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EXTENSION GRANTED UNTIL 11/15/13  
**Return of Private Foundation**  
 or Section 4947(a)(1) Nonexempt Charitable Trust  
 Treated as a Private Foundation

OMB No 1545-0052

**2012**

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.

Open to public inspection

For calendar year 2012 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>	Room/suite	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"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 7,450,049.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I 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)
Revenue	1 Contributions, gifts, grants, etc., received	5,226,353.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,163.	10,163.		STATEMENT 1
	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)		0.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11		5,236,516.	10,163.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	10,350.	20.		10,330.
	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 STMT 3	211,772.	411.		211,361.
	24 Total operating and administrative expenses. Add lines 13 through 23	222,122.	431.		221,691.
	25 Contributions, gifts, grants paid	4,218,232.			3,339,671.
26 Total expenses and disbursements. Add lines 24 and 25	4,440,354.	431.		3,561,362.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	796,162.				
b Net investment income (if negative, enter -0-)		9,732.			
c Adjusted net income (if negative, enter -0-)			N/A		

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 12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		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
Assets	1 Cash - non-interest-bearing	2,288,434.	2,443,892.	2,443,892.
	2 Savings and temporary cash investments	2,226,147.	1,729,961.	1,729,961.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 98,238.			
	Less: allowance for doubtful accounts ▶		98,238.	98,238.
	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			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 4 )	3,171,609.	3,177,958.	3,177,958.
	16 Total assets (to be completed by all filers)	7,686,190.	7,450,049.	7,450,049.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	5,257,112.	4,224,809.	
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	5,257,112.	4,224,809.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	2,429,078.	3,225,240.	
	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 Total net assets or fund balances	2,429,078.	3,225,240.	
	31 Total liabilities and net assets/fund balances	7,686,190.	7,450,049.	

## 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	2,429,078.
2 Enter amount from Part I, line 27a	2	796,162.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,225,240.
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	3,225,240.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	NONE		
c			
d			
e			

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 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	195.
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	195.
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	195.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,138.	
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	1,138.	
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	943.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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
1b 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
1c 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, SC		
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 2012 or the taxable year beginning in 2012 (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

N/A

**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 ► N/A	13	X	
14	The books are in care of ► SHAY SIMPSON Telephone no. ► (865) 925-9787 Located at ► 7132 REGAL LANE, KNOXVILLE, TN ZIP+4 ► 37918			
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 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TDF 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 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 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 2012?	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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

☒

5b

**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

6b

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

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

☐ Yes ☒ No

7b

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	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	7,362,259.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,362,259.
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	7,362,259.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	110,434.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,251,825.
6	Minimum investment return. Enter 5% of line 5	6	362,591.

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

1	Minimum investment return from Part X, line 6	1	362,591.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	195.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	195.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	362,396.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	362,396.
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	362,396.

**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	3,561,362.
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	3,561,362.
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	3,561,362.

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				362,396.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,073,237.			
b From 2008	3,009,669.			
c From 2009	3,833,964.			
d From 2010	2,471,150.			
e From 2011	3,032,598.			
f Total of lines 3a through e	14,420,618.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 3,561,362.				
a Applied to 2011, 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 2012 distributable amount				362,396.
e Remaining amount distributed out of corpus	3,198,966.			
5 Excess distributions carryover applied to 2012 (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	17,619,584.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	2,073,237.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	15,546,347.			
10 Analysis of line 9:				
a Excess from 2008	3,009,669.			
b Excess from 2009	3,833,964.			
c Excess from 2010	2,471,150.			
d Excess from 2011	3,032,598.			
e Excess from 2012	3,198,966.			



**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 Paid during the year</b>				
SEE ATTACHMENT 1				3,339,671.
<b>Total</b>			<b>3a</b>	3,339,671.
<b>b Approved for future payment</b>				
SEE ATTACHMENT 2				878,561.
<b>Total</b>			<b>3b</b>	878,561.



