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Form 990-PF

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

OMB No 1545-0052

2011

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 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: REGALS FOUNDATION; A Employer identification number: 13-3981257; B Telephone number: (212) 256-8400; H Check type of organization: Section 501(c)(3) exempt private foundation; I Fair market value of all assets at end of year: \$ 6,651,017

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (27a) and Net investment income (27b).

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	<b>1</b> Cash—non-interest-bearing . . . . .	6,788,182	70,903	70,903
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	10,000,000	10,922,724	6,580,114
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	16,788,182	10,993,627	6,651,017	
Liabilities	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	16,788,182	10,993,627	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	16,788,182	10,993,627		
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	16,788,182	10,993,627		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	16,788,182
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-5,794,555
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	10,993,627
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	10,993,627

**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)
<b>1 a</b> MORGANSTANLEY-SECURITIES TRANSACTIONS	P	2011-01-01	2011-07-01
<b>b</b> CAPITAL GAIN DISTRIBUTION	P	2011-01-01	2011-12-31
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 792,752	0	877,671	-84,919
<b>b</b> 2,095	0	0	2,095
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> 0	0	0	-84,919
<b>b</b> 0	0	0	2,095
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	-82,824
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . .		<b>3</b>	-82,824

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	21,347,590	12,436,606	1.716513
2009	11,158,663	529,734	21.064653
2008	15,185,172	1,626,431	9.336499
2007	9,814,472	1,700,990	5.769859
2006	4,412,854	742,048	5.946858

<b>2</b> Total of line 1, column (d).	<b>2</b>	43.834382
<b>3</b> 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 . . . . .	<b>3</b>	8.766876
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .	<b>4</b>	11,422,256
<b>5</b> Multiply line 4 by line 3. . . . .	<b>5</b>	100,137,502
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .	<b>6</b>	272
<b>7</b> Add lines 5 and 6. . . . .	<b>7</b>	100,137,774
<b>8</b> Enter qualifying distributions from Part XII, line 4. . . . .	<b>8</b>	14,365,670

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1a</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 instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	543
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (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>	543
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	543
<b>6</b>	Credits/Payments		
<b>a</b>	2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	
<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>	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	13
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	556
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> 0 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</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? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <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>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<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 <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<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>		No
<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> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<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>		No
<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? . . . . .	Yes	
<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, col (c), and Part XV</i>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NY _____		
<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>	Yes	
<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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<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>	Yes	

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	<b>11</b>		<b>No</b>
<b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>KIM DOLLIVER CO ATTARA CAPITAL LP</b> Telephone no <b>(212) 256-8489</b> Located at <b>152 WEST 57TH STREET NEW YORK NY</b> ZIP+4 <b>10019</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	<b>15</b>		<input type="checkbox"/>
<b>16</b> At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	<b>16</b>	<input type="checkbox"/>	<input type="checkbox"/>
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**

		<b>Yes</b>	<b>No</b>
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
<b>1a</b> During the year did the foundation (either directly or indirectly)			
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(2)</b> 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			
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(5)</b> 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			
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	<b>1c</b>		<b>No</b>
<b>2</b> 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))			
<b>a</b> At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years <b>20__ , 20__ , 20__ , 20__</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions).	<b>2b</b>		<b>No</b>
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20__ , 20__ , 20__ , 20__</b>			
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2011 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> )	<b>3b</b>		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/></p> <p><b>c</b> 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? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	
	<b>6b</b>	<b>No</b>
	<b>7b</b>	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID SLAGER C/O ATTARA CAPITAL LP-152 W 57TH ST NEW YORK, NY 10019	TRUSTEE 1 00	0	0	0
ALEXANDRA TOOHEY C/O ATTARA CAPITAL LP-152 W 57TH ST NEW YORK, NY 10019	TRUSTEE 1 00	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total** number of others receiving over \$50,000 for professional services. . . . . **0**

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
<b>3</b> All other program-related investments. See page 24 of the instructions	

**Total.** Add lines 1 through 3. . . . .

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<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>	10,379,857
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	1,216,342
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	11,596,199
<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>	11,596,199
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	<b>4</b>	173,943
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	11,422,256
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	571,113

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	571,113
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5. . . . .	<b>2a</b>	543
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	543
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	570,570
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	570,570
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	570,570

