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EXTENSION GRANTED TO 08/15/2012  
**Return of Private Foundation**  
 or Section 4947(a)(1) Nonexempt Charitable Trust  
**Treated as a Private Foundation**

**COPY**  
 OMB No 1545-0052  
**2011**

Form **990-PF**

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

, and ending

Name of foundation <b>REGAL FOUNDATION</b>		A Employer identification number <b>13-4249812</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>7132 REGAL LANE</b>		B Telephone number <b>(865) 925-9787</b>
City or town, state, and ZIP code <b>KNOXVILLE, TN 37918</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <input type="checkbox"/> \$ <b>7,686,190.</b> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	<b>4,543,664.</b>		<b>N/A</b>	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	<b>17,288.</b>	<b>17,288.</b>		
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		<b>0.</b>		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
	Other income				
11	<b>Total.</b> Add lines 1 through 11	<b>4,560,952.</b>	<b>17,288.</b>		
13	Compensation of officers, directors, trustees, etc.	<b>0.</b>	<b>0.</b>		<b>0.</b>
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees <b>STMT 1</b>	<b>10,550.</b>	<b>40.</b>		<b>10,510.</b>
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses <b>STMT 2</b>	<b>230,348.</b>	<b>873.</b>		<b>229,475.</b>
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	<b>240,898.</b>	<b>913.</b>		<b>239,985.</b>
25	Contributions, gifts, grants paid	<b>5,457,584.</b>			<b>3,173,405.</b>
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	<b>5,698,482.</b>	<b>913.</b>		<b>3,413,390.</b>
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<b>-1,137,530.</b>			
b	Net investment income (if negative, enter -0-)		<b>16,375.</b>		
c	<b>Adjusted net income</b> (if negative, enter -0-)			<b>N/A</b>	

9

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	1,643,397.	2,288,434.	2,288,434.
	2 Savings and temporary cash investments	3,817,852.	2,226,147.	2,226,147.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ <b>STATEMENT 3</b> )	3,162,616.	3,171,609.	3,171,609.
	16 <b>Total assets</b> (to be completed by all filers)	8,623,865.	7,686,190.	7,686,190.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	5,057,257.	5,257,112.	
	22 Other liabilities (describe ▶ )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	5,057,257.	5,257,112.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> <b>X</b> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,566,608.	2,429,078.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 <b>Total net assets or fund balances</b>	3,566,608.	2,429,078.		
31 <b>Total liabilities and net assets/fund balances</b>	8,623,865.	7,686,190.		

**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	3,566,608.
2 Enter amount from Part I, line 27a	2	-1,137,530.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,429,078.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,429,078.

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**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>1a</b>				
<b>b</b> NONE				
<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>			
<b>b</b>			
<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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3

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

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

N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			

<b>2</b> Total of line 1, column (d)	2	
<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	3	
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
<b>5</b> Multiply line 4 by line 3	5	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	
<b>7</b> Add lines 5 and 6	7	
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <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 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		1	328.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	328.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	328.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,466.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,466.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,138.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 1,138. Refunded <input type="checkbox"/> 0.	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>SHAY SIMPSON</u> Telephone no. ► <u>(865) 925-9787</u> Located at ► <u>7132 REGAL LANE, KNOXVILLE, TN</u> ZIP+4 ► <u>37918</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 <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

☒

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	0.
b Average of monthly cash balances	1b	7,738,478.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	7,738,478.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	7,738,478.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	116,077.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,622,401.
6 Minimum investment return. Enter 5% of line 5	6	381,120.

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

1 Minimum investment return from Part X, line 6		381,120.
2a Tax on investment income for 2011 from Part VI, line 5	2a	328.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	328.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	380,792.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	380,792.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	380,792.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,413,390.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,413,390.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,413,390.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				380,792.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	2,660,520.			
b From 2007	2,073,237.			
c From 2008	3,009,669.			
d From 2009	3,833,964.			
e From 2010	2,471,150.			
f Total of lines 3a through e	14,048,540.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	3,413,390.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				380,792.
e Remaining amount distributed out of corpus	3,032,598.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,081,138.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	2,660,520.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	14,420,618.			
10 Analysis of line 9:				
a Excess from 2007	2,073,237.			
b Excess from 2008	3,009,669.			
c Excess from 2009	3,833,964.			
d Excess from 2010	2,471,150.			
e Excess from 2011	3,032,598.			