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

- |   |              |  | Yes | No |
|---|--------------|--|-----|----|
| <b>1</b> 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?  |              |  |     |    |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |  |     |    |
| (1) Cash  | <b>1a(1)</b> |  |     | X  |
| (2) Other assets  | <b>1a(2)</b> |  |     | X  |
| <b>b</b> Other transactions:  |              |  |     |    |
| (1) Sales of assets to a noncharitable exempt organization  | <b>1b(1)</b> |  |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization  | <b>1b(2)</b> |  |     | X  |
| (3) Rental of facilities, equipment, or other assets  | <b>1b(3)</b> |  |     | X  |
| (4) Reimbursement arrangements  | <b>1b(4)</b> |  |     | X  |
| (5) Loans or loan guarantees  | <b>1b(5)</b> |  |     | X  |
| (6) Performance of services or membership or fundraising solicitations  | <b>1b(6)</b> |  |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |  |     | 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

SECRETARY

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 \_\_\_\_\_

Date \_\_\_\_\_

Check ☐ if  
self-employed

PTIN

P00497850

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

Firm's EIN ▶	62-1199757
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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

**2012**

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 foundation

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

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

**Special Rules**☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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) (2012)

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	\$ 5,225,190.	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.)



Employer identification number

13-4249812

## Part II

[illegible]

Name of organization

Employer identification number

**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
	(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, Page 11, Part XV

Grants and Contributions Paid During the Year

Organization Name:

Year End Date:

Regal Foundation (EIN 13-4249812)