**Part XII Qualifying Distributions** (see page 25 of the 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>	14,365,670
<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>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	14,365,670
<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 page 26 of the instructions). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	14,365,670

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				570,570
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006. . . . .	4,376,300			
<b>b</b> From 2007. . . . .	9,730,966			
<b>c</b> From 2008. . . . .	15,104,140			
<b>d</b> From 2009. . . . .	11,132,198			
<b>e</b> From 2010. . . . .	20,725,782			
<b>f</b> Total of lines 3a through e. . . . .	61,069,386			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>14,365,670</u>				
<b>a</b> Applied to 2010, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .				
<b>d</b> Applied to 2011 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus	14,365,670			
<b>5</b> Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	570,570			570,570
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	74,864,486			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . . . .				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	3,805,730			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. . . . .	71,058,756			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007. . . . .	9,730,966			
<b>b</b> Excess from 2008. . . . .	15,104,140			
<b>c</b> Excess from 2009. . . . .	11,132,198			
<b>d</b> Excess from 2010. . . . .	20,725,782			
<b>e</b> Excess from 2011. . . . .	14,365,670			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<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 page 27 of the instructions.)**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

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

NA

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number of the person to whom applications should be addressed  
 DAVID SLAGER  
 C/O ATTARA CAPITAL LP-152 WEST 57TH  
 NEW YORK, NY 10019  
 (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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 14,365,670
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





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

**Schedule of Contributors**

OMB No 1545-0047

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

**2011**

Department of the Treasury  
Internal Revenue Service

**Name of organization**  
REGALS FOUNDATION

**Employer identification number**

13-3981257

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<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ \_\_\_\_\_

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

**Name of organization**  
REGALS FOUNDATION

**Employer identification number**

13-3981257

**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) Aggregate contributions	(d) Type of contribution
1	DAVID SLAGER-CO ATTARA CAPITAL LP 152 WEST 57TH STREET NEW YORK, NY 10153	\$ 8,635,000	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 )
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

**Name of organization**  
REGALS FOUNDATION

**Employer identification number**

13-3981257

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____

<b>Name of organization</b> REGALS FOUNDATION	<b>Employer identification number</b> 13-3981257
--	---

**Part III** *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	

## TY 2011 Accounting Fees Schedule

**Name:** REGALS FOUNDATION

**EIN:** 13-3981257

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STEVEN MOSKOWITZ CPA ACCOUNTING	7,440			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2011 Gain/Loss from Sale of Other Assets Schedule

**Name:** REGALS FOUNDATION

**EIN:** 13-3981257

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
MORGANSTANLEY SMITHBARNEY-SECURITIES TRANSACTIONS		Purchased	2011-12		792,752	877,671			-84,919	
CAPITAL GAIN DISTRIBUTION		Purchased	2011-12		2,095				2,095	

**TY 2011 Investments Corporate  
Stock Schedule**

**Name:** REGALS FOUNDATION

**EIN:** 13-3981257

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ATTARA, LTD	10,000,000	5,711,318
MORGAN STANLEY INVESTMENT SECURITIES	922,724	868,796

## TY 2011 Other Expenses Schedule

**Name:** REGALS FOUNDATION

**EIN:** 13-3981257

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS FILING FEES	750			

## TY 2011 Other Professional Fees Schedule

**Name:** REGALS FOUNDATION

**EIN:** 13-3981257

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MORGAN STANLEY INVESTMENT ADVISORY	7,123	7,123		

