

See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



SCANNED AUG 18 2014

Form **990-PF**

EXTENSION GRANTED UNTIL 08/15/14

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990of.gov/memosof/mem

OMB No 1545-0052

Departm	ent of the Treasury Revenue Service	▶ Informa	Do not enter t	Social Security numbers or m 990-PF and its separate	n this form as instructions	it may be ma	ide public. .aov/form990of		Open to Public Inspection
		or tax year beginning)	ooo i i ana no oopanato	, and e		QUVIOIIISSOUL		Opar to Fabric Inspection
	of foundation						A Employer iden	tification	number
	GAL FOUN	NDATION box number if mail is not				Room/suite	13-424		
71	32 REGAI	LANE			_	Hoonvalue		925-	
	r town, state or pr OXVILLE,	rovince, country, and i		ostal code			C If exemption appl	ication is pe	ending, check here
G Che	ck all that apply:	Initial retu	rn	Initial return of a formal Armended return Name change	ormer public o	charity	D 1. Foreign organ		check here
	ck type of organi		on 501(c) <u>(3) e</u> x	kempt private foundation Other taxable private foundation	nt on		E If private found	dation stati	us was terminated
		l assets at end of year			X Accr	uai	i		(A), check here i0-month termination
(frorr ►\$	n Part II, col. (c)			ther (specify) imn (d) must be on cash i	basis.)		under section	507(b)(1)((B), check here
Part	The total of am	Revenue and Expense tounts in columns (b), (c), all the amounts in column	8 and (d) may not	(a) Revenue and expenses per books	(b) Net in	vestment ome	(c) Adjusted income		(d) Disbursements for charitable purposes (cash basis only)
$\overline{}$, gifts, grants, etc., rec	···	5,799,982.			A NA February	· 1000	The state of the s
2	2 Check	if the foundation is not require	d to attach Sch B		自然基		学业大学	建筑 []	心物智慧以为
3	3 Interest on savin cash investment	igs and temporary is		9,115.		<u>9,115.</u>			STATEMENT 1
4		I interest from securiti	es						
'	5a Gross rents				11 1900 %	278 7 1558CS	Sh. Y. T. med	* 3 £ 75 mm	The second secon
١,	b Net rental incom	· · · ———	- 1 40	THE WAS TRANSPORTED TO	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		Mark Tar to the	15.45	"大大大大大大大大大大大大大大大大大大大大大大大大大大大大大大大大大大大大
e 'e	Gross sales price		n line 10	77 - 17 24 7 4	H , T , T = T	3.9	- 1, 466 - 1, 10 Think	" par a maja. Vi afrasiari" ana	
Revenue	D assets on line 6a 7 Capital gain net	income (from Part IV, line	2)			0.			
ع اعد	B Net short-term		•	Sales Commission of the Commis					
	9 Income modif			Arto Artifett		15 7 1 1 1 1 1 1 1	R	ECE	WE WASHINGTON
10	Da and allowances	returns			學(漢字)		法を言意		在这一个情况
	b Less Cost of go			是一次。"这些是是	عَانِي الله الموار	P. Con			一类学习 2.0%。27
	c Gross profit of	r (loss)			1. 2. 2. 2. 2. 2. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.	1. 1.1/1	PO AU	C I S	Curasi (Circle)
		es 1 through 11		5,809,097.		9,115.		GUE	
13		of officers, directors, truste	noe atr	0.	 -	0,110.	1	عور	0.
11	·	ee salaries and wages	100, 010		 		1		
1!	5 Pension plans	, employee benefits							
Se 10	6a Legal fees								
	b Accounting fe		TMT 2	11,760.		18.			11,742.
Δ	c Other profess	ional fees							
를 17									
istra 10		and depletion			-				
E 2	•	ina aepietion			<u> </u>	. ,			1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1
P 2		ences, and meetings							
E 2	•			-					
B 2:	•	-	TMT 3	236,568.		372.			236,196.
製 24	•	ng and administrative							
Operating and	-	ld lines 13 through 23	}	248,328.	ļ <u>. ———</u>	390.	ļ		247,938.
2		, gifts, grants paid	_	7,147,222.	, /\-			<u> </u>	3,720,978.
20	6 Total expense Add lines 24 a	es and disbursement and 25	8 .	7,395,550.		390.			3,968,916.
- 2		26 from line 12:		1 12 17 17 17	125.5	330.		1	Supple a train
		ue over expenses and dis	bursements	-1,586,453.] , • • • • • •	,			
		nt income (if negative, i				8,725.		-,	
	c Adjusted net	income (if negative, ent	er -0-)	ાં મુ	;	•	N/A		45 (
323501	. I LIA FOR P	aperwork Reduction	Act Natice see	instructions					Form 990-PF (2013)

Partill Analysis of Changes in Net Assets or Fund Balances

and complete lines 24 through 26 and lines 30 and 31.

Foundations that do not follow SFAS 117, check here

Paid-in or capital surplus, or land, bldg., and equipment fund
 Retained earnings, accumulated income, endowment, or other funds

and complete lines 27 through 31.27 Capital stock, trust principal, or current funds

30 Total net assets or fund balances

31 Total liabilities and net assets/fund balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30	Т	Γ	····
	(must agree with end-of-year figure reported on prior year's return)	1		3,225,240.
2	Enter amount from Part I, line 27a	2	T	-1,586,453.
3	Other increases not included in line 2 (itemize)	3	T	0.
4	Add lines 1, 2, and 3	4		1,638,787.
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	П	1,638,787.

Net Assets or Fund Balances

24 Unrestricted25 Temporarily restricted26 Permanently restricted

3,225,240.

3,225,240.

7,450,049.

1,638,787

1,638,787

7,572,980

Form 990-PF (2013)