12/31/2012

Name	Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount Paid During the Year
Alcoa High School	532 Faraday Street, Alcoa, TN 37701	N/A	Public	General Donation	2,000.00
Alzheimer's Tennessee	2270 Sulherland Ave Ste 202 Knoxville, TN 37819	N/A	Public	General Donation	12,000.00
ALSAC/St Jude Research Hospital	501 St Jude Place Memphis, TN 38105	N/A	Public	General Donation	350,000.00
American Cancer Society	871 North Weisgarber Rd, Knoxville, TN 37809	N/A	Public	General Donation	5,250.00
American Council for the Blind	6300 Shingle Creek Parkway, Suite 195 Brooklyn Center, MN 55430	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	1,250.00
American Jewish Committee	185 E 56th St, 8th Floor New York, NY 10022	N/A	Public	General Donation	10,000.00
American Lebanese Syrian Association (St Jude)	501 St Jude Place, Memphis, TN 38105	N/A	Public	General Donation	2,768.50
American National Red Cross	2700 Southwest Freeway Houston, TX 77098	N/A	Public	General Donation	9,132.19
Anti-Defamation League	10495 Santa Monica Blvd Los Angeles, CA 90025-5031	N/A	Public	General Donation	25,000.00
Appalachian Outreach	190 W Old Andrew Johnson Hwy Jefferson City, TN 37760	N/A	Public	General Donation	2,500.00
Apple Seeds For Literacy Foundation	PO Box 2171 San Antonio, TX 78297	N/A	Public	General Donation	6,131.61
Arthritis Foundation Southeast Region, Inc	6504 Deane Hill Dr, Suite C, Knoxville, TN 37919	N/A	Public	General Donation	7,000.00
Atlanta Community Food Bank	732 Joseph E Loery Blvd NW Atlanta, GA 30318	N/A	Public	General Donation	2,500.00
AYSO Region 337	PO Box 18326 Knoxville, TN 37928	N/A	Public	General Donation	2,174.00
BCSD Education Foundation	1300 Baker St Bakersfield, CA 93305	N/A	Public	General Donation	5,000.00
Big Brothers and Big Sisters of East Tennessee	1190W Summit Hill Dr, Suite 101 Knoxville, TN 37902	N/A	Public	General Donation	2,500.00
Big Brothers and Big Sisters of East Tennessee	1190W Summit Hill Dr Suite 101 Knoxville, TN 37902	N/A	Public	General Donation	500.00
Big Brothers Big Sisters Lone Star	6347 High Star Houston, TX 77074	N/A	Public	General Donation	7,798.00
Big Brothers Big Sisters of Central Arkansas	312 W Pershing Blvd N Little Rock, AR 72114	N/A	Public	General Donation	4,186.00
Blue Star Families	7876 Richmond Hwy Alexandria, VA 22306	N/A	Public	General Donation	2,682.00
Books for Troops	4 Automation Lane, Ste 100 Albany, NY 12205	N/A	Public	General Donation	12,574.95
Boys & Girls Club of the Tennessee Valley	220 Carrock St Suite 318 Knoxville, TN 37921	N/A	Public	General Donation	2,400.00
Boys & Girls Club of the TN Valley	220 Carrock St Suite 318 Knoxville, TN 37921	N/A	Public	General Donation	4,000.00
Boys & Girls Clubs of America	1275 Peachtree St NE Atlanta, GA 30309	N/A	Public	General Donation	260,000.00
Boys and Girls Club of Halls/Powell	1818 Dry Gap Pike Knoxville, TN 37918	N/A	Public	General Donation	100.00
Boys and Girls Club of the Smoky Mountains	PO Box 5743 Sevierville, TN 37864	N/A	Public	General Donation	5,000.00
Boys and Girls Clubs of the Tennessee Valley	220 Carrock Street, Ste 318, Knoxville, TN 37921	N/A	Public	General Donation	1,250.00
Can Do Canines	9440 Science Center Drive, New Hope, MN 55428	N/A	Public	General Donation	7,500.00
Cancer Support Community - East Tennessee	2230 Sutherland Ave Knoxville, TN 37919	N/A	Public	General Donation	5,000.00
Capital Newspapers Public Benefit Fund, Inc	859 Eighth Ave New York, NY 10019	N/A	Public	General Donation	3,888.25
Captain Youth and Family Services, Inc	15 Municipal Plz, Suite 3 Clifton Park, NY 12065	N/A	Public	General Donation	5,511.00
Catholic Charities of East Tennessee	3008 Lake Brook Blvd Knoxville, TN 37909	N/A	Public	General Donation	105,000.00
Catholic High School	9245 Fox Lomas Rd Knoxville, TN 37923	N/A	Public	General Donation	5,000.00
Cerebral Palsy Center	241 E Woodland Ave Knoxville, TN 37917	N/A	Public	General Donation	150.00
Child and Family Services	844 Delaware Ave Buffalo, NY 14209	N/A	Public	General Donation	2,700.00
ChildHelp USA	PO Box 2954, Newport Beach, CA 92659	N/A	Public	General Donation	25,000.00
Children's Center of the Cumberlands	22510 Alberta St Oneida, TN 37841	N/A	Public	General Donation	10,000.00
Children's Hospital of East Tennessee	PO Box 15010 Knoxville, TN 37901	N/A	Public	General Donation	3,000.00
Church of God	470 Short Bark Rd Madisonville, TN 37354	N/A	Public	General Donation	200.00
City of Hope	1055 Wilshire Blvd, 12th Floor Los Angeles, CA 90017	N/A	Public	General Donation	300.00
City of Refuge	380 14th St, NW Atlanta, GA 30318-5364	N/A	Public	General Donation	5,000.00
Community Coalition Against Human Trafficking	11124 Kingston Pike Ste 119-127 Knoxville, TN 37934	N/A	Public	General Donation	1,000.00
Community First Foundation	6870 W 52nd Ave Suite 103 Avada, CO 80002	N/A	Public	General Donation	50,000.00
Community Foundation of Anne Arundel County, Inc	914 Bay Ridge Rd Ste 211 Annapolis, MD 21403	N/A	Public	General Donation	13,413.41
Cystic Fibrosis Foundation	6917 Arlington Road, Suite 308 Bethesda, MD 20814	N/A	Public	General Donation	750.00