**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 2011, enter the date of the ruling ▶

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

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 (a) 2011	(b) 2010	Prior 3 years		(e) Total
		(c) 2009	(d) 2008	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

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

**NONE**

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.

**NONE**

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:

**SEE STATEMENT 5**

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

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

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

Form **990-PF** (2011)



## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | 1        | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  | Yes   | No |
|----------|--|-------|----|
|          |  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</b> | Other transactions:  |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|          | (4) Reimbursement arrangements   | 1b(4) | X  |
|          | (5) Loans or loan guarantees   | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date \_\_\_\_\_

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name,

LEIGH ANNE JOSEPH,  
CPA

Preparer's signature

Richard Morgan & Cain

Date

6-10-12

Check ☐ if  
self-employed

PTIN

P00497850

Firm's name ▶ **LATTIMORE BLACK MORGAN & CAIN, P.C.**

Firm's EIN ► 62-1199757

Firm's address ▶ 10024 INVESTMENT DRIVE, STE 200  
KNOXVILLE, TN 37932

Phone no. (865) 691-9000

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

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

OMB No 1545-0047

**2011**

Name of the organization

REGAL FOUNDATION

Employer identification number

13-4249812

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 foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

REGAL FOUNDATION

13-4249812

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918	\$ 4,541,199.	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.)
		\$	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

Employer identification number

**REGAL FOUNDATION****13-4249812****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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

## REGAL FOUNDATION

13-4249812

**Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

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	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	10,550.	40.		10,510.
TO FORM 990-PF, PG 1, LN 16B	10,550.	40.		10,510.

FORM 990-PF	OTHER EXPENSES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANKING FEES	6,312.	24.		6,288.
ADMINISTRATIVE EXPENSES	361.	1.		360.
FUNDRAISING AWARDS	107,009.	406.		106,603.
PRINTING SUPPLIES	116,666.	442.		116,224.
TO FORM 990-PF, PG 1, LN 23	230,348.	873.		229,475.

FORM 990-PF	OTHER ASSETS		STATEMENT 3
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSETS LIMITED AS TO USE	3,162,616.	3,171,609.	3,171,609.
TO FORM 990-PF, PART II, LINE 15	3,162,616.	3,171,609.	3,171,609.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 4

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MICHAEL L. CAMPBELL 7132 REGAL LANE KNOXVILLE, TN 37918	PRESIDENT 1.00	0.	0.	0.
RICHARD S. WESTERLING 7132 REGAL LANE KNOXVILLE, TN 37918	SECRETARY 1.00	0.	0.	0.
GREGORY W. DUNN 7132 REGAL LANE KNOXVILLE, TN 37918	DIRECTOR 1.00	0.	0.	0.
RAYMOND L. SMITH, JR 7132 REGAL LANE KNOXVILLE, TN 37918	DIRECTOR 1.00	0.	0.	0.
NEAL D. PINSKER 7132 REGAL LANE KNOXVILLE, TN 37918	DIRECTOD 1.00	0.	0.	0.
AMY E. MILES 7132 REGAL LANE KNOXVILLE, TN 37918	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 5

---

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

---

REGAL ENTERTAINMENT GROUP  
7132 REGAL LANE  
KNOXVILLE, TN 37918

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

(865) 925-9435

ALL PROGRAMS

---

FORM AND CONTENT OF APPLICATIONS

---

## THE FOLLOWING DOCUMENTS MUST BE MAILED:

1. REGAL FOUNDATION ORIGINAL APPLICATION AND GRANT AGREEMENT
2. A VALID, CURRENT COPY OF THE IRS FEDERAL-EXEMPT LETTER SHOWING THE ORGANIZATION IS CLASSIFIED AS A 501(C)(3) ORGANIZATION.
3. A COPY OF THE MOST RECENT AUDIT OR ACCOUNTING REPORT WITH A MANAGEMENT LETTER.