(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.)					- Purc - Dona		(c) Date (mo., d	acquired ay, yr.)	(d) Date sold (mo., day, yr.)
h NON	112			<u> </u>					
	IE .		 	<u> </u>					
<u>c</u>						-			
е									
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale					ain or (loss) s (f) minus (
a									
b c									
d	·	ļ							
e l			40/04/00	_					
Complete only for assets showing								iol. (h) gain not less thai	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (i) col. (j), if any	_				(from col. (
a	·	ļ. — —							
b		 							
d									
e		 		_				 -	
<u> </u>	∫ If gain, also ent	ar in Part I line	7	╗					
2 Capital gain net income or (net cap	ital loss) (If (loss), enter -	-0- in Part I, line	7	•	2				
3 Net short-term capital gain or (loss if gain, also enter in Part I, line 8, c		and (6):		}	_				
If (loss), enter -0- in Part I, line 8 Part Va Qualification Ur	oder Section 4040(e) fo	r Poducoc	Tay on Not	- 100	3 Octo	nont lr	3COMA		
- Cat - 17 - 17 - 17 - 17 - 17 - 17 - 17 - 1									N/A
(For optional use by domestic private	loundations subject to the section	1 494U(a) tax of	i net mvestment ir	1COTTR	\$. <i>)</i>				N/A
If section 4940(d)(2) applies, leave thi	s part blank.								
Was the foundation liable for the section	on 4942 tax on the distributable a	imount of any v	ear in the base ne	rınd?					Yes No
If "Yes," the foundation does not qualif			,						
1 Enter the appropriate amount in ea	ach column for each year, see the	instructions be	fore making any e	entries	S.				
(a) Base period years Calendar year (or tax year beginnin	(b) g in) Adjusted qualifying d	listributions	Net value of no	(c) oncha		-use asse	ets		(d) oution ratio vided by col. (c))
2012									
2011									
2010			ļ						
2009							_		
2008			l				+		
2 Total of line 1, column (d)							2		
3 Average distribution ratio for the 5	-year base period - divide the tota	al on line 2 by 5,	or by the number	of ye	ears				
the foundation has been in existen	ce if less than 5 years						3		
4 Enter the net value of noncharitable	e-use assets for 2013 from Part)	K, line 5					4		
5 Multiply line 4 by line 3							5		
6 Enter 1% of net investment income	e (1% of Part I, line 27b)	<u>-</u>			_		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 See the Part VI instructions.		ne 1b, and com	plete that part usi	ng a 1	% tax	rate.			

Form 990-PF (2013) REGAL FOUNDATION				13-	4249	RIS		Page 4
Part VI Excise Tax Based on Investment Inco	me (Section 4940(a), 4	4940(b), 494	10(e), or 4	1948	- see i	nstrı	ıctio	ns)
1a Exempt operating foundations described in section 4940(d)(2), ch	eck here 🕨 🔙 and enter "N//	A" on line 1.		1	f. 33	7,417	, - <u>-</u> -	
Date of ruling or determination letter:(a	ttach copy of letter if necessary-	-see instruction	в)		-,′,′′.			ie e ș Sia le
b Domestic foundations that meet the section 4940(e) requirements	in Part V, check here 🕨 🔙	and enter 1%	}	1			1	75.
of Part I, line 27b				` '	1 6 6			
c All other domestic foundations enter 2% of line 27b. Exempt foreig	gn organizations enter 4% of Part	i I, line 12, col. (I	a). J	-, , , ,		<u> </u>		× 6
2 Tax under section 511 (domestic section 4947(a)(1) trusts and tax	xable foundations only. Others en	ter -0-)		2				0.
3 Add lines 1 and 2				3			1	.75
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and ta	xable foundations only. Others er	nter -0-)		4				0.
5 Tax based on investment income. Subtract line 4 from line 3. If z	ero or less, enter -0-			5			1	75.
6 Credits/Payments:					1.000	73	A STATE	4,3
a 2013 estimated tax payments and 2012 overpayment credited to 2	2013 6a		943.	, he				
b Exempt foreign organizations - tax withheld at source	6b			1.		17.77	(-: <u>(</u>	in chui
c Tax paid with application for extension of time to file (Form 8868)	6c			1 .	25	; , , , , , , , , , , , , , , , , , , ,	3.30	
d Backup withholding erroneously withheld	6d			2 17	- 3		c. -5 44	1
7 Total credits and payments. Add lines 6a through 6d		<u> </u>		7		<u></u>	9	43.
8 Enter any penalty for underpayment of estimated tax. Check here	If Form 2220 is attached			8				
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amo			•	9	<u> </u>			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, ente				10			7	68.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	•	768 J	lefunded	11				0.
Part VII-A Statements Regarding Activities				· · ·				
1a During the tax year, did the foundation attempt to influence any na	tional, state, or local legislation of	r did it participat	e or intervene	10		£ 3.	Yes	No
any political campaign?	morning oracle; or room regionation or	old it participat	0 01 117101 10110			1a		X
b Did it spend more than \$100 during the year (either directly or indi	rectiv) for political purposes (see	instructions for	the definition	12		1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed descrip	· · · · · · · · · · · · · · · · · · ·						V. 1	2.7
distributed by the foundation in connection with the activit		os or any mate.	nas publish			3 (3		
c Did the foundation file Form 1120-POL for this year?						1c	- William - 17	X
d Enter the amount (if any) of tax on political expenditures (section 4	1955) imposed during the year:					\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	14 Co	
	On foundation managers. > \$		0.			<u> </u>	5 - 2 (E.)	
e Enter the reimbursement (if any) paid by the foundation during the		imposed on for						
managers. > \$ 0.	your for political experientare tax	imposed on too	iiiuatioii			5 . f y	4 J.	2.2.
2 Has the foundation engaged in any activities that have not previous	sly been reported to the IRS2					2	1.125	X
If "Yes," attach a detailed description of the activities.	by been reported to the ind:				,	~	Grain-	- 152 x
3 Has the foundation made any changes, not previously reported to	the IRS in its anversing instrume	ant articles of in	corporation (रे जिला स्ट्राप		
bylaws, or other similar instruments? If "Yes," attach a conform		art, articles or in	corporation, t	<i>)</i> (2 .	X
4a Did the foundation have unrelated business gross income of \$1,00				-		3		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	oo or more during me year?			N	(/3	4a		^
5 Was there a liquidation, termination, dissolution, or substantial coi	ntrantian during the weer?			14	I/A	4b	 	v
						5	a 1300	<u> </u>
If "Yes," attach the statement required by General Instruction 6 Are the requirements of section 508(e) (relating to sections 4941)						2 (1	ļ.,
the management of the state of	inrough 4945) satisfied either:					5.3	1 45	1 1 A
By language in the governing instrument, or								1
By state legislation that effectively amends the governing instrur	nent so that no mandatory directi	ons that conflict	with the state	e law			3000	111
remain in the governing instrument?						6	X	
7 Did the foundation have at least \$5,000 in assets at any time durin	g the year? If "Yes," complete i	Part II, col. (c),	and Part XV	/		7	X	
						1、19		(i) 2
8a Enter the states to which the foundation reports or with which it is	registered (see instructions)	SEE	STATEM	ENT	5		1	Ľ., ".
						1	10/23	1.
b If the answer is "Yes" to line 7, has the foundation furnished a copy		General (or desi	gnate)			- 2	25.00	<u> </u>
of each state as required by General Instruction G? If "No," att	tach explanation				1	8b	X	
9 Is the foundation claiming status as a private operating foundation	within the meaning of section 49	142(j)(3) or 494	2(j)(5) for cale	endar			3	
year 2013 or the taxable year beginning in 2013 (see instructions	for Part XIV)? If "Yes," complet	te Part XIV			l	9	<u> </u>	X
10 Did any persons become substantial contributors during the tax ye	Par? If "Yes," attach a schedule listing	their names and ac	idresses		1	10	Ī	X