Denver Public Schools Foundation	900 Grant St, Suite 503 Denver, CO 80203	N/A	Public	General Donation	1,500.00
Dogwood Arts Festival	602 S Gay St, Mezzanine Level Knoxville, TN 37902	N/A	Public	General Donation	10,000.00
East Tennessee Children's Hospital	PO Box 15010 Knoxville, TN 37901	N/A	Public	General Donation	10,000.00
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
EEOG	PO Box 24056 Nashville, TN 37202-4056	N/A	Public	General Donation	5,000.00
Emerald Youth Foundation	1718 N Central Street Knoxville, TN 37917	N/A	Public	General Donation	1,250.00
EWI Golf	2527 Westcott Blvd Knoxville, TN 37931	N/A	Public	General Donation	1,000.00
Farragut High School Education Foundation, Inc	11237 Kingston Pike Knoxville, TN 37934	N/A	Public	General Donation	2,500.00
Fisher House of San Antonio	111 Rockville Pike, Ste 420 Rockville, MD 5168	N/A	Public	General Donation	16,373.50
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	PO Box 1660 Kodak, TN 37784	N/A	Public	General Donation	5,000.00
Friends of The Saban Free Clinic	8405 Beverly Blvd, Los Angeles, CA 90048	N/A	Public	General Donation	5,000.00
Friends of Young-Williams Animal Shelter	3201 Division St NW Knoxville, TN 37919	N/A	Public	General Donation	500.00
Fulfillment Fund	911 W Pico Blvd, Suite 510, Los Angeles, CA 90035	N/A	Public	General Donation	10,000.00
Fulton High School Alumni Association	PO Box 27431 Knoxville, TN 37927-7431	N/A	Public	General Donation	10,000.00
Future Business Leaders of America	6425 Paw Paw Trail Ooltewah, TN 37363	N/A	Public	General Donation	5,000.00
GFWC Tellico Village	PO Box 507 Lenoir City, TN 37771-0501	N/A	Public	General Donation	600.00
Great Smokey Mountain Council	PO Box 51885 Knoxville, TN 37950-1885	N/A	Public	General Donation	1,127.50
Greater Los Angeles Agency on Deafness	2222 Laverna Ave Los Angeles, CA 90041-2660	N/A	Public	General Donation	2,500.00
Habitat for Humanity	1501 Washington Avenue, Knoxville, TN 37917	N/A	Public	General Donation	5,000.00
Halls Band Boosters	PO Box 71002 Knoxville, TN 37938	N/A	Public	General Donation	30,000.00
Halls Elementary School Foundation	7502 Andersonville Pike Knoxville, TN 37938	N/A	Public	General Donation	200.00
Halls High Band Boosters	PO Box 71002 Knoxville, TN 37938	N/A	Public	General Donation	400.00
Halls High School Booster Club	4321 E Emory Rd Knoxville, TN 37918	N/A	Public	General Donation	22,484.00
Halls Hoops Club	PO Box 70147 Knoxville, TN 37938	N/A	Public	General Donation	15,000.00
Helen Ross McNabb Foundation	201 W Springdale Ave NE Knoxville, TN 37917	N/A	Public	General Donation	100.00
Helen Ross McNabb Foundation	201 W Springdale Ave NE Knoxville, TN 37917	N/A	Public	General Donation	1,250.00
Help Women and Children Now	25 Potter St Haddonfield, NJ 10185-8033	N/A	Public	General Donation	12,500.00
Historic Tennessee Foundation	PO Box 1109 Knoxville, TN 37918	N/A	Public	General Donation	500.00
HoLa Hora Latina	PO Box 1109 Knoxville, TN 37918	N/A	Public	General Donation	25,000.00
Hope Center	100 S Gay St, Suite 109 Knoxville, TN 37902	N/A	Public	General Donation	50,000.00
InterFaith Health Clinic	1901 Clinch Ave, Knoxville, TN 37916	N/A	Public	General Donation	2,500.00
Invest In Kids	315 Gill Ave Knoxville, TN 37917	N/A	Public	General Donation	5,000.00
JDRF	1775 Sherman St Ste 2075 Denver, CO 80203	N/A	Public	General Donation	10,000.00
Joni and Friends, Knoxville	355 Trane Lane Knoxville, TN 37919	N/A	Public	General Donation	25,000.00
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. Seavers Blvd Clinton, TN 37716	N/A	Public	General Donation	3,500.00
Junior League of Knoxville	1445 Market Street #200, Denver, CO 30202	N/A	Public	General Donation	10,000.00
Junior Softball World Series	6739 Baum Dr Knoxville, TN 37919	N/A	Public	General Donation	3,000.00
KFOA Scholarship Fund	12107 SE 46th Court Bellevue, WA 98006	N/A	Public	General Donation	1,500.00
Kwanis 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	500.00
Knox Heritage	535 Chickamauga Ave, Knoxville, TN 37917	N/A	Public	General Donation	250.00
Knoxville Area Rescue Missions	PO Box 1242 Knoxville, TN 37901	N/A	Public	General Donation	1,000.00
Knoxville Catholic High School	PO Drawer 3310 Knoxville, TN 37927	N/A	Public	General Donation	1,500.00
Knoxville Museum of Art	9245 Fox Lomas Rd Knoxville, TN 37923	N/A	Public	General Donation	5,150.00
Knoxville News Sentinel Charities, Inc	1050 World's Fair Park Dr, Knoxville, TN 37916	N/A	Public	General Donation	32,500.00
Knoxville Symphony Orchestra	2332 News Sentinel Dr Knoxville, TN 37921	N/A	Public	General Donation	25,000.00
Knoxville Urban League	100 S Gay St Ste 302 Knoxville, TN 37902	N/A	Public	General Donation	17,500.00
Knoxville Zoo	1514 E Fifth St Knoxville, TN 37917	N/A	Public	General Donation	2,000.00
Los Angeles Police Foundation	PO Box 6040 Knoxville, TN 37914	N/A	Public	General Donation	10,000.00
	515 S Flower St, Suite 1680, Los Angeles, CA 90071	N/A	Public	General Donation	10,000.00

