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

**2009**

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 **2009**, or tax year beginning **2009**, and ending **2009**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>REGALS FOUNDATION</b>	<b>A</b> Employer identification number <b>13-3981257</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>C/O ATTARA CAPITAL, LP-767 FIFTH AVE</b>	<b>B</b> Telephone number (see the instructions) <b>(212) 256-8489</b>
	City or town State ZIP code <b>NEW YORK NY 10153</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> 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		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>7,442,404.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)</i>				
<b>REVENUE</b>				
<b>1</b> Contributions, gifts, grants, etc, received (att sch)	18,500,000.			
<b>2</b> Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments	1,080.	1,080.		
<b>4</b> Dividends and interest from securities				
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10				
<b>b</b> Gross sales price for all assets on line 6a				
<b>7</b> Capital gain net income (from Part IV, line 2)				
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)				
<b>11</b> Other income (attach schedule)				
<b>12 Total.</b> Add lines 1 through 11	18,501,080.	1,080.		
<b>ADMINISTRATIVE EXPENSES</b>				
<b>13</b> Compensation of officers, directors, trustees, etc				
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach sch)				
<b>c</b> Other prof fees (attach sch)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule)(see instr)				
<b>19</b> Depreciation (attach sch) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) See Line 23 Stmt	10,756.			
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	10,756.			
<b>25</b> Contributions, gifts, grants paid	11,158,674.			11,158,674.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	11,169,430.			11,158,674.
<b>27 Subtract line 26 from line 12:</b>				
<b>a Excess of revenue over expenses and disbursements</b>	7,331,650.			
<b>b Net investment income</b> (if negative, enter -0-)		1,080.		
<b>c Adjusted net income</b> (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	110,754.	7,442,404.	7,442,404.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		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	<b>Total assets</b> (to be completed by all filers – see instructions. Also, see page 1, item l)	110,754.	7,442,404.	7,442,404.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities</b> (add lines 17 through 22)			
FUNDS ASSETS	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	110,754.	7,442,404.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see the instructions)	110,754.	7,442,404.		
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	110,754.	7,442,404.		

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	110,754.
2	Enter amount from Part I, line 27a	2	7,331,650.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,442,404.
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	7,442,404.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): <span style="float:right">[ If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 ]</span>	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.

(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 (column (b) divided by column (c))
2008	15,185,317.	1,626,431.	9.336589
2007	9,814,472.	1,700,990.	5.769859
2006	4,412,854.	742,048.	5.946858
2005	2,223,929.	319,147.	6.968353
2004	316,182.	259,055.	1.220521

2 Total of line 1, column (d)	2	29.242180
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	5.848436
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	529,734.
5 Multiply line 4 by line 3	5	3,098,115.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11.
7 Add lines 5 and 6	7	3,098,126.
8 Enter qualifying distributions from Part XII, line 4	8	11,158,674.

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 the instructions)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	11.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	11.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	11.
<b>6</b> Credits/Payments		
<b>a</b> 2009 estimated tax pmts and 2008 overpayment credited to 2009	<b>6a</b>	655.
<b>b</b> Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	655.
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	644.
<b>11</b> Enter the amount of line 10 to be Credited to 2010 estimated tax <b>644.</b> Refunded	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <b>\$</b> _____ <b>(2)</b> On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
<b>3</b> 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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
<b>6</b> 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
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>NY - New York</u>		
<b>b</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? <i>If 'No,' attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>	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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	X		
14 The books are in care of ▶ <u>N/A</u> Telephone no. ▶ <u>(212) 256-8489</u> Located at ▶ <u>767 FIFTH AVENUE</u> <u>NEW YORK, NY</u> ZIP + 4 ▶ <u>10153</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year			
			15	

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

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

	Yes	No
1 a 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1 c	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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 the instructions.)	2 b	X
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__ .		
3 a 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 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2009?	4 b	X

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**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

5b		
6b		X
7b		

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)?

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?

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?