---

ANY SUBMISSION DEADLINES

---

120 DAYS PRIOR TO THE EVENT/NEED

---

RESTRICTIONS AND LIMITATIONS ON AWARDS

---

## IN ORDER TO BE ELIGIBLE, AN ORGANIZATION MUST:

1. BE EXEMPT FROM TAXATION UNDER SECTION 501(C)(3) OF THE UNITED STATES INTERNAL REVENUE CODE, AND/OR
  2. AGREE TO USE THE GRANT ONLY FOR PURPOSES THAT ARE CHARITABLE OR EDUCATIONAL WITHIN THE MEANING OF SECTION 501(C)(3) OF THE UNITED STATES INTERNAL REVENUE CODE.
-

**Form 990-PF, Page 11, Part XV****Grants and Contributions Paid During the Year and Approved for Future Payment****Organization Name:**

Regal Foundation (EIN 13-4249812)

**Year End Date:**

12/31/2011

<b>Name</b>	<b>Address</b>	<b>Donee Relationship</b>	<b>Foundation Status</b>	<b>Purpose of Grant</b>	<b>Amount Paid During the Year</b>
A Place Called Home	5670 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90036	N/A	Public	General Donation	1,750 00
A3 Events, LLC	35 Market Square Knoxville, TN 37902	N/A	Public	General Donation	5,000 00
Access Now, Inc.	P O Box 398688 Miami Beach, FL 33239	N/A	Public	General Donation	1,000 00
Al Lapidus Variety Club Scholarship Fund	7506 Rocking Horse Lane, Fair Oaks Ranch, TX 78015	N/A	Public	General Donation	2,500 00
Alcoa High School	532 Faraday Street, Alcoa, TN 37701	N/A	Public	General Donation	2,000 00
ALSAC/St. Jude Children's Research Hospital	501 St. Jude Place, Memphis, TN 38105	N/A	Public	General Donation	250 00
Alzheimer's Association	2200 Sutherland Ave, Knoxville, TN 37919	N/A	Public	General Donation	11,000 00
American Cancer Society	871 North Weisgarber Rd, Knoxville, TN 37909	N/A	Public	General Donation	5,750 00
American Council of the Blind	120 S 6th St, Suite 1005, Minneapolis, MN 55402-1839	N/A	Public	General Donation	7,500 00
American Diabetes Association	211 Center Park Drive, Ste 3010, Knoxville, TN 37922	N/A	Public	General Donation	2,500 00
American Heart Association	1101 Northchase Parkway Ste 1 Manetta, GA 30067	N/A	Public	General Donation	25,000 00
American Red Cross	6921 Middlebrook Pike Knoxville, TN 37909	N/A	Public	General Donation	1,500 00
American Red Cross North Alabama / Tennessee Valley Region	1101 Washington Street NW, Huntsville, AL 35801	N/A	Public	General Donation	11,599 00
Appalachian Ballet Company	215 West Broadway, Maryville, TN 37801	N/A	Public	General Donation	2,500 00
Arthritis Foundation - East TN	6504 Deane Hill Drive Knoxville, TN 37919	N/A	Public	General Donation	2,000 00
Arthritis Foundation Southeast Region, Inc	6504 Deane Hill Dr., Suite C, Knoxville, TN 37919	N/A	Public	General Donation	5,000 00
Atlanta Community Food Bank	732 Joseph E. Loery Blvd NW Atlanta, GA 30318	N/A	Public	General Donation	4,000 00
Big Brothers Big Sisters of East Tennessee	4928 Hornberg Drive, Suite B3, Knoxville, TN 37919	N/A	Public	General Donation	500 00
Birmingham Jefferson Chapter of the American Red Cross	114 22nd Street South, Birmingham, AL 35233	N/A	Public	General Donation	7,376 00
Boys and Girls Club of the Smokey Mtns	PO Box 5743, Sevierville, TN 37864	N/A	Public	General Donation	5,000 00
Boys and Girls Clubs of America	1275 Peachtree St NE Atlanta, GA 30309	N/A	Public	General Donation	255,000 00
Boys and Girls Clubs of the Tennessee Valley	220 Carrick Street, Ste 318, Knoxville, TN 37921	N/A	Public	General Donation	7,650 00
Brnckey-McCloud Elementary School	1810 Dry Gap Pike, Knoxville, TN 37918	N/A	Public	General Donation	51,598 00
CABLE Foundation	PO Box 23148, Nashville, TN 37202	N/A	Public	General Donation	250 00
Can Do Canines	9440 Science Center Drive, New Hope, MN 55428	N/A	Public	General Donation	7,500 00
Cancer Support Community	2230 Sutherland Avenue, Knoxville, TN 37919	N/A	Public	General Donation	8,000 00
Catholic Charities of East TN	3009 Lake Brook Blvd Knoxville, TN 37909	N/A	Public	General Donation	105,000 00
Cerebral Palsy Center	241 E Woodland Ave., Knoxville, TN 37917	N/A	Public	General Donation	150 00
Champions for a Cause	1313 Kensington Drive, Knoxville, TN 37922	N/A	Public	General Donation	10,000 00
ChildHelp USA	PO Box 2954, Newport Beach, CA 92659	N/A	Public	General Donation	25,000 00
Children's Hospital of East Tennessee	PO Box 15010 Knoxville, TN 37901	N/A	Public	General Donation	12,000 00
Christian Academy of Knoxville	529 Academy Way, Knoxville, TN 37923	N/A	Public	General Donation	1,250 00
Cystic Fibrosis Foundation	6917 Arlington Road, Suite 308 Bethesda, MD 20814	N/A	Public	General Donation	4,250 00
East Tennessee Community Design Center	1522 Highland Avenue Knoxville, TN 37916	N/A	Public	General Donation	1,000 00
East Tennessee Economic Development Agency	10215 Technology Dr Ste 202 Knoxville, TN 37932	N/A	Public	General Donation	2,000 00
East Tennessee Foundation	PO Box 31434, Knoxville, TN 37930	N/A	Public	General Donation	3,500 00
East Tennessee Quality Growth	PO Box 509, Knoxville, TN 37901	N/A	Public	General Donation	2,500 00
East TN Children's Hospital	PO Box 15010 Knoxville, TN 37901	N/A	Public	General Donation	10,000 00
Edgewood Children's Ranch	1415 Edgewood Ranch Road, Orlando, FL 32835	N/A	Public	General Donation	5,000 00
Emerald Youth Foundation	1718 N Central Street Knoxville, TN 37917	N/A	Public	General Donation	31,250 00