Form	n 990-PF (2013) REGAL FOUNDATION 13-424	9812	Page 5
	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	\top	
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	x
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?		
	If "Yes," attach statement (see instructions)	12	x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13 2	ζ
	Website address ► N/A		
14	The books are in care of ▶ PHYLLIS RILEY Telephone no. ▶ (865)	925-9	785
		7918	
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	N/A	A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank,	Y	es No
	securities, or other financial account in a foreign country?	16	X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign	1.00	200
	country		
Pa	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.	₹ Ye	es No
18	a During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)		
	a disqualified person? Yes X No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		冷漠。
	(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)?		
	(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.)		
t	b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations		
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here		
0	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 2013?	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)):		
8	a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning		
	before 2013? Yes X No		
	If "Yes," list the years \(\bigs_{		
	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	20 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.		
2.	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		2 351
36	during the year? Wes X No		
	·		
	b If "Yes," did it have excess business holdings in 2013 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,		3
	Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
Δs	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	48	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 2013?	4b	X

Form 990-PF (2013) REGAL FOUNDATION			13-42498	12 Page 6
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be F	Required (continu	ued)	
5a During the year did the foundation pay or incur any amount to: (1) Carry on propaganda, or otherwise attempt to influence legislation (section)	n 4945(e))?		s X No	
(2) Influence the outcome of any specific public election (see section 4955);				監禁が付れ、
any voter registration drive?			s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	57	☐ Ye	s X No	
(4) Provide a grant to an organization other than a charitable, etc., organization	on described in section		2.2	
509(a)(1), (2), or (3), or section 4940(d)(2)?		☐ Ye	s X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary	, or educational purposes, or f		.	
the prevention of cruelty to children or animals?		☐ Ye	s X No	[6세호]) t 44
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un	der the exceptions described i	n Regulations	,_	
section 53.4945 or in a current notice regarding disaster assistance (see instri	·		N/A	5b
Organizations relying on a current notice regarding disaster assistance check		•		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption			f:	- A
expenditure responsibility for the grant?		I/A L Ye	es L No	Oldini i
If "Yes," attach the statement required by Regulations section 53.494				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		. î	红形湖 第
a personal benefit contract?	naranal hanefe	Ye	es 🛣 No 🗠	6b X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a	personal denetit contract?		 -	6b X
If "Yes" to 6b, file Form 8870.	oholtar transantion?		es 🛣 No	
7a At any time during the tax year, was the foundation a party to a prohibited tax b If "Yes," did the foundation receive any proceeds or have any net income attrib		16	N/A	7b
Part VIII Information About Officers, Directors, Trus		nagers, Highly		
Paid Employees, and Contractors				
List all officers, directors, trustees, foundation managers and their		(c) Compensation	(d) Contributions to	(e) Expense
(a) Name and address	(b) Title, and average hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	account, other allowances
·	-			
SEE STATEMENT 6		0.	0.	0.
	1			1
	_			}
	4			
Compensation of five highest-paid employees (other than those in	 cluded on line 1). If none	, enter "NONE."	<u> </u>	<u> </u>
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
	devoted to position	(C) Compensation	and deferred compensation	allowances
NONE	1			
	ļ	ļ		
··	4			
	 	ļ		
	4			
-	 	 	 	
	1			
# 1		<u>L</u>		0
Total number of other employees paid over \$50,000				1

Partyung	Information About Officers, Directors, Trustees, Found Paid Employees, and Contractors (continued)	lation Managers, Highly	
3 Five highes	st-paid independent contractors for professional services. If none, ent	er "NONE."	
	(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NO	ONE	,-, <u>,,</u>	
			
		- 	
			
		- 	
			
		 	
			
		\dashv	
	f athers recovered over CEO COO for any face and con-		0
Total number of	f others receiving over \$50,000 for professional services Summary of Direct Charitable Activities		<u>▶</u> 0
	**		
List the foundat number of orga	tion's four largest direct charitable activities during the tax year. Include relevant stat inizations and other beneficiaries served, conferences convened, research papers pr	istical information such as the oduced, etc.	Expenses
1 N.	/A		
			7
			7
2			
			7
			7
3			
			7
4			
			7
			7
Partixes	Summary of Program-Related Investments		
Describe the tw	o largest program-related investments made by the foundation during the tax year of	on lines 1 and 2.	Amount
1 N	/A		
	· · · · · · · · · · · · · · · · · · ·		
2			
			
All other progra	m-related investments. See instructions.		
3			
		····	
		 	┥

ightharpoons

Page 7

Total. Add lines 1 through 3

Page 8

	Minimum Investment Return (All domestic foundations must complete this pa	rt. Foreign foundations, se	e instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	7,016,513.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,016,513.
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	7,016,513.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	105,248.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,911,265.
6	Minimum investment return. Enter 5% of line 5	6	345,563.
ij,	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating	g foundations and certain	
	foreign organizations check here and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	345,563.
2a	Tax on investment income for 2013 from Part VI, line 5	175.	
b	Income tax for 2013. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	175.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	175. 345,388.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	345,388.
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	345,388.
نا	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	3,968,916.
	Program-related investments - total from Part IX-B	16	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		
	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	3,968,916.
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	3,968,916.
	Note. The amount on line 6 will be used in Part V. column (b), in subsequent years when calculating whether	r the foundation qualifies for th	ne section

Form **990-PF** (2013)

4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7		Physical Company (1987)		345,388.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only b Total for prior years:	Marie	13.2		
3 Excess distributions carryover, if any, to 2013:		0.	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	以为"是这个人"。 第二
a From 2008 3 003,669.				
From 2009 3,833,964.				
.From 2010 2,471,150.				
dFrom 2011 3,032,598.			医科学学 人工学经	2000年16月
eFrom 2012 3,198,966.				
f Total of lines 3a through e	15,546,347.			
4 Qualifying distributions for 2013 from	The Franklin S		部分學學的 上三學	
Part XII, line 4: ► \$ 3,968,916. a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior	The state of the s	<u> </u>	J. 34 74 3 7 1 1 35	一
years (Election required - see instructions)	是意思,我也是一个	0.		
c Treated as distributions out of corpus	4.7	加入。四個政府的	为人。 法管理 医二氯基	
(Election required - see instructions)	0.			
dApplied to 2013 distributable amount	等(1) (1) (第5-1)	17. 18. 18. 18. 18. 18. 18. 18. 18. 18. 18	선명 그렇게 된 그것	345,388.
e Remaining amount distributed out of corpus	3,623,528.	通知"自己是"的特点		3、增養的代表的情
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount	0.			0.
must be shown in column (a)) 6 Enter the net total of each column as indicated below:				
8 Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,169,875.			
b Prior years' undistributed income. Subtract				经验验证证据
line 4b from line 2b		0.		至,它被公司。但是这里
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		0.		
amount - see instructions e Undistributed income for 2012. Subtract line			The state of the state of	1000 (100) (1000 (1000 (1000 (1000 (1000 (1000 (1000 (1000 (1000 (100) (1000 (100) (1000 (1000 (100) (1000 (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000 (100) (1000) (1000 (100) (1000 (100) (1000
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract		are and a second		
lines 4d and 5 from line 1. This amount must		TALLY LOS OF THE STATE OF THE S		
be distributed in 2014	in the second second	13 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		0.
7 Amounts treated as distributions out of	j			
corpus to satisfy requirements imposed by	0.			
section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008	<u> </u>		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
not applied on line 5 or line 7	3,009,669.			
9 Excess distributions carryover to 2014.			1 Kill 1 1 1	
Subtract lines 7 and 8 from line 6a	16,160,206.			(花堂)全场
10 Analysis of line 9:				
a Excess from 2009 3,833,964.	1 3	Tage .		
b Excess from 2010 2,471,150.			The state of the s	
c Excess from 2011 3,032,598. dExcess from 2012 3,198,966.		· -,		
dExcess from 2012 e Excess from 2013 3,198,966. 3,623,528.	1.5	ľ ·		
223504	<u> </u>	•	<u> </u>	Form 990-PF (2013)