**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
DAVID SLAGER C/O ATARA CAPITAL LP-767 FIFTH AVENUE NEW YORK NY 10153	TRUSTEE 1.00	0.	0.	0.
ALEXANDRA TOOHEY C/O ATARA CAPITAL LP-767 FIFTH AVENUE NEW YORK NY 10153	TRUSTEE 1.00	0.	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				
0				
0				
0				
0				

Total number of other employees paid over \$50,000  None

**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 ▶ None

**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 NONE	
-----	0.
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	
-----	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	
<b>b</b> Average of monthly cash balances	<b>1b</b>	537,801.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	537,801.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	537,801.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	8,067.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	529,734.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	26,487.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	26,487.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	11.
<b>b</b> Income tax for 2009 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	11.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	26,476.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	26,476.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	26,476.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	11,158,674.
<b>b</b> Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	11,158,674.
<b>5</b> 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)	<b>5</b>	11.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	11,158,663.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				26,476.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years. 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2009				
a From 2004	303,229.			
b From 2005	2,208,060.			
c From 2006	4,376,300.			
d From 2007	9,730,966.			
e From 2008	15,104,140.			
f Total of lines 3a through e	31,722,695.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 11,158,674.				
a Applied to 2008, 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 2009 distributable amount				26,476.
e Remaining amount distributed out of corpus	11,132,198.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	42,854,893.			
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				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	303,229.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	42,551,664.			
10 Analysis of line 9:				
a Excess from 2005	2,208,060.			
b Excess from 2006	4,376,300.			
c Excess from 2007	9,730,966.			
d Excess from 2008	15,104,140.			
e Excess from 2009	11,132,198.			

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

N/A

**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 2009, enter the date of the ruling ▶

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

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

**Part XV Supplementary Information (Complete this part only if the organization 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).)  
 DAVID SLAGER

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

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed  
 DAVID SLAGER  
 C/O ATTARA CAPITAL LP-767 FIFTH AVENUE  
 NEW YORK NY 10153 (212) 256-8489

**b** The form in which applications should be submitted and information and materials they should include.  
 N/A

**c** Any submission deadlines  
 N/A

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i>                      AISH CENTER                      313 WEAR 83RD ST                      NEW YORK NY 10024</p>		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	3,600.
<p>AMERICAN FRIENDS OF SHALVA                      315 FIFTH AVENUE, 6TH FL                      NEW YORK NY 10016</p>		EXEMPT	ASSOCIATION FOR MENTALLY AND PHYSICALLY CHALLENGED CHILDREN IN ISRAEL	8,600.
<p>AMERICAN FRIENDS OF HAZON YESHAYA                      2001 EAST 7TH STREET                      BROOKLYN NY 11223</p>		EXEMPT	ORGANIZATION OPERATES SOUP KITCHENS AND OTHER PROGRAMS THROUGHOUT ISRAEL	300.
<p>AMERICAN FRIENDS OF OTZAR HAHESSED                      C/O 247 WEST 87TH ST-APT 7B                      NEW YORK NY 10024</p>		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	100,000.
<p>AMERICAN FRIENDS OF TEN YAD BRAZIL                      383 KINGSTON AVENUE, SUITE 360                      BROOKLYN NY 11213                      See Line 3a statement</p>		EXEMPT	CHARITY THAT FIGHTS HUNGER	1,800.
<b>Total</b>			▶ <b>3a</b>	<b>11,158,674.</b>
<p><i>b Approved for future payment</i></p>				
<b>Total</b>			▶ <b>3b</b>	





**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2009**

Name of the organization

REGALS FOUNDATION

Employer identification number

13-3981257

**Organization type** (check one).

**Filers of:**

Form 990 or 990-EZ

**Section:**

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

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

**BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2009)**

Name of organization

Employer identification number

REGALS FOUNDATION

13-3981257

**Part I** Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DAVID SLAGER-C/O ATTARA CAPITAL, LP 767 FIFTH AVENUE NEW YORK NY 10153	\$ 18,400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	DILAN SIRITUNGA-C/O ATTICUS CAPITAL, LP 767 FIFTH AVENUE NEW YORK NY 10153	\$ 100,000.	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.)
---	-----	\$ -----	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.)

**Miscellaneous Statement****LIST OF SUBSTANTIAL CONTRIBUTORS**

DAVID SLAGER		
C/O ATTARA CAPITAL, LP		
767 FIFTH AVENUE		
NEW YORK, NY 10153		

DILAN SIRITUNGA		
C/O ATTICUS CAPITAL, LP		
767 FIFTH AVENUE		
NEW YORK, NY 10153		

Total

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PROFESSIONAL FEES	10,706.			
NYS FILING FEES	50.			