EWI Golf	2527 Westcott Blvd Knoxville, Tn 37931	N/A	Public	General Donation	1,000 00
FHS Alumni Association	P O Box 27431 Knoxville, TN 37927	N/A	Public	General Donation	200 00
Fort Sanders Foundation	1901 Clinch Avenue Knoxville, TN 37916	N/A	Public	General Donation	32,500 00
Friends of Alice Austen House, Inc	2 Hylan Blvd , Staten Island, NY 10305	N/A	Public	General Donation	500 00
Friends of Costco Guild	PO Box 19755 Seattle, WA 98109	N/A	Public	General Donation	5,000 00
Friends of the Great Smoky Mountains National Park Fulfillment Fund	P O Box 1660 Kodak, TN 37764	N/A	Public	General Donation	5,000 00
Girl Scout Council of the Southern Appalachians, Inc	9111 W Pico Blvd , Suite 510, Los Angeles, CA 90035	N/A	Public	General Donation	5,000 00
Great Smokey Mountain Council	1567 Downtown West Blvd , Knoxville, TN 37919	N/A	Public	General Donation	5,000 00
Habitat for Humanity	PO Box 51885 Knoxville, TN 37950-1885	N/A	Public	General Donation	3,500 00
Halls High School Boosters Club	1501 Washington Avenue, Knoxville, TN 37917	N/A	Public	General Donation	30,000 00
HALO	PO Box 71002, Knoxville, TN 37938	N/A	Public	General Donation	37,223 00
Hearing Loss Association of America	4321 Emory Road Knoxville, TN 37938	N/A	Public	General Donation	2,237 40
Heleen Ross McNabb Foundation	PO Box 48643, Sarasota, FL 34230	N/A	Public	General Donation	5,244 00
Hola-Hora Latina	201 W Springdale Ave NE Knoxville, TN 37917	N/A	Public	General Donation	23,750 00
Hope Center	PO Box 32192, Knoxville, TN 37930-2192	N/A	Public	General Donation	2,500 00
InterFaith Health Clinic	1901 Clinch Ave, Knoxville, TN 37916	N/A	Public	General Donation	5,000 00
Joni and Friends, Knoxville	315 Gill Avenue, Knoxville, TN 37917	N/A	Public	General Donation	5,000 00
Junior Achievement of East Tennessee	1540 Robinson Road, Knoxville, TN 37923	N/A	Public	General Donation	15,000 00
Junior Achievement Rocky Mountain, Inc	2135 North Charles G. Seivers Blvd Clinton, TN 37716	N/A	Public	General Donation	3,500 00
Juvenile Diabetes Research Foundation	1445 Market Street #200, Denver, CO 30202	N/A	Public	General Donation	10,000 00
KFOA Scholarship Fund	6701 Baum Drive, Suite 240 Knoxville, TN 37919	N/A	Public	General Donation	40,560 00
Kiwanis Foundation of Tellico Village	PO Box 78, Knoxville, TN 37901-0078	N/A	Public	General Donation	1,000 00
Knox Area Rescue Ministries	243 Coyatee Shores, Loudon, TN 37774	N/A	Public	General Donation	1,000 00
Knox County Schools Foundation	PO Drawer 3310 Knoxville, TN 37927	N/A	Public	General Donation	1,000 00
Knoxville Area Urban League	535 Chickamauga Ave, Knoxville, TN 37917	N/A	Public	General Donation	1,100 00
Knoxville Catholic High School	PO Box 1911, Knoxville, TN 37901	N/A	Public	General Donation	1,500 00
Knoxville Center of the Deaf	9245 Fox Lonas Rd Knoxville, TN 37923	N/A	Public	General Donation	10,200 00
Knoxville Museum of Art	3731 Martin Mill Pike, Knoxville, TN 37920	N/A	Public	General Donation	3,000 00
Knoxville News Sentinel Charities, Inc	1050 World's Fair Park Dr, Knoxville, TN 37916	N/A	Public	General Donation	30,000 00
Knoxville Opera	2332 News Sentinel Drive, Knoxville, TN 37921	N/A	Public	General Donation	25,000 00
Leadership Knoxville, Inc	612 East Depot Avenue, Knoxville, TN 37917	N/A	Public	General Donation	25,000 00
Los Angeles Police Foundation	PO Box 6040 Knoxville, TN 37914	N/A	Public	General Donation	10,000 00
Los Angeles Team Mentoring	17 Market Square Site 201 Knoxville, TN 37902	N/A	Public	General Donation	5,000 00
Loveland Baptist Church	515 S Flower St, Suite 1680 Los Angeles, CA 90071	N/A	Public	General Donation	10,000 00
Make-A-Wish Foundation	714 W Olympic Boulevard, Ste 940, Los Angeles, CA 90015	N/A	Public	General Donation	15,000 00
Make-A-Wish Foundation of East Tennessee	6516 Foxbranch Circle Knoxville, TN 37918	N/A	Public	General Donation	150 00
March of Dimes	510 South Willow Street, Chattanooga, TN 37404	N/A	Public	General Donation	69,000 00
Mercy Health Partners Foundation	510 South Willow Street, Chattanooga, TN 37404	N/A	Public	General Donation	1,250 00
Miami Children's Museum	322 Nancy Lynn Ln, Suite 11 Knoxville, TN 37919	N/A	Public	General Donation	25,500 00
Mission of Hope	101 Blount Avenue, Suite 530, Knoxville, TN 37923	N/A	Public	General Donation	10,000 00
Motion Picture Club	980 MacArthur Causeway, Miami, FL 33132	N/A	Public	General Donation	10,000 00
Nashville Film Festival	PO Box 22312 Knoxville, TN 37933	N/A	Public	General Donation	11,000 00
National Multiple Sclerosis Society	PO Box 970 New York, NY 10185	N/A	Public	General Donation	1,725 00
National Nursing Centers Consortium	161 Rains Ave , Nashville, TN 37203	N/A	Public	General Donation	17,157 00
North Country Children's Clinic	2440 S Sepulveda Blvd, Suite 115 Los Angeles, CA 90064	N/A	Public	General Donation	100,000 00
North Knox HOSA	260 S Broad St, 18th Floor Philadelphia, PA 19102	N/A	Public	General Donation	500 00
Northern New York Community Foundation	238 Arsenal Street, Watertown, NY 13601	N/A	Public	General Donation	9,839 81
	7411 Ledgerwood Drive, Knoxville, TN 37938	N/A	Public	General Donation	2,100 00
	120 Washington Street, Watertown, NY 13601	N/A	Public	General Donation	5,204 80