Form **990-PF** (2013)

c Any submission deadlines:

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

Part XV

Supplementary Information (continued)

Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Purpose of grant or contribution Foundation **Amount** status of Name and address (home or business) recipient a Paid during the year SEE ATTACHMENT 1 3,720,978. 3,720,978. ▶ 3a Total **b** Approved for future payment SEE ATTACHMENT 2 3,426,244. Total 3,426,244.

Page 12

Analysis of Income-Producing Activities Part XVI-A

Program service revenue:	Enter gross amounts unless otherwise indicated.	I Unrelate	d business income	Exclu	ded by section 512, 513, or 514	(a)
Frequency of the contracts from government agencies I fees and contracts from government agencies I fees and contracts from government agencies I defect and seasons and emperaty cash investments I defect and interest from securities I defect remain ancome of (loss) from real estate: I defect an income of (loss) from real estate: I defect an income of (loss) from real estate: I defect an income of (loss) from real estate: I defect an income of (loss) from real estate: I defect an income of (loss) from real estate: I defect an income of (loss) from real estate: I defect an income of (loss) from real estate: I defect an income of (loss) from personal property I defect an income of (loss) from personal property I defect an income of (loss) from personal property I defect an income of (loss) from personal property I defect an income of (loss) from sealed events I defect an income of (loss) from sealed of inventory I de	-	(a) Business	(b)	(C) Exclu- sion	(d)	
b C C C Membership dues and assessments 3 Interest to aswings and temporary each membership dues and assessments 4 D winds and interest from securities 5 Stef remain across of (989) from real-estate: a Dish-thianced property 5 Not refet Senanced supporty 6 Net remain income or (989) from personal property 7 Other mestiment income 6 C C C C C C C C C C C C C C C C C C	•	code		code	74HOUIL	Tanodon Income
Fees and contracts from government agencies 2 Membership dues and assessments 3 Interest in anymagina and temporary cash investments 1 A Unudends and anterest from securities 5 Not rental income or (loss) from real estale; A Debt-financed property 6 Not rental income or (loss) from personal property 7 Other investment income 6 Galan or (less) from sales of assets other than investrory 10 Gross profits or (loss) from sales of inventory 11 Other revenue; 8 b 1 c 1 c 2 Subnotal. Add columns (b), (d), and (e) 1 Total. Add line 12, columns (b), (d), and (e) 2 Subnotal. Add columns (b), (d), and (e) 1 Total. Add line 13 instructions to verry calculations. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora. 1 Total. Add line 13 instructions to verry disclaimora.		_		-		
Fees and contracts from government agencies 2 Membership dius and sissessments 3 Interest on savings and temporary cach investiments 4 Dowdonds and interest from securities 5 Net rental income or (ross) from real estate: a Debt-financed property b Not deb-financed property 6 Net rental income or (loss) from seles of savets other than inventiony 9 Net income or (loss) from seles of savets other than inventiony 10 Gross profit or (loss) from sales of inventory 11 Other revenue: 2 Subtrotal. Add columns (b), (d), and (e) 3 Total. Add Inter 12, Columns (b), (d), and (e) 13 Total. Add Inter 12, Columns (b), (d), and (e) 13 Total. Add Inter 12, Columns (b), (d), and (e) 15 Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the fluences).		_				
2 Membership dues and assessments 3 Interest on savings and temporary cash investimatis 4 Dovideds and interest from securities 5 Not retail among (rough) from real estate: a Deb-brianced property 6 Not retail among or (loss) from personal property 7 Other investment income 8 Gain or (loss) from spaceal events 10 Gross profit or (loss) from spaceal events 10 Gross profit or (loss) from spaceal events 11 Other revenue: a b c d s d s d s d s d s d s d s d s d s d		-	 			
2 Membership dues and assessments 3 Interest on savings and temporary cash investiments 4 Dowdrods and interest from securities 5 Not retail among role (loss) from real estate: a Deb-binanced property 5 Not retail among or (loss) from personal property 6 Not retail among or (loss) from personal property 7 Other investment income 8 Gain or (loss) from spaceal events 10 Circos profit or (loss) from	0	— 		-		
2 Membership dues and assessments 3 Interest on savings and temporary cash investiments 4 Dowdrods and interest from securities 5 Not retail among role (loss) from real estate: a Deb-binanced property 5 Not retail among or (loss) from personal property 6 Not retail among or (loss) from personal property 7 Other investment income 8 Gain or (loss) from spaceal events 10 Circos profit or (loss) from				+		
2 Membership dues and assessments 3 Interest on savings and temporary cash investiments 4 Dowdrods and interest from securities 5 Not retail among role (loss) from real estate: a Deb-binanced property 5 Not retail among or (loss) from personal property 6 Not retail among or (loss) from personal property 7 Other investment income 8 Gain or (loss) from spaceal events 10 Circos profit or (loss) from	Fees and contracts from government agencies	_				
Interest on savings and temporary cash investments 14 9,115	-					
Investments 14 9,115.				1		
A Doubdends and interest from securities 5 Net retail ancome or (loss) from real estate: a Debl-Imanced property 5 Not debt-Inanced property 6 Net retail ancome or (loss) from personal property 7 Other investment income 8 Gain or (loss) from sales of assets other than inventory 8 Retain or (loss) from sales of inventory 11 Other revenue: a b				14	9,115.	
a Deb-financed property b Not deb-financed property 6 Not rental mome or (loss) from personal property 7 Other investment mome 8 Gain or (loss) from sales of assets other than inventory 9 Not more or (loss) from sales of inventory 11 Other revenue: a b c d d e 12 Subrotal, Add columns (b), (d), and (e) 12 Subrotal, Add columns (b), (d), and (e) 8 We worksheat in line 31 instructions to verty calculations.) Personal Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Explain below how each activity for which moome is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).	4 Dividends and interest from securities					
a Deb-financed property b Not deb-financed property 6 Not rental mome or (loss) from personal property 7 Other investment mome 8 Gain or (loss) from sales of assets other than inventory 9 Not more or (loss) from sales of inventory 11 Other revenue: a b c d d e 12 Subrotal, Add columns (b), (d), and (e) 12 Subrotal, Add columns (b), (d), and (e) 8 We worksheat in line 31 instructions to verty calculations.) Personal Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Explain below how each activity for which moome is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).	5 Net rental income or (loss) from real estate:	7,50	4-47 1 14 14 15	8	到了一件小孩子的小孩	Tur 的 性關於立場自
6 Net rental income or (loss) from personal property 7 Other investment income 8 Gain or (loss) from sales of assets other than inventory 9 Net income or (loss) from sales of inventory 11 Other revenue: a b c d d e e 12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 15 See worksheet in line 13 instructions to verify calculations.) Personal Personal Personal Personal Purposes Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).						
property 7 Other missiment income 8 Gain or (loss) from sales of assets other than inventory 9 Net income or (loss) from sales of inventory 11 Other revenue: a b c d e 12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 15 Explain below how each activity for which microme is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).						
7 Other investment income 8 Gain or (loss) from sales of assets other than inventory 9 Net income or (loss) from sales of inventory 11 Other revenue: a b c c d d e 12 Subrotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 13 Total. Add line 12, columns (b) (d), and (e) 15 Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).	6 Net rental income or (loss) from personal				,	
8 Sain or (loss) from sales of assets other than inventory 9 Net income or (loss) from special events 10 Gross profit or (loss) from sales of inventory 11 Other revenue: a b c d e 12 Subtrotal. Add columns (lb), (d), and (e) 13 Total. Add line 12, columns (lb), (d), and (e) (See worksheet in line 13 instructions to verify calculations.) POTATION Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).	property					
than inventory 9 Net income or (loss) from special events 10 Gross profit or (loss) from sales of inventory 11 Other revenue: a b c c d d c subtotal. Add columns (b), (d), and (e) 13 Total. Add lime 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.) PREVIOUS Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).	7 Other investment income					
9 Net income or (loss) from sales of inventory 10 Gross profit or (loss) from sales of inventory 11 Other revenue: a b c d d 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add lime 12, columns (b), (d), and (e) 13 Total. Add lime 12, columns (b), (d), and (e) 15 Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).	8 Gain or (loss) from sales of assets other					
10 Gross profit or (loss) from sales of inventory 11 Other revenue: a b c d e e subtotal: Add columns (b), (d), and (e) 12 Subtotal: Add lime 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.) Park XVIII Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Total No. Explain below how each activity for which income is reported in column (e) of Part XVII-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).	than inventory					
11 Other revenue: a b c d e 12 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.) Per XVIES Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Total No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).				<u> </u>		
a b c d d d d d d d d d d d d d d d d d d						
b c d d e 2 Columns (b), (d), and (e) 9, 115 . 0 . 13 Total. Add line 12, columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 13 9, 115 . (See workshed in line 13 instructions to verify calculations.) Parallel Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).	11 Other revenue:			1		
C d e e e e e e e e e e e e e e e e e e		_		↓		
d e		_		-		
e 12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 13 See worksheet in line 13 instructions to verify calculations.) Parallel Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).		_		 		
12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 13 9,115. (See worksheet in line 13 instructions to verify calculations.) Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).		_		-		
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.) Period Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).			<u> </u>	15.85	0 115	0
See worksheet in line 13 instructions to verify calculations.) Part XVI B Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).		1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1		14. 4		
Relationship of Activities to the Accomplishment of Exempt Purposes Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).		.)			'-	3,1131
Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).			mplishment of F	xemn	ot Purnoses	
the foundation's exempt purposes (other than by providing funds for such purposes).						malah mantat
				4 COIIIII	outed importantly to the accor	upusument oi
32921 32921 30-10-13		an o, provionigion	, de 10, de 0, parpedos,			
32327 10-10-13 5 Form 990-PF (2013)		·				
323821 10-10-13 Form 990-PF (2013)						
323821 10-10-13 Form 990-PF (2013)			·			
32921 10-10-13 Form 990-PF (2013)		· · · · · · · · · · · · · · · · · · ·				
329821 10-10-13 Form 990-PF (2013)		·				
323821 10-10-13 Form 990-PF (2013)				-		
328521 10-10-13			·			
323821 10-10-13			_			
323521 10-10-13						
328521 10-10-13 Form 990-PF (2013)						
32821 10-10-13 Form 990-PF (2013)						
329521 10-10-13						
323521 10-10-13						
323521 10-10-13 Form 990-PF (2013)						
323821 10-10-13 Form 990-PF (2013)						
323521 10-10-13 Form 990-PF (2013)						
323521 10-10-13 Form 990-PF (2013)						
						