Total 10,756.

Form 990-PF, Page 11, Part XV, line 3a

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<i>a Paid during the year</i>				Person or <input type="checkbox"/> Business <input type="checkbox"/>
BELT JABAD GRAN BUENOS AIRES 117 EAST 57TH STREET #22C NEW YORK NY 10022		EXEMPT	HELPING HILLEL SCHOOL IN ARGENTINA	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
BNOS MENACHEM INC 739 EAST NEW YORK AVE BRROKLYN NY 11203		EXEMPT	EDUCATIONAL SCHOOL FOR GIRLS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 200,000.
CENTER FOR JEWISH LIFE 1035 WEST AVENUE, #405 MIAMI BEACH FL 33193		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
CENTRAL SYNAGOGUE 36 HALLAM STREET LONDON, UK W1W6NV		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
CHABAD ELC PARENTS ASSOCIATION 101 WEST 92ND STREET NEW YORK NY 10025		EXEMPT	TO FURTHER VARIOUS SCHOOL PROGRAMS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
CHABAD OF ARGENTINA RELIEF 675 THIRD AVENUE, SUITE 3210 NEW YORK NY 10017		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 18,000.

Form 990-PF, Page 11, Part XV, Line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
CHABAD OF HARLEM 770 EASTERN PARKWAY BROOKLYN NY 11213	----- ----- -----	EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
CHABAD OF HUNTINGTON 464 OLD COUNTRY ROAD MELVILLE NY 11747	----- ----- -----	EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
CHABAD OF MID-SUFFOLK 318 VETERANS HIGHWAY COMMACK NY 11725	----- ----- -----	EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.
----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
CHABAD OF SOUTH BEACH 1035 WEST AVENUE #405 MIAMI BEACH FL 33193	----- ----- -----	EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 11,800.
----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
CHABAD OF WEST 60'S 145 WEST 67TH STREET #3C NEW YORK NY 10023	----- ----- -----	EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
CHABAD OF WALL STREET 139 FULTON STREET NEW YORK NY 10038	----- ----- -----	EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 23,000.
----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
CHAI LIFELINE 151 WEST 30TH STREET NEW YORK NY 10001	----- ----- -----	EXEMPT	TO RESTORE THE LIGHT OF CHILDHOOD TO CHILDREN WITH LIFELONG ILLNESS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
----- ----- -----	----- ----- -----	----- ----- -----	----- ----- -----	Person or <input type="checkbox"/> Business <input type="checkbox"/>