# TY 2011 Taxes Schedule

**Name:** REGALS FOUNDATION

**EIN:** 13-3981257

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	22			

**Additional Data**

**Software ID:**

**Software Version:**

**EIN:** 13-3981257

**Name:** REGALS FOUNDATION

**Part VI Line 7 - Tax Paid Original Return:** 0

**Form 990PF - Special Condition Description:**

**Special Condition Description**

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AISH CENTER162 WEST 54TH STREET NEW YORK, NY 10019		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	3,600
				0
CHABAD HOUSING CORP741 GAYLEY AVENUE LOS ANGELES, CA 90024		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	500,000
				0
CHABAD OF LA JOLLAPO BOX 1500 LA JOLLA, NY 92038		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	40,000
				0
CHABAD-LUBAVITCH419 EAST 77TH STREET NEW YORK, NY 10075		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	7,200
				0
CHESED L'AVRAHAM INC1320 53RD STREET BROOKLYN, NY 11219		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	75,000
				0
CONGREGATION CHABAD INREACH525-527 E NEW YORK AVENUE BRROKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	10,000
				0
EZ RAT ISRAELVAAD TALMIDEI 770 EASTERN PARKWAY NEW YORK, NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	18,000
				0
MOUNT SINAI HOSPITALONE GUSTAVEL LEVY PLACE NEW YORK, NY 10029		EXEMPT	HOSPITAL	500
				0
CHABAD LUBAVITCH JEWISH CENTER261 GRAVEL HILL ROAD MONROE, NJ 08831		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	5,000
				0
DELMAR CHABAD CENTER INC 109 ELSMERE AVE DELMAR, NY 12054		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	10,000
				0
THE SHUL OF BELLAIRE157 WHITE DRIVE BELLAIRE, TX 77401		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	9,200
				0
CONGREGATION HARI161 MAPLE AVENUE SPRING VALLEY, NY 10977		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	50,000
				0
CHABAD HOUSING CORP741 GAYLEY AVENUE LOS ANGELES, CA 90024		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	10,000
				0
CHABAD OF SOUTH BRUNSWICK INCONE RIVA AVENUE NORTH BRUNSWICK, NJ 08902		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	36,000
				0
DARCHAI MENACHEM INC432 RUTLAND ROAD BROOKLYN, NY 11203		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	250,000
				0

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MACHNE ISRAEL770 EASTERN PARKWAY BROOKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	1,000,000
				0
AMERICAN FRIENDS OF TEN YAD 553 MONTGOMERY STREET BROOKLYN, NY 11225		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	33,600
				0
CHABAD AT COLUMBIA UNIVERSITY625 WEST 113TH STREET NEW YORK, NY 10025		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	25,000
				0
CHABAD LUBAVITCH MEDIA CENTER770 EASTERN PARKWAY BROOKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	100,000
				0
MANHATTAN JEWISH STUDENT CENTER236 WEST 23RD STREET NEW YORK, NY 10010		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	18,000
				0
ASSOCIATED BETH RIVKAH BUILDING FUND310 CROWN STREET BROOKLYN, NY 11225		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	1,500,000
				0
BETH RIVKAH SCHOOL310 CROWN STREET BROOKLYN, NY 11225		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	410,000
				0
CHABAD OF WEST BOYNTON 10397 WILLOW OAKS TRAIL BOYNTON BEACH, FL 33473		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	18,000
				0
CONGREGATION BIRCHOS YOSEF53 DECATUR AVENUE SPRING VALLEY, NY 10977		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	5,000
				0
IMREI SHUFAR100 S CENTRAL AVENUE NANUET, NY 10954		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	100,000
				0
CONGREGATION BIRCHOS YOSEF201 RTE 306 MONSEY, NY 10952		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	1,000,000
				0
CONGRGATION HARI161 MAPLE AVENUE SPRING VALLEY, NY 10977		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	39,000
				0
MACHNE ISRAEL770 EASTERN PARKWAY BROOKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	285,000
				0
CONGREGATION LUBAVITCH464 OLD COUNTRY ROAD MELVILLE, NY 11747		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	200,000
				0
YAGDIL TORAH383 KINGSTON AVENUE BROOKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	25,000
				0