Part X	Information R Exempt Organ		and Transactions ar	nd Relationships With Nonc	haritable
the Cd a Trans (1) Cd (2) Cd b Other (1) Sd (2) Fd (3) Fd (4) Fd (5) Ld (6) Fd c Sharu d If the	ne organization directly or indicate of their than section 501 (citers from the reporting found cash other assets transactions: Sales of assets to a noncharitate of assets from a not asset of	arectly engage in any of the following: (3) organizations) or in section 52 lation to a noncharitable exempt organization on the context of	27, relating to political organiz ganization of: ons nployees edule. Column (b) should alwa		
	- · · · · ·	other assets, or services received. (c) Name of noncharitable		(d) Description of transfers, transactions.	
(a)Line no	(b) Amount involved	N/A		(e) bescription of transfers, transactions,	and Sharing aranganians
	· · · · · · · · · · · · · · · · · · ·			 	
					
		 	 		
		-		 	_
		 		 	
		<u> </u>			
				<u> </u>	
		1			
		†		 	
		 			
		 			
		<u> </u>			
		<u>. </u>			
ın sec	-	otly affiliated with, or related to, one or than section 501(c)(3)) or in sec nedule.	ction 527?	ations described	Yes X No
	(a) Name of or	ganization	(b) Type of organization	(c) Description of rela	onship
	N/A				
		-			
_					
			-		
	Index condition of norms. I dealers	a that I have avanuad this enters unstudi	ine secomponius achedules and s	etatements, and to the heat of my knowledge	
Sign Here	and belief, it is true, correct, and co	omplete Declaration of proparer (other tha	an taxpayer) is based on all information and taxpayer and	statements, and to the best of my knowledge ation of which preparer has any knowledge SECRETARY Title	May the IHS discuss this return with the preparer shown below (see instr.)? X Yes No
	Print/Type preparer's n				TIN
		1 ()	orgination 6	<u> </u>	1.04
De!-	LEIGH ANNE	PANTY	A board non!	self- employed	D0040F0F0
Paid	CPA	(IAYAQI)	MU MELEDUM		P00497850
Prepar	er Firm's name ► LAT	rtimore black mo	ORGAN/ & 'CAIN,	P.C. Firm's EIN ► 62	-1199757
1100 0			\ /	•	