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NTAF Southeast Spinal Cord Injury Fund	150 N Radnor Chester Road, Site F-120, Radnor, PA 19087	N/A	Public	General Donation	400 00
Operation Homefront of Tennessee and Kentucky	1723 Beckwith Dr., Fort Campbell, KY 42223	N/A	Public	General Donation	20,000 00
Oregon Food Bank	7900 NE 33rd Dr. Portland, OR 97238	N/A	Public	General Donation	10,000 00
PacTronics, Inc.	15375 Barranca Pkwy H108, Irvine, CA 92618	N/A	Public	General Donation	3,263 50
Portland Rose Festival Foundation	1020 SW Naito Pkwy Portland, OR 97204	N/A	Public	General Donation	3,000 00
Puppetry Arts	339 2nd St., Box 1R Brooklyn, NY 11215	N/A	Public	General Donation	15,000 00
Random Acts of Flowers	PO Box 27817, Knoxville, TN 37927	N/A	Public	General Donation	5,000 00
Salvation Army - Knoxville	409 N Broadway, Knoxville, TN 37917	N/A	Public	General Donation	10,000 00
Samantian Medical Center	830 Washington Street, Watertown, NY 13601	N/A	Public	General Donation	15,339 30
Second Harvest Food Bank of Middle Tennessee	331 Great Circle Road, Nashville, TN 37228	N/A	Public	General Donation	24,177 50
Sertoma Center, Inc.	1400 E Fifth Avenue, Knoxville, TN 37917	N/A	Public	General Donation	2,500 00
Shangri-La Therapeutic Academy of Riding	1180 Hwy 11 E Lenox City, TN 37772	N/A	Public	General Donation	4,305 70
Shannondale Elementary Foundation	5316 Shannondale Road, Knoxville, TN 37918	N/A	Public	General Donation	3,000 00
Special Equestrian Riding Therapy, Inc.	2182 Tierra Rejada Rd Moorpark, CA 93021	N/A	Public	General Donation	5,000 00
Special Olympics of Southern California	6730 E Carson Street, Long Beach, CA 90808	N/A	Public	General Donation	10,000 00
Special Olympics Oregon, Inc.	5901 SW Macadam Ave., Ste. 200, Portland, OR 97239	N/A	Public	General Donation	1,500 00
St Joseph School	1810 Howard Road, Knoxville, TN 37918	N/A	Public	General Donation	1,000 00
St Lukes Community House	5601 New York Avenue, Nashville, TN 37209	N/A	Public	General Donation	3,000 00
Sweet Adelines International	PO Box 470168, Tulsa, OK 74147	N/A	Public	General Donation	125 00
Tennessee Foster Care Program	2454 West Broad Street, Cookeville, TN 38501	N/A	Public	General Donation	300 00
Tennessee Rangers Baseball Foundation, Inc.	PO Box 272, Knoxville, TN 37901	N/A	Public	General Donation	5,000 00
Tennessee Theatre Foundation	PO Box 629 Knoxville, TN 37901-0272	N/A	Public	General Donation	75,250 00
The Adoption Exchange	14232 E Evans Avenue, Aurora, CO 80014	N/A	Public	General Donation	45,000 00
The Children's Hospital Foundation	13123 East 16th Ave., Box 045 Aurora, CO 80045	N/A	Public	General Donation	5,000 00
The First Tee of Dallas	2550 Bendbrook Trail, Prosper, TX 75078	N/A	Public	General Donation	1,000 00