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
IYYUN INC232 BERGEN STREET BROOKLYN, NY 11217		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	18,000
				0
NORTH BEACH CHABAD720 LOMBARD STREET SAN FRANCISCO, CA 94133		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	5,000
				0
YESHIVA GEDOLAH BAIS YISROEL4 SOLAND ROAD MONSEY, NY 10952		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	2,500
				0
MY KEREN HASHLUCHIM INC398 CROWN STREET BROOKLYN, NY 11225		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	895,000
				0
CHABAD LUBAVITCH OF IDAHO 8707 W STATE STREET BOISE, ID 83714		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	25,000
				0
CONGREGATION OHEL CHABAD 509 FIFTH AVENUE NEW YORK, NY 10017		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	180,000
				0
INTERNATIONAL BRIS ASSOCIATION541 MONTGOMERY STREET BROOKLYN, NY 11225		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	150,000
				0
AMERICAN FRIENDS OF OTZAR HESSED247 WEST 87TH STREET NEW YORK, NY 10024		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	150,000
				0
BEIS MEDRASH LEVI YITZCHAK 580 CROWN STREET BROOKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	18,000
				0
CHABAD JEWISH CENTER TOMS RIVER2001 CHURCH ROAD TOMS RIVER, NY 08753		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	10,000
				0
CONGREGATION BIRCHOS YOSEF 201 RTE 306 MONSEY, NY 10952		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	2,100
				0
HEICHAL MOSHE303 WEST 91ST STREET NEW YORK, NY 10024		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	1,200
				0
IMREI SHUFAR100 S CENTRAL AVENUE NANUET, NY 10954		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	30,000
				0
MAYANOT INSTITUTE OF JEWISH STUDIES450 WEST 33RD STREET NEW YORK, NY 10001		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	18,000
				0
WEST SIDE INSTITUTIONAL120 WEST 76TH STREET NEW YORK, NY 10023		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	2,090
				0

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
DEBRA HOUSE13 WELLINGTON BUSINESS DUKES RIDE, NY 10023		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	800
				0
BNOS MENACHEM INC739 E NEW YORK AVENUE BROOKLYN, NY 11203		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	50,000
				0
CHABAD OF TRIBECA100 READE STREET NEW YORK, NY 10013		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	25,000
				0
MACHNE ISRAEL770 EASTERN PARKWAY BROOKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	567,000
				0
MAJOR STUART ADAM WOLFER INSTITUTE CATHEDRAL STATION NEW YORK, NY 10025		EXEMPT	SOLDIER SUPPORT	1,000
				0
CHABAD LUBAVITCH OF MIDTOWN509 FIFTH AVENUE NEW YORK, NY 10017		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	250,000
				0
CHABAD OF SOUTH BEACH747 4TH STREET MIAMI, FL 33139		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	13,000
				0
CHESED L'AVRAHAM INC1320 53RD STREET BROOKLYN, NY 11219		EXEMPT	HOSPITAL DONATION	300,000
				0
MIFAL CHESED1939 50TH STREET BROOKLYN, NY 11204		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	50,000
				0
COLEL CHABAD806 EASTERN PARKWAY BROOKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	140,000
				0
IMREI SHUFAR100 S CENTRAL AVENUE NANUET, NY 10954		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	35,000
				0
BETH RIVKAH SCHOOL310 CROWNE STREET BROOKLYN, NY 11225		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	590,000
				0
CHABAD CENTER OF NORTHWEST NJ65 PAWNEE AVENUE ROCKAWAY, NJ 07866		EXEMPT	WOMEN WITH ORGANIZATION HELPING PREGNANCY	18,000
				0
CHABAD LUBAVITCH MEDIA CENTER770 EASTERN PARKWAY BROOKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	150,000
				0
CHABAD OF ARGENTINA RELIEF APPEAL675 3RD AVENUE SUITE 3210 NEW YORK, NY 10017		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	10,000
				0

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MACHNE ISRAEL770 EASTERN PKWY BROOKLYN,NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	165,000
				0
KEREN YOSEF ARYEH INC51 DECATUR AVEBUE SPRING VALLEY,NY 10977		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	13,000
				0
CHABAD LUBAVITCH OF MONTANA8755 HUFFMAN LANE BOZEMAN,MT 59715		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	5,000
				0
CONGREGATION BIRCHOS YOSEF201 RTE 306 MONSEY,NY 10952		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	1,000,000
				0
RABBI JUNG FUND131 WEST 86TH STREET NEW YORK,NY 10024		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	300
				0
TZIVOS HASHEM792 EASTERN PARKWAY BROOKLYN,NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	100,000
				0
CHABAD OF KEY BISCAYNE101 HARBOR DRIVE KEY BISCAYNE,FL 33149		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	20,000
				0
EDUCATIONAL INSTITUTE OHOLEI TORAH667 EASTERN PARKWAY BROOKLYN,NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	200,000
				0
AMERICAN FRIENDS OF AISH HATORAH408 SOUTH LAKE DRIVE LAKEWOOD,NJ 08701		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	23,000
				0
BNOS MENACHEM INC739 E NEW YORK AVE BROOKLYN,NY 11203		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	750,000
				0
INSTITUTE OF AMERICAN AND TALMUDIC LAW3 WEST 57TH STREET 9TH FL NEW YORK,NY 10036		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	25,000
				0
MACHNE ISRAEL770 EASTERN PARKWAY BROOKLYN,NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	1,000,000
				0
CONGREGATION BIRCHOS YOSEF201 RTE 306 MONSEY,NY 10952		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	18,000
				0
CONGREGATION OHOLEY YAKOV OF BOYOM1811 47TH STREET BROOKLYN,NY 11204		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	30,000
				0
JEWISH COMMUNAL FUNDS575 MADISON AVENUE NEW YORK,NY 10022		EXEMPT	ORGANIZATIONCHARITABLE GIVING	100,000
				0