Form **990-PF** (2013)

Phone no. (865) 691-9000

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

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. Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 ·

13-4249812

OMB No 1545-0047

Name of the organization

REGAL FOUNDATION

certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Employer identification number

Organization type (check	one):
Filers of:	Section:
Form 990 or 990-EZ	501(c)() (enter number) organization
	4947(a)(1) nonexempt chantable trust not treated as a private foundation
	527 political organization
Form 990-PF	X 501(c)(3) exempt private foundation
	4947(a)(1) nonexempt charitable trust treated as a private foundation
	501(c)(3) taxable private foundation
General Rule X For an organizati	c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions. on filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one iplete Parts I and II
Special Rules	
509(a)(1) and 170	I (c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections D(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% ii) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
total contribution	I(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, is of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or cruelty to children or animals. Complete Parts I, II, and III.
contributions for If this box is chec purpose. Do not	I(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. cked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., complete any of the parts unless the General Rule applies to this organization because it received nonexclusively ble, 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), on Part IV, line 2, of its Form 990-PF, Part I, line 2, to

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) (2013)

Employer identification number

REGAL FOUNDATION

13-4249812

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	I 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	\$ 5,797,886.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Moncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroli Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash Complete Part II for noncash contributions.)

Employer identification number

REGAL FOUNDATION

13-4249812

Pant []	Noncash Property (see instructions) Use duplicate copies of Pa	irt 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
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
:		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		s	
202452 40 04	10	Cahadula B /Carm	000 000 E7 at 000 DE\ /2012\

Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVI	NGS AND TEM	PORARY CAS	H INVESTMENTS	STATEMENT 1
SOURCE	(A REVE) PER B	NUE NE	(B) T INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME		9,115.	9,115.	
TOTAL TO PART I, LINE 3		9,115.	9,115.	
FORM 990-PF	ACCOUNTI	NG FEES		STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		
ACCOUNTING FEES	11,760.		18.	11,742.
TO FORM 990-PF, PG 1, LN 16B	11,760.		18.	11,742.
FORM 990-PF	OTHER E	XPENSES		STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		
BANKING FEES FUNDRAISING AWARDS PRINTING SUPPLIES ADMINISTRATIVE EXPENSES	6,936. 99,900. 129,321. 411.		11. 57. 03.	6,925. 99,743. 129,118. 410.
TO FORM 990-PF, PG 1, LN 23	236,568.	3	72.	236,196.
FORM 990-PF	OTHER	ASSETS		STATEMENT 4
DESCRIPTION		NING OF K VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSETS LIMITED AS TO USE	3,	177,958.	3,184,320.	3,184,320.
TO FORM 990-PF, PART II, LINE	15 3,	177,958.	3,184,320.	3,184,320.

FORM 990-PF	LIST OF	STATES	RECEIVING	COPY	OF RE	ETURN	STATEMENT	5

STATES

AK, AL, AR, CA, CT, FL, IL, KS, KY, LA, MA, MD, ME, MI, MN, MS, NC, NH, NJ, NY, OK, OR, PA, SC, TN VA, WA, WV

	LIST OF OFFICERS, I		STAT	EMENT 6
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	
AMY E. MILES 7132 REGAL LANE KNOXVILLE, TN 37918	PRESIDENT 1.00	0.	0.	0.
KEN THEWES 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.
MICHAEL L. CAMPBELL 7132 REGAL LANE KNOXVILLE, TN 37918	DIRECTOR 1.00	0.	0.	0.
DAVID OWENBY 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.
TOTALS INCLUDED ON 990-PF, PAG	GE 6, PART VIII	0.	0.	0.

FORM 990-PF

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

STATEMENT

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) 922-1123 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
- 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

NAME OR DESCRIPTION OF GRANT PROGRAM

ALL PROGRAMS

RESTRICTIONS AND LIMITATIONS ON AWARDS

- ORGANIZATIONS REQUESTING FUNDS FOR USE OUTSIDE OF REGAL COMMUNITIES
- 4. POLITICAL CAUSES
- 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