The Get Schooled Foundation	1515 Broadway, 53rd Floor, New York, NY 10036	N/A	Public	General Donation	5,000 00
The Jimmy Fund	10 Brookline Place West Brookline, MA 02445-7226	N/A	Public	General Donation	125,000 00
The Kalu Grace Foundation	6934 Old Kent Drive Knoxville, TN 37919	N/A	Public	General Donation	15,000 00
The Motion Picture Club Foundation	6934 Old Kent Drive Knoxville, TN 37919	N/A	Public	General Donation	10,000 00
The Mustard Seed	PO Box 970, New York, NY 10185-0970	N/A	Public	General Donation	500 00
The National Football Foundation & College Hall of Fame, Inc.	12 Mustard Seed Lane, Orlando, FL 32810	N/A	Public	General Donation	464 00
The Next Door	PO Box 7001 Crossville, TN 38557	N/A	Public	General Donation	5,000 00
The Robert W. Woodruff Arts Center	PO Box 282, Knoxville, TN 37901	N/A	Public	General Donation	2,500 00
The Tennessee Fund	1280 Peachtree St. NE Atlanta, GA 30309	N/A	Public	General Donation	7,500 00
The University of Tennessee - Regal Scholarship	1551 Lake Loudon Blvd., Knoxville, TN 37996	N/A	Public	General Donation	1,200 00
The University of Tennessee - VASF	600 Andy Holt Tower, Knoxville, TN 37996	N/A	Public	General Donation	(2,500 00)
United Way of Greater Knoxville	PO Box 15010 Knoxville, TN 37901	N/A	Public	General Donation	125,000 00
University Health System, Inc.	1301 Hannah Ave Knoxville, TN 37921	N/A	Public	General Donation	268,513 00
University of Tennessee	1520 Cherokee Trail, Suite 110, Knoxville, TN 37920	N/A	Public	General Donation	5,000 00
UT Foundation	PO Box 15016, Knoxville, TN 37901-5016	N/A	Public	General Donation	8,000 00
Vanety - The Children's Charity of CO	1914 Andy Holt Ave Knoxville, TN 37996	N/A	Public	General Donation	5,000 00
Vanety - The Children's Charity of Philadelphia	468 Haslam Business Building, 1000 Volunteer Blvd., Knoxville, TN 37996	N/A	Public	General Donation	250,000 00
Vanety - The Children's Charity of Southern CA	1050 W Hampden Ave Englewood, CO 80110	N/A	Public	General Donation	5,000 00
Vanety Boys and Girls Club of Boyle Heights	1520 Locust Street, 2nd Floor, Philadelphia, PA 19102-4496	N/A	Public	General Donation	75,000 00
Vanety Boys and Girls Club of Queens, Inc	4601 Wilshire Blvd Suite 260, Los Angeles, CA 90010	N/A	Public	General Donation	200,014 00
Vanety of Eastern Tennessee	2530 Cincinnati Street, Los Angeles, CA 90033	N/A	Public	General Donation	250,000 00
Vanety of Georgia, Tent 21	12-12 30th Road, New York, NY 11102	N/A	Public	General Donation	10,000 00
	7132 Regal Lane, Knoxville, TN 37918	N/A	Public	General Donation	5,480 00
	9800 Medlock Bridge Road, Suite 1, Johns Creek, GA 30097	N/A	Public	General Donation	2,900 00
	1202 Barkston Lane, Aurora, IL 60502	N/A	Public	General Donation	500 00



