac Relief	25,000
Atlantic City Education Foundation P.O. Box 7206 Atlantic City, NJ 08404-7207	N/A	501 (c)(3)	Education Support	5,000
Atlantic County Special Services School District 112 Route 50	N/A	501 (c)(3)	Program Support	28,000

Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of Grant or		
Name and address (home or business)	or substantial contributor	recipient	Contribution		Amount
Corbin City, NJ 08270					
Audubon Nature Institute	N/A	501 (c)(3)	Event Sponsorship		12,500
PO Box 4327					
New Orleans, LA 70178					
Bayou District Foundation	N/A	501 (c)(3)	Sponsorship		80,000
320 Julia Street					
New Orleans, LA 70130					
BB King Museum and Delta Interpretive Center	N/A	501 (c)(3)	Event Sponsorship		10,000
PO Box 2004					
Indianola, MS 38751-2004					
Best Buddies Nevada	N/A	501 (c)(3)	Program Support		50,000
500 N Rainbow, Suite 314					
Las Vegas, NV 89107					
Best Buddies Nevada	N/A	501 (c)(3)	Program Support		100,000
500 N Rainbow, Suite 314					
Las Vegas, NV 89107					
Big Brothers and Big Sisters of Will & Grundy Counties	N/A	501 (c)(3)	Building Construction		40,000
417 Taylor Street					
Joliet, IL 60435					
Big Brothers and Big Sisters of Metropolitan Chicago	N/A	501 (c)(3)	Program Support		25,000
560 W Lake Street Fifth Floor					
Chicago, IL 60661					
Bossier Council on Aging	N/A	501 (c)(3)	Meals on Wheels Vehicle		30,000
706 Bearkat Drive					
Bossier City, LA 71111					
Boston Children's Hospital	N/A	501 (c)(3)	Event Support		25,000
One Autumn Street					
Boston, MA 02215-5301					
Boston Health Care for the Homeless Program	N/A	501 (c)(3)	Event Support		10,000
729 Massachusetts Ave					
Boston, MA 02118					
Boston Celtics Shamrock Foundation	N/A	501 (c)(3)	Event Support		6,500
226 Causeway Street					
Boston, MA 02114					
Boulder City Museum & Historical Association	N/A	501 (c)(3)	Program Support		10,000
401 California Avenue					
Boulder City, NV 89006					
Boys & Girls Clubs of NW Indiana	N/A	501 (c)(3)	Program Support		75,000
839 Broadway, 3rd Floor					
Gary, IN 46402					
Boys & Girls Clubs of Atlantic City	N/A	501 (c)(3)	Program Support		55,000
317 N Pennsylvania Avenue					
Atlantic City, NJ 08401					
Cars 4 Chrstmas	N/A	501 (c)(3)	Program Support		10,000
P O Box 518					
Belton, MO 64012					
Catholic Charities of Southern Nevada	N/A	501 (c)(3)	Program Support		30,000
251 N Center Street					
Joliet, IL 60432					
Catholic Schools Foundation	N/A	501 (c)(3)	Scholarship Fund		7,500
260 Franklin Street, Suite 630					

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
Boston, MA 02100				
Chester Education Foundation 2600 W Ninth Street Chester, PA 19013	N/A	501 (c)(3)	Program Support	120,000
Children's Hospital Los Angeles 4650 Sunset Blvd., Maitstop #29 Los Angeles, CA 90027	N/A	501 (c)(3)	Event Sponsorship	10,000
Children's Mercy Hospitals & Clinics 2401 Gillham Road Kansas City, MO 64108	N/A	501 (c)(3)	Event Sponsorship	10,000
Children's Tumor Foundation 95 Pine Street, 16th Floor New York, NY 10005	N/A	501 (c)(3)	Event Sponsorship	50,000
Clark County Public Education Foundation 3360 W Sahara Ave, Suite 160 Las Vegas, Nv 89102	N/A	501 (c)(3)	Event Sponsorship	125,000
Clark County Public Education Foundation 3360 W Sahara Ave, Suite 160 Las Vegas, Nv 89102	N/A	501 (c)(3)	Event Sponsorship	35,000
Clean the World Foundation 8026 Sunport Drive, #306 Orlando, FL 32809	N/A	501 (c)(3)	Event Sponsorship	150,000
Core Element 2045 Lakeshore Drive, Suite 552 New Orleans, LA 70122	N/A	501 (c)(3)	Program Support	10,000
Council Bluffs Senior Center, Inc 714 South Main Council Bluffs, IA 51503	N/A	501 (c)(3)	Program Support	15,000
Cystic Fibrosis Foundation 220 North Main Street, Suite 104 Natick, MA 01760	N/A	501 (c)(3)	Event Sponsorship	25,000
Cystic Fibrosis Foundation 220 North Main Street, Suite 104 Natick, MA 01760	N/A	501 (c)(3)	Event Sponsorship	5,000
Desert Research Institute 2215 Raggio Parkway Reno, NV 89512	N/A	501 (c)(3)	Support for Fellowship	16,250
Douglas County Sheriff's Advisory Council PO Box 1002 Minden, NV 89423	N/A	501 (c)(3)	Public Safety Equipment	25,000
Downs Syndrome Organization of Southern Nevada 5300 Vegas Drive Las Vegas, NV 89108	N/A	501 (c)(3)	Playground Construction	12,000
Education Collaborative of Washoe County Inc 2880 Sutro Street Reno, NV 89512	N/A	501 (c)(3)	Event Sponsorship	20,000
Education Collaborative of Washoe County Inc 2880 Sutro Street Reno, NV 89512	N/A	501 (c)(3)	Event Sponsorship	20,000
First Call 633 E. 63rd Street Kansas City, MO 64110	N/A	501 (c)(3)	Program Support	10,000

Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of Grant or		
Name and address (home or business)	or substantial contributor	recipient	Contribution		Amount
First Line School Yard 2319 Valence Street New Orleans, LA 70115	N/A	501 (c)(3)	Program Support		10,000
FIT for an Independent Tomorrow 1931 Stella Lake Drive Las Vegas, NV 89106	N/A	501 (c)(3)	Program Support		50,000
Food Outreach 3117 Olive Street St. Louis, MO 63103	N/A	501 (c)(3)	Meal delivery vehicle		35,000
F.O.R. Mancopa 22688 N Barlow Court Mancopa, AZ 85238	N/A	501 (c)(3)	Program Support		50,000
French Quarter Festival 400 N. Peters St., Suite 205 New Orleans, LA 70130	N/A	501 (c)(3)	Event Sponsorship		25,000
Green Chips 3050 E. Flamingo Road Las Vegas, NV 89121	N/A	501 (c)(3)	Program Support		50,000
Happy Hearts Senior Center 701 Market Street Metropolis, IL 62960	N/A	501 (c)(3)	Meals on Wheels Vehicle		30,000
Hassenfeld Foundation NYU Hospital Center 160 East 32nd Street New York, NY 10016	N/A	501 (c)(3)	Event Sponsorship		30,000
Heartland Family Services 2101 S. 42nd Street Omaha, NE 68105	N/A	501 (c)(3)	Program Support		50,000
Hopelink of Southern Nevada 178 Westminster Way Henderson, NV 89105	N/A	501 (c)(3)	Program Support		50,000
Horatio Alger Association of Distinguished Americans 99 Canal Center Plaza, Suite 320 Alexandria, VA 22314	N/A	501 (c)(3)	Event Support		10,000
ITN Las Vegas Valley 8965 S. Eastern Ave., 120F Las Vegas, NV 89123	N/A	501 (c)(3)	Program Support		25,000
Jennie Edmundson Hospital 933 East Pierce Street Council Bluffs, IA 51503	N/A	501 (c)(3)	Cancer Patient Fund		125,000
Jewish Family Services 607 N. Jerome Avenue Margate, NJ 98402-1527	N/A	501 (c)(3)	Program Support		25,000
Joliet Area Community Hospice 250 Water Stone Circle Joliet, IL 60431	N/A	501 (c)(3)	Program Support		25,385
Jewish Federation of Las Vegas 2317 Renaissance Drive Las Vegas, NV 89119	N/A	501 (c)(3)	Program Support		22,000
Junior Achievement of Southern Nevada 7220 S. Cimarron, Suite 130	N/A	501 (c)(3)	Program Support		30,000

Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of Grant or		
Name and address (home or business)	or substantial contributor	recipient	Contribution		Amount
Las Vegas, NV 89113					
Kingman Aid to Abused People 2701 E Andy Devine 103A Kingman, AZ 86401	N/A	501 (c)(3)	Sponsorship		5,000
KNPR Nevada Public Radio 1289 South Torrey Pines Las Vegas, NV 89146	N/A	501 (c)(3)	Program Support		191,000
Las Vegas Philharmonic 1412 South Jones Boulevard Las Vegas, NV 89146	N/A	501 (c)(3)	Event Sponsorship		50,000
Leukemia & Lymphoma Society Mid-America Chapter 6811 West 63rd Stree, Suite 202 Shawnee Mission, KS 66202	N/A	501 (c)(3)	Event Sponsorship		15,000
Liberty's Kitchen 422 1/2 South Broad Street New Orleans, LA 70119	N/A	501 (c)(3)	Program Support		25,000
Lorraine Civil Rights Museum Foundation 450 Mulberry Street Memphis, Tn 38103	N/A	501 (c)(3)	Event Sponsorship		25,000
Lorraine Civil Rights Museum Foundation 450 Mulberry Street Memphis, Tn 38103	N/A	501 (c)(3)	Event Sponsorship		25,000
Lorraine Civil Rights Museum Foundation 450 Mulberry Street Memphis, Tn 38103	N/A	501 (c)(3)	Event Sponsorship		25,000
Make-A-Wish Foundation 5105 South Durango Drive, Suite 100 Las Vegas, NV 89113	N/A	501 (c)(3)	Event Sponsorship		100,000
Meals On Wheels of Council Bluffs 915 N 16th Street Council Bluffs, IA 51501	N/A	501 (c)(3)	Vehicle Donation		30,000
Memphis Botanic Garden 750 Cherry Road Memphis, TN 38117	N/A	501 (c)(3)	Program Support		20,000
Memphis Jewish Foundation 6560 Poplar Avenue Memphis, TN 38138	N/A	501 (c)(3)	Program Support		30,000
Mid East Area Agency on Aging 14535 Manchester Road Manchester, MO 63011	N/A	501 (c)(3)	Meals on Wheels Vehicle		30,000
Mid-South Food Bank 239 S Dudley Memphis, TN 38104	N/A	501 (c)(3)	Program Support		10,000
MorningStar Mission Ministries, Inc 350 E Washington Street Joliet, IL 60433	N/A	501 (c)(3)	Program Support		25,000
National Association of Area Agencies on Aging 1730 Rhode Island Ave, NW, Suite 1200 Washington, DC 20036	N/A	501 (c)(3)	Event Sponsorship		25,000
National Center for Responsible Gaming	N/A	501 (c)(3)	Problem Gaming Program Support		400,000

Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of Grant or		
				Contribution	Amount
Name and address (home or business)	or substantial contributor	recipient			
1299 Pennsylvania Ave , NW, Suite 1175 Washington, DC 20004					
National Kidney Foundation 6405 Metcalf Avenue, Suite 204 Overland Park, KS 66202	N/A	501 (c)(3)	Event Sponsorship		10,000
National Multiple Sclerosis Society 2440 S Sepulveda Blvd , Suite 115 Los Angeles, CA 90064	N/A	501 (c)(3)	Event Sponsorship		35,000
National Park Trust 401 E Jefferson Street, Suite 102 Rockville, MD 20850	N/A	501 (c)(3)	Event Sponsorship		100,000
Nevada Conservation League Education Fund 817 S Main Street Las Vegas, NV 89101	N/A	501 (c)(3)	Project Support		25,000
New Orleans Multicultural Tourism Network 2020 St Charles Avenue New Orleans , LA 70130	N/A	501 (c)(3)	Event Sponsorship		20,000
New England Patriots Charitable Foundation One Patriot Place Foxborough, MA 02035-1388	N/A	501 (c)(3)	Event Sponsorship		25,000
New Vista Ranch PO Box 80025 Las Vegas, NV 89180	N/A	501 (c)(3)	Program Support		25,000
NJ Seeds 494 Broad Street, Suite 105 Newark, NJ 07102	N/A	501 (c)(3)	Program Support		10,000
Northern Illinois Food Bank 600 Industrial Drive St Charles, IL 60174	N/A	501 (c)(3)	Program Support		25,000
Olive Crest 2130 E. 4th Street, Suite 200 Santa Ana, CA 92705	N/A	501 (c)(3)	Program Support		50,000
One Love Global Wellness Foundation PO Box 712 Mokena, IL 60448	N/A	501 (c)(3)	Program Support		25,000
Opportunity Village 6300 W Oakley Blvd Las Vegas, NV 89146	N/A	501 (c)(3)	Program Support		250,000
Perkins School for the Blind 175 North Beacon Street Watertown, MA 02472	N/A	501 (c)(3)	Event Sponsorship		10,000
Porter Leath 868 N Manassas Memphis, TN 38107	N/A	501 (c)(3)	Event Sponsorship		20,000
Pnncceton Center for Leadership Training 911 Commons Way Pnncceton , NJ 08540	N/A	501 (c)(3)	Event Sponsorship		100,000
Rebuilding Together 1899 L Street NW, Suite 1000 Washington DC 20036	N/A	501 (c)(3)	Program Support		93,000
Rebuilding Together St Louis 357 Marshall Avenue, Suite 2	N/A	501 (c)(3)	Program Support		35,000

Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of Grant or		
Name and address (home or business)	or substantial contributor	recipient	Contribution		Amount
St Louis, MO 63119					
Restore the Earth Foundation	N/A	501 (c)(3)	LA Wetland Restoration		25,000
95 Brown Road, Suite 139					
Itaca, NY 14850					
Second Wind Dreams	N/A	501 (c)(3)	Program Support		200,000
1031 Cambridge Square, Suite G					
Alpharetta, GA 30004					
Second Harvest Food bank	N/A	501 (c)(3)	Program Support		10,000
1201 Sames Avenue					
New Orleans, LA 70123					
Senior Services Center of Will County, Inc.	N/A	501 (c)(3)	Program Support		30,000
251 N Center Street					
Joliet, IL 60435					
Shane Victorino Foundation	N/A	501 (c)(3)	Event Sponsorship		30,000
2 Penn Center Plaza, Suite 200					
Philadelphia, PA 19102					
Special Olympics Nevada	N/A	501 (c)(3)	Program Support		25,000
5670 Wynn Road, Suite H					
Las Vegas, NV 89118					
St Rose Dominican Health Foundation	N/A	501 (c)(3)	Program Support		60,000
3001 St. Rose Parkway					
Henderson, NV 89052					
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 Angel's Depot	N/A	501 (c)(3)	Program Support		50,000
1495 Poinsettia Avenue, Suite 151					
Vista, CA 92081					
The Cooper Foundation	N/A	501 (c)(3)	Event Sponsorship		50,000
One Cooper Plaza					
Camden, NJ 08103					
The Gay & Lesbian Center of S NV	N/A	501 (c)(3)	Program Support		100,000
953 E. Sahara, Suite B25					
Las Vegas, NV 89104					
TJ Martell Foundation	N/A	501 (c)(3)	AIDS/Cancer Research		20,000
2040 Broadway					
Santa Monica, CA 90404					
United Negro College Fund	N/A	501 (c)(3)	Scholarship		100,000
105 Adams Street, Suite 2400					
Chicago, IL 60603					
University of Chicago Medical Center	N/A	501 (c)(3)	Research & Development		50,000
1170 East 58th Street					
Chicago, IL 60637					
UNLV-Black Mountain Institute	N/A	501 (c)(3)	Sponsorship		10,000
4505 Maryland Pkwy					
Las Vegas, NV 89154					
UNLV Foundation	N/A	501 (c)(3)	Event Sponsorship		800
4505 S Maryland Parkway					
Box 451006					
Las Vegas, NV 89154					
UNLV Foundation	N/A	501 (c)(3)	Event Sponsorship		600

Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of Grant or		
Name and address (home or business)	or substantial contributor	recipient	Contribution		Amount
4505 S Maryland Parkway Box 451006 Las Vegas, NV 89154					
Vegas PBS 3050 E Flamingo Road Las Vegas, NV 89121	N/A	501 (c)(3)	Scholarship		50,000
Will County Habitat for Humanity 2112 W Jefferson, Suite 219 Joliet, IL 60435	N/A	501 (c)(3)	Program Support		30,000
Will-Grundy Medical Clinic 213 East Cass Street Joliet, IL 60432	N/A	501 (c)(3)	Building Improvement Projects		12,700
Wish Upon A Star, Inc 1312 W Jefferson Street, Suite A Joliet, IL 60435	N/A	501 (c)(3)	Program Support		23,330
World Choir Games 700 Walnut Street, Suite 450 Cincinnati, OH 45202	N/A	501 (c)(3)	Event Support		50,000
YMCA of Southern NV 4141 Meadows Lane Las Vegas, NV 89107	N/A	501 (c)(3)	Program Support		15,000
			Total Payments		5,291,565

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 recipient	Purpose of Grant or Contribution	Amount
The Angel's Depot 1495 Poinsettia Ave , Suite 151 Vista, CA 92081	N/A	501 (c)(3)	Support Senior food boxes	50,000
			Total Future Contributions	50,000

The Caesars Foundation
 FEIN: 74-3050638
 Attachment to Form 990-PF
 Page 6, Part VIII, line 1
 List of officers, directors, trustees
 12/31/2012

(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	Trustee 2 hours per week	0	0	0
Scott Weigand One Caesars Palace Drive, Las Vegas, NV 89109	Secretary 2 hours per week	0	0	0
Thomas M. Jenkin One Caesars Palace Drive, Las Vegas, NV 89109	Vice-Chairman/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