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CONGREGATION OH EL CHABAD LUBAVITCH 226-20 FRANCIS LEWIS BLVD CAMBRIA HEIGHTS, NY 11411		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	20,000
				0
KOI MENACHEM 827 MONTGOMERY STREET BROOKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	250,000
				0
THE JEWISH CENTER 131 WEST 86TH STREET NEW YORK, NY 10024		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	10,000
				0
CONGREGATION OHOLEY OF BOYOM 1811 47TH STREET BROOKLYN, NY 11204		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	60,000
				0
LUBAVITCH OF WISCONSIN INC 3109 NORTH LAKE DRIVE MILWAUKEE, WI 53211		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	25,000
				0
CHABAD OF GREATER LOS FELIZ 1930 N HILLHURST AVENUE LOS ANGELES, CA 90027		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	40,500
				0
CHABAD OF TIBERIAS 620 MONTGOMERY STREET BROOKLYN, NY 11225		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	40,000
				0
CHABAD LUBAVITCH LAUDERDALE BY THE SEA 4747 NORTH OCEAN DRIVE LAUDERDALE, FL 33308		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	10,000
				0
CONGREGATION OF HARI 161 MAPLE AVENUE SPRING VALLEY, NY 10977		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	1,800
				0
CONGREGATION CHABAD IN REACH 525-527 E NEW YORK AVENUE BROOKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	10,000
				0
THE JEWISH CENTER 4504 W 112TH STREET WESTMINSTER, CO 80031		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	15,000
				0
IMREI SHUFER 100 S CENTRAL AVENUE NANUET, NY 10954		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	50,000
				0
CENTRAL YESHIVA TOMCHEI 841 OCEAN PARKWAY BROOKLYN, NY 11230		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	30,000
				0
CONGREGATION OHOLEY YAKOV 1811 47TH STREET BROOKLYN, NY 11204		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	61,300
				0
CONGREGATION HARI 161 MAPLE AVENUE SPRING VALLEY, NY 10977		EXEMPT	RELIGIOUS INSTITUTION FURTHER PURPOSE OF	5,000
				0
				0

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<b>a</b> <i>Paid during the year</i>				
CHABAD OF KAZAKHSTAN762 EMPIRE BLVD BRROKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	15,000
				0
GABRIELLE'S FOUNDATION136 E 57TH STREET NEW YORK, NY 10022		EXEMPT	CANCER RESEARCH	1,500
				0
COLEL CHABAD806 EASTERN PARKWAY BROOKLYN, NY 11213		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	5,000
				0
CONGREGATION BIRCHOS YOSEF 201 RTE 306 MONSEY, NY 10952		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	685,000
				0
IMREI SHUFER100 S CENTRAL AVENUE NANUET, NY 10954		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	70,000
				0
CHABAD OF WALL STREET139 FULTON STREET NEW YORK, NY 10038		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	10,000
				0
CONGREGATION HARI161 MAPLE AVENUE SPRING VALLEY, NY 10977		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	10,000
				0
ISEF135 WEST 29TH STREET NEW YORK, NY 10001		EXEMPT	RELIGIOUS INSTITUTIONFURTHER PURPOSE OF	180
				0
RAMAZ SCHOOL114 EAST 85TH STREET NEW YORK, NY 10028		EXEMPT	SCHOOL	800
				0
MOUNT SINAUONE GUSTAV PLACE NEW YORK, NY 10029		EXEMPT	HOSPITAL	500
<b>Total . . . . .</b>				14,365,670