Vanety the Children's Charity of Eastern Tennessee	7132 Regal Lane, Knoxville, TN 37918	N/A	Public	General Donation	158,000.00
Vanety the Children's Charity of Southern California	4601 Wilshire Blvd Suite 260, Los Angeles, CA 90010	N/A	Public	General Donation	10,500.00
Volunteer Ministry	P O Box 325 Knoxville, TN 37901	N/A	Public	General Donation	2,500.00
Walk 4 Hearing	147 Lindbergh Place, St Louis, MO 63146	N/A	Public	General Donation	3,000.00
WC Two	2351 Dandridge Avenue, Knoxville, TN 37915	N/A	Public	General Donation	5,500.00
Will Rogers Motion Picture Pioneers Foundation	10045 Riverside Drive, 3rd Floor, Toluca Lake, CA 91602	N/A	Public	General Donation	42,609.00
Wood Ranch PTA	455 Circle Knoll Drive, Simi Valley, CA 93065	N/A	Public	General Donation	500.00
YMCA - Knoxville	136 Fox Road, Knoxville, TN 37922	N/A	Public	General Donation	3,000.00
Young Life Knoxville	P O Box 647 Knoxville, TN 37901	N/A	Public	General Donation	10,000.00
Young Variety of Southern California	4601 Wilshire Blvd Suite 260, Los Angeles, CA 90010	N/A	Public	General Donation	1,500.00
Youth for Tomorrow New Life Center, Inc	11835 Hazel Circle Dr. Bristow, VA 20136	N/A	Public	General Donation	1,000.00
<b>Totals</b>					<b>3,173,405.01</b>