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- dation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<p><i>a Paid during the year</i>  <u>COLBY COLLEGE</u>  <u>4345 MAYFLOWER HILL</u>  <u>WATERVILLE ME 04901</u></p>		EXEMPT	TO FURTHER VARIOUS SCHOOL PROGRAMS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.
<p>-----                      -----                      -----</p>				Person or <input type="checkbox"/> Business <input type="checkbox"/>
<p><u>COLEL CHABAD</u>  <u>806 EASTERN PARKWAY</u>  <u>BROOKLYN NY 11213</u></p>		EXEMPT	TO HELP DESTITUTE PEOPLE OF ISRAEL IN A MANNER THAT PRESERVES THERE DIGNITY.	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 49,500.
<p>-----                      -----                      -----</p>				Person or <input type="checkbox"/> Business <input type="checkbox"/>
<p><u>CONGREGATION BIRCHOS YOSEF</u>  <u>53 DECATUR AVENUE</u>  <u>SPRING VALLEY NY 10977</u></p>		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,696,000.
<p>-----                      -----                      -----</p>				Person or <input type="checkbox"/> Business <input type="checkbox"/>
<p><u>CONGREGATION G.S.</u>  <u>5102 11TH AVENUE</u>  <u>BROOKLYN NY 11219</u></p>		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 16,000.
<p>-----                      -----                      -----</p>				Person or <input type="checkbox"/> Business <input type="checkbox"/>
<p><u>CONGREGATION HARI</u>  <u>161 MAPLE AVENUE</u>  <u>SPRING VALLEY NY 10977</u></p>		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 130,000.
<p>-----                      -----                      -----</p>				Person or <input type="checkbox"/> Business <input type="checkbox"/>
<p><u>CONGREGATION SHEARITH ISRAEL</u>  <u>8 WEST 70TH STREET</u>  <u>NEW YORK NY 10023</u></p>		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,054.
<p>-----                      -----                      -----</p>				Person or <input type="checkbox"/> Business <input type="checkbox"/>
<p><u>CONGREGATION ZICHRON BARUCH</u>  <u>1498 PINE PARK AVE</u>  <u>LAKWOOD NJ 08701</u></p>		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
<p>-----                      -----                      -----</p>				Person or <input type="checkbox"/> Business <input type="checkbox"/>
<p><u>EDUCATIONAL INSTITUTE OHOLEI TORAH</u>  <u>667 EASTERN PARKWAY</u>  <u>BROOKLYN NY 11213</u></p>		EXEMPT	EDUCATIONAL INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,000,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<i>a Paid during the year</i>				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
HARVARD 124 MOUNT AUBURN STREET CAMBRIDGE MA 02138		EXEMPT	TO FURTHER VARIOUS SCHOOL PROGRAMS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
HERITAGE HOUSE PO BOX 14503 JERUSALEM, ISRAEL		EXEMPT	TO PROVIDE HELP TO PEOPLE IN NEED.	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 7,500.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
IMREI SHUFAR 100 S CENTRAL AVENUE NANUET NY 10954		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 368,000.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
ISEF 135 WEST 29TH STREET, SUITE 303 NEW YORK NY 10001		EXEMPT	EDUCATIONAL FOUNDATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 4,600.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
JERUSALEM CONNECTION RESOURCE CENTER PO BOX 6920 JERUSALEM, ISRAEL		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
JEWISH COMMUNAL FUND 575 MADISON AVENUE, SUITE 703 NEW YORK NY 10022		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,200,000.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
JUDAISM IN THE FOOTHILLS 3959 PONDEROSA LANE EVERGREEN CO 80439		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 32,000.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>

Form 990-PF, Page 11, Part XV, line 3a

Continued

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
a Paid during the year KEREN YESOMIN 1714 48TH ST BROOKLYN NY 11230		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,800.
----- ----- -----				Person or <input type="checkbox"/> Business <input type="checkbox"/>
CONGREGATION KEHILATH JESHURUN 125 EAST 85TH STREET NEW YORK NY 10028		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 360.
----- ----- -----				Person or <input type="checkbox"/> Business <input type="checkbox"/>
KOL MENACHEM FOUNDATION 827 MONTGOMERY STREET BROOKLYN NY 11213		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 300,000.
----- ----- -----				Person or <input type="checkbox"/> Business <input type="checkbox"/>
KOLLEL TIFERETH LEVI YITZCHOK 302 KINGSTON AVENUE BROOKLYN NY 11213		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
----- ----- -----				Person or <input type="checkbox"/> Business <input type="checkbox"/>
LARGER THAN LIFE 54-15 35TH STREET LONG ISLAND CITY NY 11101		EXEMPT	IMPROVING QUALITY OF LIFE OF ISRAELI CHILDREN WITH CANCER	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
----- ----- -----				Person or <input type="checkbox"/> Business <input type="checkbox"/>
LENOX HILL BIKUR CHOLIM 131 EAST 78TH STREET, SUITE 1A NEW YORK NY 10075		EXEMPT	HEALTH CARE INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 7,500.
----- ----- -----				Person or <input type="checkbox"/> Business <input type="checkbox"/>
LINCOLN SQUARE SYNAGOGUE 200 AMSTERDAM AVE NEW YORK NY 10023		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 6,900.
----- ----- -----				Person or <input type="checkbox"/> Business <input type="checkbox"/>
LOLEV CHARITABLE TRUST 14A GILDA CRESENT LONDON, GB		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
LUBAVITCH FOUNDATION OF LEXINGTON 9 BURLINGTON STREET LEXINGTON MA 02421		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
MACHNE ISRAEL 770 EASTERN PARKWAY BROOKLYN NY 11213		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 455,000.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
MISHON LACHOLE 3 MEROM DR #101 MONROE NY 10950		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input checked="" type="checkbox"/> Business <input type="checkbox"/> 15,000.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
MMRF 383 MAIN AVENUE, 5TH FL NORWALK CT 06851		EXEMPT	MULTIPLE MYELOMA RESEARCH CENTER	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 200.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
MOUNT SINAI DEPT OF OB/GYN ONE GUSTAV L LEVY PLACE, BOX 1223 NEW YORK NY 10029		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
MITZAH HEROES FUND INC FOR MY ISRAEL 12300 CARROLL AVENUE ROCKVILLE MD 20852		EXEMPT	THE MITZVAH HEROES FUND WAS STARTED IN 2008	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>
OHEL AVRAHAM PO BOX 95016 PALATINE IL 60095		EXEMPT	RESOURCE FOR JEWISH AND STUDENT TRAVELERS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
-----				Person or <input type="checkbox"/>
-----				Business <input type="checkbox"/>