Loveland Baptist Church	6516 Foxbranch Circle Knoxville, TN 37918	N/A	Public	General Donation	150 00
Make-A-Wish Foundation of East Tennessee	510 South Willow Street, Chattanooga, TN 37404	N/A	Public	General Donation	1,250 00
Make-A-Wish Foundation of the Mid-South	320 Executive Court, Ste 101 Little Rock, AR 72205	N/A	Public	General Donation	9,757 85
March of Dimes	322 Nancy Lynn Ln, Suite 11 Knoxville, TN 37919	N/A	Public	General Donation	15,000 00
Miami Children's Museum	980 MacArthur Causeway, Miami, FL 33132	N/A	Public	General Donation	10,000 00
Michael J Fox Foundation	3539 Black Oak Ridge Lane Knoxville, TN 37918	N/A	Public	General Donation	1,250 00
Mid-Tennessee Council of the Blind	3201 Aspen Grove Dr Unit M-10 Franklin, TN 37067	N/A	Public	General Donation	500 00
Mission of Hope	PO Box 22312 Knoxville, TN 37933	N/A	Public	General Donation	10,000 00
Morris Animal Foundation	10200 E Grand Ave Denver, CO 80231	N/A	Public	General Donation	2,500 00
Motion Picture Club	P O Box 970 New York, NY 10185	N/A	Public	General Donation	500 00
Motion Picture Club Foundation	P O Box 970 New York, NY 10185	N/A	Public	General Donation	1,875 00
National Multiple Sclerosis Society	2440 S Sepulveda Blvd, Suite 115 Los Angeles, CA 90064	N/A	Public	General Donation	50,000 00
National Nursing Centers Consortium	260 S Broad St, 18th Floor Philadelphia, PA 19102	N/A	Public	General Donation	500 00
Navy Seals Foundation	1619 D St, Bldg 5326 Virginia Beach, VA 23459	N/A	Public	General Donation	2,850 00
North Knox HOSA	7411 Ledgerwood Drive, Knoxville, TN 37938	N/A	Public	General Donation	400 00
NTAF Southeast Spinal Cord Injury Fund	150 N Radnor Chester Road, Ste F-120, Radnor, PA 19087	N/A	Public	General Donation	14,091 65
Operation Homefront	PO Box 26747 San Diego, CA 92196	N/A	Public	General Donation	1,000 00
Options for Life Foundation	23801 Calabasas Rd, Suite 1017 Calabasas, CA 91302	N/A	Public	General Donation	10,000 00
Oregon Food Bank	7900 NE 33rd Dr Portland, OR 97238	N/A	Public	General Donation	28,862 95
Partnership Initiative Fund	17 Market Square, #201 Knoxville, TN 37902	N/A	Public	General Donation	3,000 00
Pat Tillman Foundation	2141 E Broadway Rd, Ste 115 Tempe, AZ 85282	N/A	Public	General Donation	15,000 00
Portland Rose Festival Foundation	1020 SW Naito Pkwy Portland, OR 97204	N/A	Public	General Donation	5,000 00
Puppetry Arts	339 2nd St, Box 1R Brooklyn, NY 11215	N/A	Public	General Donation	27,927 09
Random Acts of Flowers	PO Box 27817, Knoxville, TN 37927	N/A	Public	General Donation	300 00
Readers are Leaders Foundation	802 Texas Ave Houston, TX 77002	N/A	Public	General Donation	30,598 75
Reclor & Visitors of the University of Virginia	914 Emmet St Charlottesville, VA 22903	N/A	Public	General Donation	1,500 00
Robert W. Woodruff Arts Center	1280 Peachtree St NE Atlanta, GA 30309	N/A	Public	General Donation	2,768 50