Form 990-PF, Page 11, Part XV

Grants and Contributions Approved for Future Payment

Organization Name.

Year End Date.

Regal Foundation (EIN 13-4249812)  
12/31/2011

Accrued for in 2011 (Included in Total Program Expenses on Audited Financial Statements.)

Name	Address	Donee Relation ship	Foundat ion Status	Purpose of Grant	Amount Paid During the Year	Amount Approved for Future Payment
ALSA/St. Jude Research Hospital	501 St. Jude Place Memphis, TN 38105	N/A	Public	2011 Thanks and Giving Campaign	-	350,000.00
American Heart Association	1101 Northchase Parkway Ste 1 Marietta, GA 30067	N/A	Public	2012 Sponsor of the Heart Gala	-	25,000.00
Boys and Girls Clubs of America	1275 Peachtree St NE Atlanta, GA 30309	N/A	Public	2011 Great Futures Gala Sponsorship	-	5,000.00
Capital Newspapers Public Benefit Fund, Inc	959 Eighth Avenue New York NY 10019	N/A	Public	2011 Monday Charity Partner - Clifton Park Theatre Opening	-	12,863.25
Captain Youth and Family Services, Inc	5 Municipal Plaza Suite 3 Clifton Park, NY 12065	N/A	Public	2011 Wednesday Charity Partner - Clifton Park Theatre Opening	-	12,074.00
Goodwill Industries - Knoxville	PO Box 11066 Knoxville TN 37939-1066	N/A	Public	2012 Sponsor of Vintage Fashion Show and Sale	-	5,000.00
Harmony Adoptions	131 Cherokee Heights Drive Maryville TN 37801	N/A	Public	2011 Support for Harmony Adoptions and Organic Garden and Orchard	-	25,000.00
Indianapolis Downtown Inc	111 Monument Circle Indianapolis, IN 46204-5142	N/A	Public	2011 It's a Wonderful Life Screening	-	1,426.79
Make-A-Wish Foundation	510 South Willow Street, Chattanooga TN 37404	N/A	Public	2012 Grant to Support 10 Wishes	-	69,000.00
Michael Dunn Center	629 Gallaher Road, Kingston, TN 37763	N/A	Public		-	10,000.00
New York Cares	214 West 29th Street New York NY 10001	N/A	Public		-	10,000.00
The ACLU of Southern California	1313 West Eighth Street Los Angeles, CA 90017	N/A	Public	2011 Defender of Rights Package	-	5,000.00
United Way of Greater Knoxville	1301 Hannah Ave Knoxville TN 37921	N/A	Public	2011 Flow thru from checks written to Foundation & REG	-	250,640.00
Variety - The Children's Charity of Southern CA	4601 Wilshire Blvd Suite 260 Los Angeles, CA 90010	N/A	Public	2011 Lifetime Achievement - Chuck Vane Tribute Journal	-	15,000.00
Whiz Kids Tutoring Denver	5500 E Yale Ave, Suite 101, Denver, CO 80222	N/A	Public	2012 Grant for the Whiz Kids Tutoring	-	15,000.00
Emerald Youth Foundation	1718 N Central Street Knoxville, TN 37917	N/A	Public	Capital Campaign	-	525,000.00
Helen Ross McNabb	201 W Springdale Ave NE Knoxville, TN 37917	N/A	Public	Capital Campaign	-	250,000.00
University of Tennessee	PO Box 15016, Knoxville TN 37901-5016	N/A	Public	Capital Campaign	-	750,000.00
<b>Totals</b>					-	<b>2,336,004.04</b>

Discount on long-term contributions approved for future payment

(51,825.00)

Total 990-PF Part XV, box b

2,284,179.04

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# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. <b>REGAL FOUNDATION</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>13-4249812</b>
	Number, street, and room or suite no. (a P.O. box, see instructions). <b>7132 REGAL LANE</b>	Social security number (SSN) <input type="checkbox"/>
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>KNOXVILLE, TN 37918</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 <sup>4</sup>	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**SHAY SIMPSON**

- The books are in the care of ► **7132 REGAL LANE - KNOXVILLE, TN 37918**

Telephone No. ► **(865) 925-9787**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
 ► ☒ calendar year **2011** or  
 ► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,466.
c	Balance due. Subtract line 3b from line 3a. Include your payment on this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)