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Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- dation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
a Paid during the year OHR AVNER (COLORADO) 11100 E MISSISSIPPI AVE AURORA CO 80012		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 18,000.
----- ----- ----- -----				Person or Business <input type="checkbox"/> <input type="checkbox"/>
OHR YAAKOV C/O 82-33 GRENFELL ST KEY GARDENS NY 11415		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 8,520.
----- ----- ----- -----				Person or Business <input type="checkbox"/> <input type="checkbox"/>
ONEG SHABBAT 131 WEST 86TH STREET NEW YORK NY 10024		EXEMPT	ORGANIZATION HELPING LESS FORTUNATE OF THE UPPER WEST SIDE	Person or Business <input type="checkbox"/> <input type="checkbox"/> 180.
----- ----- ----- -----				Person or Business <input type="checkbox"/> <input type="checkbox"/>
RAMAZ SCHOOL 125 EAST 85TH STREET NEW YORK NY 10028		EXEMPT	TO FURTHER VARIOUS SCHOOL PROGRAMS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 29,000.
----- ----- ----- -----				Person or Business <input type="checkbox"/> <input type="checkbox"/>
DS FOUNDATION 21 ISWARI ROAD COLOMBO 6, SRI LANKA		EXEMPT	to support various social and health services	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 50,000.
----- ----- ----- -----				Person or Business <input type="checkbox"/> <input type="checkbox"/>
TEXAS TORAH INSTITUTE 17738 DAVENPORT ROAD DALLAS TX 75252		EXEMPT	TO FURTHER VARIOUS SCHOOL PROGRAMS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 6,000.
----- ----- ----- -----				Person or Business <input type="checkbox"/> <input type="checkbox"/>
THE JEWISH CENTER 131 WEST 86TH STREET NEW YORK NY 10024		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 5,000.
----- ----- ----- -----				Person or Business <input type="checkbox"/> <input type="checkbox"/>
JEWISH VALUES NETWORK PO BOX 61 ENGLEWOOD NJ 07631		EXEMPT	JVN SEEKS TO BRING JEWISH VALUES TO THE MAINSTREAM CULTURE VIA MASS MEDIA	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.

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Continued

## Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<i>a Paid during the year</i>				Person or <input type="checkbox"/> Business <input type="checkbox"/>
TZIVOS HASHEM 792 EASTERN PARKWAY BROOKLYN NY 11213		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 100,000.
UNITED LUBAVITCH YESHIVOTH 841-853 OCEAN PARKWAY BROOKLYN NY 11230		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
WIZO 950 THIRD AVENUE, SUITE 901 NEW YORK NY 10022		EXEMPT	DEDICATED TO ADVANCEMENT OF THE STATUS OF WOMEN OF ISRAEL SOCIETY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 360.
YAD YISROEL 4616 16TH AVENUE BROOKLYN NY 11204		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 83,000.
YESHIVA GEDOLAH BAIS YISROEL 2002 AVENUE J BROOKLYN NY 11210		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
JEC 38 WEST 13TH STREET NEW YORK NY 10011		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 7,500.
YESHIVAT BETH MEIR 113 7TH STREET LAKEWOOD NJ 08701		EXEMPT	FURTHER PURPOSE OF RELIGIOUS INSTITUTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,600.

Total

11,044,374.