Roy Mass' Youth Alternatives	3103 West Ave San Antonio, TX 78213	N/A	Public	General Donation	500 00
Sacred Heart Cathedral School	711 Northshore Dr SW Knoxville, TN 37919	N/A	Public	General Donation	1,250 00
San Bernardino Community Scholarship Association	PO Box 3025 Knoxville, TN 37927	N/A	Public	General Donation	3,000 00
Senior Citizens Home Assistance Service, Inc	10800 Colonel Glenn Rd N Little Rock AR 72204	N/A	Public	General Donation	20,414 05
September Fund	942 Southgate Rd Knoxville, TN 37919	N/A	Public	General Donation	1,500 00
Sequoyah Elementary Foundation	1180 Hwy 11 E Lenoir City, TN 37772	N/A	Public	General Donation	2,000 00
Shangri-La Therapeutic Academy of Riding	5316 Shannondale Road, Knoxville, TN 37918	N/A	Public	General Donation	300 00
Shannondale Elementary Foundation	468 W 5th St San Bernardino, CA 92401-1608	N/A	Public	General Donation	5,000 00
Sinfonia Mexicana	5901 SW Macadam Ave Ste 200 Portland, OR 97239-1869	N/A	Public	General Donation	45,000 00
Special Olympic Oregon, Inc	1810 Howard Road, Knoxville, TN 37918	N/A	Public	General Donation	2,500 00
St Joseph School	522 Seiber Ridge Rd Hohenwald, TN 38462	N/A	Public	General Donation	5,000 00
Tennessee Foster Adoptive Care Association	2908 Posion Ave Nashville, TN 37203-1312	N/A	Public	General Donation	12,604 00
Tennessee Residence Foundation	14232 E Evans Avenue, Aurora, CO 80014	N/A	Public	General Donation	5,000 00
The Adoption Exchange	4825 Trousdale Dr Suite 107 Nashville, TN 37220	N/A	Public	General Donation	1,000 00
The ALS Association Tennessee Chapter	13123 East 18th Ave, Box 045 Aurora, CO 80045	N/A	Public	General Donation	5,000 00
The Children's Hospital Foundation	3833 Clegghorn Ave #400 Nashville, TN 37215-2519	N/A	Public	General Donation	12,604 00
The Community Foundation of Middle Tennessee	2550 Bendbrook Trail, Prosper, TX 75078	N/A	Public	General Donation	5,000 00
The First Tee of Dallas	911 W Pico Blvd, Suite 510 Los Angeles, CA 90035	N/A	Public	General Donation	16,416 00
The Fulfillment Fund	120 Rugby Rd Charlottesville, VA 22903	N/A	Public	General Donation	2,500 00
The Madison House	PO Box 282, Knoxville, TN 37901	N/A	Public	General Donation	10,000 00
The Next Door	409 N Broadway, Knoxville, TN 37917	N/A	Public	General Donation	2,000 00
The Salvation Army	PO Box 11684 Knoxville, TN 37939	N/A	Public	General Donation	1,000 00
The Scarecrow Foundation	3589 Rock Elm Court Auburn, GA 30011-4678	N/A	Public	General Donation	2,682 00
The Shannon Mosher Memorial Foundation, Inc	3701 Bank St Ste Sky Loft C Baltimore, MD 21224	N/A	Public	General Donation	1,200 00
The Sixth Branch	1551 Lake Loudon Blvd, Knoxville, TN 37996	N/A	Public	General Donation	4,584 00
The Tennessee Fund					
The University of Tennessee - VASf	P O Box 15010 Knoxville, TN 37901	N/A	Public	General Donation	

The University of Tennessee Foundation	1551 Lake Loudon Blvd., Knoxville, TN 37996	N/A	Public	General Donation	- 76,000 00
United Way of Greater Knoxville	1301 Hannah Ave Knoxville, TN 37921	N/A	Public	General Donation	18,855 00
University Health Systems	1520 Cherokee Trail, Suite 110 Knoxville, TN 37920	N/A	Public	General Donation	30,000 00
UT Foundation	468 Haslam Business Building, 1000 Volunteer Blvd., Knoxville, TN 37996	N/A	Public	General Donation	5,000 00
Variety - The Children's Charity of Southern California	4601 Wilshire Blvd Suite 260 Los Angeles, CA 90010	N/A	Public	General Donation	16,500 00
Variety Boys and Girls Club of Queens, Inc	12-12 30th Road, New York, NY 11102	N/A	Public	General Donation	5,000 00
Variety International, the Children's Charity	4601 Wilshire Blvd Suite 260 Los Angeles, CA 90010	N/A	Public	General Donation	5,000 00
Variety of Colorado	10497 Centennial Rd Littleton, CO 80127	N/A	Public	General Donation	7,500 00
Variety of Eastern Tennessee	7132 Regal Lane, Knoxville, TN 37918	N/A	Public	General Donation	25,000 00
Variety of Georgia	9800 Medlock Bridge Road, Suite 1, Johns Creek, GA 30097	N/A	Public	General Donation	450 00
Variety of Georgia, Tent 21	9800 Medlock Bridge Road, Suite 1, Johns Creek, GA 30097	N/A	Public	General Donation	2,500 00
Variety of Illinois	1202 Barkston Lane, Aurora, IL 60502	N/A	Public	General Donation	500 00
Variety of Southern California	4601 Wilshire Blvd Suite 260 Los Angeles, CA 90010	N/A	Public	General Donation	190,293 00
Variety the Children's Charity of Eastern Tennessee	7132 Regal Lane, Knoxville, TN 37918	N/A	Public	General Donation	7,500 00
Variety the Children's Charity of Texas	11300 N Central Expressway, Suite 602 Dallas, TX 75243	N/A	Public	General Donation	5,000 00
Volunteer Ministry	P O Box 325 Knoxville, TN 37901	N/A	Public	General Donation	2,500 00
WC Two	2351 Dandridge Avenue, Knoxville, TN 37915	N/A	Public	General Donation	2,500 00
Walk 4 Hearing	147 Lindbergh Place, St Louis, MO 63146	N/A	Public	General Donation	1,500 00
Walk4Hearing	PO Box 602 Radio City Station New York, NY 10101-0602	N/A	Public	General Donation	1,500 00
WC Two	2351 Dandridge Avenue, Knoxville, TN 37915	N/A	Public	General Donation	3,000 00
Will Rogers Motion Picture Pioneers Foundation	10045 Riverside Drive, 3rd Floor, Toluca Lake, CA 91602	N/A	Public	General Donation	1,006,950 00
Will Rogers Motion Pictures Pioneers Foundation	10045 Riverside Drive, 3rd Floor, Toluca Lake, CA 91602	N/A	Public	General Donation	35,000 00
Youth For Tomorrow New Life Center, Inc	11835 Hazel Circle Dr, Bristow, VA 20136	N/A	Public	General Donation	1,000 00
YWCA Knoxville	420 W Clinch Ave Knoxville, TN 37802	N/A	Public	General Donation	3,000 00
YWCA San Antonio Total	314 N Hackberry, Ste 101 San Antonio, TX 78202	N/A	Public	General Donation	6,131 61
<b>Totals</b>					<b>3,339,670.81</b>

Form 990-PF, Page 11, Part XV

Grants and Contributions Approved for Future Payment

Organization Name: Regal Foundation  
 Year End Date: 12/31/2012

Accrued for in 2012 (Included in Total Program Expenses on Audited Financial Statements.)

Name	Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount Paid During the Year	Amount Approved for Future Payment
American Red Cross	6921 Middlebrook Pike Knoxville, TN 37909	N/A	Public	2012 Hurricane Sandy Assistance	-	25,000.00
Bearden Early Enrichment Program	4407 Sutherland Avenue, Knoxville, TN 37919	N/A	Public	General Donation	-	1,000.00
Bearden Middle Science Olympiad	1000 Francis Road, Knoxville, TN 37909	N/A	Public	General Donation	-	750.00
East Tennessee Children's Hospital	PO Box 15010 Knoxville, TN 37901	N/A	Public	Fantasy of Trees	-	12,000.00
Families of Spinal Muscular Atrophy	925 Busse Road, Elk Grove Village, IL 60007	N/A	Public	General Donation	-	3,000.00
Fort Sanders Foundation	1901 Clinch Ave. Knoxville, TN 37916	N/A	Public	2012 Patricia Neal Golf Classic Sponsorship	-	30,000.00
Help Hope Live	100 Madisonford Road, Suite 100, Radnor, PA 19087	N/A	Public	General Donation	-	500.00
Leadership Knoxville	17 Market Square Knoxville, TN 37902	N/A	Public	General Donation	-	10,000.00
Second Harvest Food Bank	136 Harvest Lane, Maryville, TN 37801	N/A	Public	Capital Campaign	-	250,000.00
The Jimmy Fund	10 Brookline Place West, 6th Floor, Brookline, MA 02445-7295	N/A	Public	General Donation	-	125,000.00
University of Tennessee Medical Center	1924 Alcoa Highway, Knoxville, TN 37920	N/A	Public	General Donation	-	250,000.00
University of Tennessee	P.O. Box 15010 Knoxville, TN 37901	N/A	Public	Man Run	-	25,000.00
Variety of Philadelphia	1520 Locust Street 2nd Floor, Philadelphia, PA 19102	N/A	Public	General Donation	-	75,000.00
<b>Totals</b>						<b>807,250.00</b>

Discount on long-term contributions approved for future payment 71,311.00

Total 990-PF, Part XV, Box B 878,561.00

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
INTEREST INCOME	10,163.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,163.

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FORM 990-PF ACCOUNTING FEES STATEMENT 2

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,350.	20.		10,330.
TO FORM 990-PF, PG 1, LN 16B	10,350.	20.		10,330.

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FORM 990-PF OTHER EXPENSES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANKING FEES	6,414.	12.		6,402.
ADMINISTRATIVE EXPENSES	325.	1.		324.
FUNDRAISING AWARDS	101,713.	197.		101,516.
PRINTING SUPPLIES	103,320.	201.		103,119.
TO FORM 990-PF, PG 1, LN 23	211,772.	411.		211,361.

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FORM 990-PF OTHER ASSETS STATEMENT 4

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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSETS LIMITED AS TO USE	3,171,609.	3,177,958.	3,177,958.
TO FORM 990-PF, PART II, LINE 15	3,171,609.	3,177,958.	3,177,958.

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FORM 990-PF

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

STATEMENT 5

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB 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	DIRECTOR 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 6

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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REGAL ENTERTAINMENT GROUP  
7132 REGAL LANE  
KNOXVILLE, TN 37918

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

(865) 925-9435

ALL PROGRAMS

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FORM AND CONTENT OF APPLICATIONS

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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.

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ANY SUBMISSION DEADLINES

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120 DAYS PRIOR TO THE EVENT/NEED

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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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.

REGAL FOUNDATION DOES NOT ACCEPT GRANTS TO/FOR:

1. ORGANIZATIONS THAT ARE NOT TAX-EXEMPT
  2. INDIVIDUALS REQUESTING ASSISTANCE
-

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 7

NAME OR DESCRIPTION OF GRANT PROGRAM

ALL PROGRAMS

RESTRICTIONS AND LIMITATIONS ON AWARDS

3. ORGANIZATIONS REQUESTING FUNDS FOR USE OUTSIDE OF REGAL COMMUNITIES
4. POLITICAL CAUSES
5. AGENCIES THAT DISCRIMINATE BASED ON RACE, COLOR, CREED, SEXUAL  
ORIENTATION OR NATIONALITY
6. TRAVEL FUNDS FOR TOURS OR TRIPS
7. SOLE SUPPORT OF OPERATING OR ADVERTISING EXPENSES

# 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  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>REGAL FOUNDATION</b>	Employer identification number (EIN) or <b>13-4249812</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>7132 REGAL LANE</b>	Social security number (SSN)
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
► ☒ calendar year **2012** 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	\$	<b>203.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	<b>1,138.</b>
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>0.</b>

**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 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II** **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

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

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**

5 For calendar year **2012**, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

**TAXPAYER RESPECTFULLY REQUESTS MORE TIME TO GATHER INFORMATION FROM THIRD PARTIES IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.**

8a 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	8a	\$	203.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	1,138.
8c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **Dale Anne Joseph** Title **CPA**

Date **8-13-13**

Form 8868 (Rev. 1-2013)