	12/31/2013			
			į.	Parpose & Grass
Alcon High School Alternatives to Human	1632 Faraday Street, Alcoa, TN 37701 1408 Cladatone, Bellingham, WA 90225	KIA NIA	to lie	113 ans scoreboard/metro ad nand Opening Bow thru
и	2270 Butherland Ave Bis 202 Knorville, TN 37919		١	113 Knoz welk 113 Corporate Sponsorship of Hope Geta
П	871 North Weingerber Rd, Knozviče, TN 37909		П	113 Greenville car show
Н	6300 Shingle Creek Parkwey Surie 1958rostym Center, MN 55430		Public Public	2013 sportperting of act walk and conference sportson
1	211 Center Park Date: Ne 2010, Neurolds 1N 27922		l	13 Knowlie tour de cure sponsorahio
1	211 Center Park Drive, Ste 3010, Knoxville, TN 37922		П	13 Knexville teur de cure aponsomhip
Н	1101 Northchase Parkway Ste 1 Marietta, GA 30067		l	13 Sponsor of the Heart Gala
Н	11101 Nerthchase Partway Ste 1 Mariette, GA 30067		1	113 Beard Approved Heart Gate and Auction Sporter
-	165 E DEED SI GET PLOOF NEW YORK, NY 10022		ı	13 Daniel Cares describes
П	180 W Old Andrew Johnson 1967 Schools City 11 37 00	Mark Control	l	13 sponsorable of India bell run and a braw
١	1712 Joseph E. Loary Blyd NW Allants. GA 30318			13 Hunger Walk Denation
ı	119 W Summit Dr. Suite 101, Knoxytle TN 37802			13 Bowl for Kid's Sake Sponsomhip
ı	800 Bouth Piguerosa St., Ste 620Los Angelsa, CA 80017			(3 big bash gala
ı	Po Ben 87436evierville, TM 37664		١	13 port event sponsorahip
	220 Cerrick Strike 318 Knooville, TN 37921		ı	113 Famericaughter Dance
	121 S Villa Ave allo Grants 4 Teachers-Amapolis, MD 21401-3634		1	TING CREATING TION CIRC
П	1715 Kentucky St., Bellingham, WA 98226		1	Third Opening frow thru
ı	1276 Peachtree St NE Atlanta, GA 30309		ı	113 earnmer movie express cause marketing 1 of 2
Ц	1275 Peachine St NE Alamb, GA 30309		ı	13 yourn of the year apontoning
1	1276 Peachtree St. NE Allenta, GA 20209		ı	1.0 COMPANY MOVE UNIVERSITY COLOR METABLISHES OF
ł	11276 Peachine St. NE Abarb, GA 30309		l	I a private press per part part
ı	ACC CATACH CORES, SHE NICHTER, IN STRAIN		ı	1.1 Knowledge hell of tense ment
1	ZZU CARTOR GENER, GEN 318, PUGENTUR, I'M 3/8/1		ı	1 This candidate and a
П	24/50 MODERN PERINTY, VENEZA, CA. 91.200	A VIN	200	1.1 surport of one breader areas
1	1878 at a lane base black to smaller to 37670		١	13 4th avnuel commen good colf tournament
L	3009 Lake Brook Bled Knoxville, TN 37909	NVA T	Public 20	13 support of sementian place and columbus home children
П	9245 Fox Lonse Rd Knexville, TN 37823			(3 gold eponsorahlp at 27th annual sharmook open benefiting
	11205 Pen Park Road, Cherlodesville, VA 22801			13 ennual gath spenseratio
	Development Department 336 Detavans AvenueBuffalo, NY 14209		İ	13 Regal Caree donation
	PO Box 2004, Newport Beach, CA #2059			1.3 preside tot orange county trimuis got cassuc
	P.O. Box (5010, Knoxville, TN 37801		ı	Copression and Fixon Section and American
	Suite 2001/noryille, TN 37524		l	To ourse and on good systems for contracting in
Corporate Council for the Arts	10 Harrison Street, Ste ZGUSestile, WA 99109		١	1.0 (Septiment Systems)
	10917 Amingram Mose, Sums Jule Designal, N.D. 20014		l	of Landers to clothe latter or before he is
	800 Northshore Dr. Knorvelle, TN 37918		1	1. Continued to severy parts and continued to the severy
Disability Resource Center, Inc	1900 E. Mil Ave , Gutte 120, Knotvine, TN 37910		District 20	13 Dominard Arts Feetbest Treit Men Spontonschip
	100.0 0.00 01 MC2240110 Level All Lydning, 17 67 004		l	13 george stage
	TANKS WALLE ALL BL. SAN MALLE WILLY OF THE PARTY OF THE P			13 Regional Fornamio Development Regrutiment
	Take Many Annual Park Mandred Street Suffer (APAK) and The Trans		l	13 Goff Tournement Spensonskip
East Temessee Foundation	AND MENY ANDER CARRIED MENET OUTS COURT INVENTIGATION, IN ACTOR		l	13 President's Day Spensorship
	100 I O CAY OL, MICHAEL TO 1700 I		Public 21	1 socretario of tendencests
	AND BOX 49400 NEGITIME, IN J. CVC***********************************		l	(S expected of the pleditioners and thurnament
EWI COT	18.57 Versional Bard Michael III 17.00 antho WA 89100-1024		l	13 objection connectable
Ì	SAN East Lik Ave. Right SAN Knowles Th. 17816.			13 Regal Cares - Bachelor Auction Sponsoraho
	TO A BLACK AND ALL PLANES.		l	13 Roard Approved Evergreen Ball
THE PARK	1844 W Bloom Bloom Annabas CA 90015		l	13 monsorable of stars
	15 P. Dan & M. Manuel B.V. (1984.		l	13 Gresham middle achool
	BAN BAL BAN ALL PLANES ALL PLANES ALLAN		l	13 numerical of orders tellinos villaces
	DO Box 11000 Kennelle Til 17819. filet		ļ	13 sponsor of the vintage tashion show and exte
	P O Rox 51258 Knewytte TM 37650			13 Distinguished Citizen Dinner
	IDo Hox 81 MBReserving, TN 37880		ľ	13 triands of socuting campaign
	2222 Leverns Ave Los Angeles, CA 30041-2640			13 eponsorship of 11th enmusi glad benefit
	1801 Washington Avenue, Knowdle, TN 27917		l	13 Habitat Event
	18823 Mernardelle Pite 126, Knorville, TN 37918		Public 20	13 Chris Newsom baseball tournement
	14321 E. Emery Rd Knezwille, TN 37918			3 halls high school academic booster club bancuel
	D.C. Rev Alich Accessor Ft. 14230		l	Historical Denation
	B A B / 185 G El 4/200		l	4.1 sinht and animal apparant
	C DOX TOOL ORIGINAL PARKS			
	1Attn Friesmal F Ordba PO Bon 48643 Separate Ft 34230			13 enous convention
Helen Ross Monstel Foundation	JAkin Edward F OgbaPO Box 46643Barasota, FL 34230 1301 W Bortnadale Are NE Knowills, TN 37617	V/N	Public 20	2013 annual convention 2013 children east to campaion plades

Form 990-PF, Page 11, Part XV Grants and Contributions Paid During the Year Organization Name: Year End Date:

Regal Foundation (EIN 13-4249812) 12/31/2013

10 10 10 10 10 10 10 10			Bone			Amount Paid
10 Secretary Part Control 17 17 17 17 17 17 17 1			The state of the	A Partie	contle Challenger Booksonhio	2,500 00
10 10 10 10 10 10 10 10	Helen Ross Monsbb Foundation	D D Bax 52244, Knowlife, Th 37850	N/A		of Justin Co	400 00
10 10 10 10 10 10 10 10	Historic Tennesses Thestire Foundation Inc	P.O. Ben 1109Knerville, TN 37818	Y/N	1	013 support of the Tennessee theetre	90000
187 Click's Avenue 187 Cli	Historic Tennessee Theatra Foundation inc	P.O. Box 1109Knesvibe, TR 37918		Subject Control	013 goonsorship of the hole teathval	2,500 60
The control of the	Hote-Carter	1961 Clack Ave. Knowle. TN 37916			013 gold sponsonship-southern eummers night	5,000,00
17.1 Principal Part	Humane Society of the Tennessee Valley	Attr Jesuca PopekPO Box 61723Knoxville, TN 37850			013 aponaorathip of the hote featival	2,500 00
117 The Principle of the Principle o	Humane Society of the Temessee Valley	Ann Jeselce PoperPO Box 61723Knowville, TN 37950		١	01.5 operation in the serventing	975 00
119 First Ave. (Elemental. 11 31 31) 13 13 13 13 13 13	Indianapole Downtown Inc	111 Monument Crice, momentpose, IA 46204			013 Regal Cares support for instity elementary	3,000 00
131 First Ave Life Growth M. 18727 14 15 15 15 15 15 15 15	Interdation Meath Clinic	315 GM Ave Knowelke, TN 37817			013 Wesh Besh	9,000 00
131 June 181 June	Issacush Food and Clothing Bank	179 First Ave. SElessqueh, WA 98027		I	013 Issaquan opening	00 000 01
1,13 Berth Christian Control 1,13 Berth Christian 1,14 Berth Christian 1,15 Bert	JORF	1955 Trane Lane Knozville, TN 37019			U.S. West, to cure debretors (7.1.) Index achievement of east th autton apparer	3,500 00
100 100	Junior Achievement Of East Tennessee	2115 North Charles G Sewers Blvd Clutton, IN 37715			Interior Donation	10,000 00
100 100	Junior Achievement Rocky Mountain Inc	1445 Mertin Breef #Zoulemvil, CO 60202			013 Regal Cares donation	3,000 00
COO Bacon & Control & WAN Public Control & WAN WAN Public Coo Bacon & Control & WAN WAN Public Control & WAN WAN Public Coo Bacon & Coo B	June Whole branchese	G/o Sebrin Jurak 1924 West Forest Hill Blvd Sta 22-395Wellington, FL 33414			013 Hempton classic horseless horse show	2,500 00
CO Barrier But March Mar	Juvenile Diabetes Research Foundation	385 Yrane Laneknozville, TH 37919		9	Ween Gate and Find a Cure	1 000 00
100 Captine Partie Risk (Control No. 27777 1 100 Captine Partie Ri	Klos Scholamhip Fund Inc	C/O Bacon & Company Inc Po Box 78Knorvitte, TN 37901	Ī	I	013 Champions for children Romeon for Viva Vokes Calabration	10 000 00
137 Contract 137	Kidesve	100 Corporate Point Suits 380, Curver City, CA 90230		I	013 canorate sparsor of charity golf	1,000 00
20	(Xivanis Foundation Of Telboo Village	243 Coyette Shores Loudon, 17 37774			entar for Courageous Klds Cemp Sponsor	5,000 00
10 10 10 10 10 10 10 10	Money Area Rescue Ministries	PO Drawer 3310 Knoxville, TK 37927			013 sponecration of farm golf classic	1,000 00
17.14 Wingson & M. N. 17.14 Wingson & M. N. Puble	Knex County Behoels Foundation	635 Chickameuga Ave, Knorville, TN 37917			013 de goes live	2 000 00
17.1 Nation Hall Plantourschie 17.500 17.1 Nation Hall Pla	Knozviše Botanical Garden & Arboratum	2743 Wimpole Ave Knowville, TN 37914		Ī	Old green and gold sponsol	5,000 00
100 100	Knozvije Catholic High Bohool	19240 FOX LONES NO KNOXVEC, IN 27923		Ī	013 porting with the deaf	3,500 00
Biblio 100 1	Motivate Center for the Deal	373 Martin Mis Pittakheaville TN 37820	N/A	ubile	013 sponsorahip golf with deaf	3,500 00
1030 Wards Feb Feb Feb WAX Fubble	Knorvike Leadership Foundation	BOI E Summit Hit Dr. Sta. 300Knoxville, TN 37915	N/A	olido	013 Regal Cares donation	3,000 00
17.24 New Bachman 17.47 17.57	Knozville Museum Of Art	1050 World's Fair Park Dr, Knoxville, TN 37916	W/W		013 sponsorthip of of regional art or	28 000 00
P. D. Bar 1969, Klazvelle, 7, 37801 Nu. Public	Knozville News Sentine! Charities the	2332 News Sentinel DriveKnarville, TN 37921	Y/N		013 Knowlike opera sponsorship	25,000 00
P. Bezt Sölfkunsville, Th. 197814 Nu.h. Public 190	Kindykka Stan	P O Bon 1990, Knorvide, Tn 37901	N/A	-ublie	013 Regal Cares - Sponsor the Knoxvide Stars	1,000 00
Bell Tyroid 1961 17-100 1972	Knoxville Symphony Society	Po Box 360Knorvite, TM 37601	Y.Y	349	013 Page Concert Sponsorthip	00 000 c
PO But 600 Nationals N. 1914	Knoxville Volleybell Academy	BOI Tyrone Dr. Knoxydle, TN 37820	A/A	The second	013 yearlar timerates-hancrable offer	5,000 00
1635 Seturated Bod Los Angeles CA 80071 NUA Public 14	Knowwite 200	PO Box 6040 Knorwie, TN 37914	Ī		013 Feast with the Bessi	5,000 00
1628 Service Br. Laber 1480, Lea Angeles. CA 80071 WA Public 2	Little League Basebali Incorporated	PO Box 1127Wildemaport, PA 17701			013 Regal Cares donation	1,500 00
Bucholarable Foundation 12.4 Galffing Avenative W.N. Dubbe Dubbe Bucholarable Foundation 12.4 Galffing Avenative W.N. Eduble Dubbe D	Los Angeles Gay & Lesbien Center	1625 Scharder Blvd , Los Angeles, CA 90	WA.	Tuble	016 support an eventury to benefit nomenes, yourn	10,000 00
110 Good Wildow Street Chitanooga Th 31444 NUA Public Annesses	Los Angetes Police Foundation	224 Griffing AvenueRiverhead, NV 11901			013 murph movie commitment	4,800 00
10 State Wildler Street 1 State 1 NA 1 Nath 1 N	Make A-With Foundation Of East Tennessee	510 South Willew Street, Chattaneoga, T			Of 3 waltz for wishes	1,500 00
3.24 Minto Lynn L. Sulber 1	Make A-Wish Foundation Of East Tennessee	810 Bouth Willow Street, Chattanoogs, 1	YN S		013 grant for with the	48,000,00
161 6th Avia Voterville TN 37627 NA Public 1841 1842 Public 1841 1842 Public 1841 1842 Public 1842 Public 1842 Public 1843 Public 1844 Public 1844 Public 1845 Public Public 1845 Public Public 1845 Public Publ	March Of Dimes	122 Nancy Lynn Lo, Suits 11 Knottville, 1N 37819	V X		interior Donation	16,000 00
\$40.0 Marchine Causers MA Puble	Months Electric Company Inc	1401 6th Ave , Knarvdin, TN 37627	N/A	ublic	013 Greshem middle echool	632 05
PO Boar 22317 According 1N 27933 WAY Public	Mism! Chitchen's Mussum	9801 MacArhur Causeway, Mami, FL 33132	N/A	99	013 Be e Kid Again Gala	10,000 00
15 10 NewSchw Well Cr Cumming, QA 30226 NA Public Per	Mission Of Hope	PO 8ct 22312 Knorvite, IN 37933		999	013 Regal Heliday Party Charty Donaton	15,000 00
FO Base 180 New York NY 10185 NA Public NA	Mission Serva	6130 Meedow Welk Ct Cumming, GA 30026		oldo	013 Regal Ceres donation	3,000 00
P.O. Botz 20133Lat Name NV 85112 Public NV	Motion Picture Club Foundation	(P.O. Box 970 New York, NY 10185	A/N	TO TO TO	emond Denatural Construction of the Constructi	8,000 00
111 Command Area Str. New York, NY 10001 NA Public Hollows Public Hollows NA Public Hollows Public Hollows NA Publ	Necessary Performance on Omerica States Commercial	P O Box 20138Las Veges, NV 88112			IR Carde Sponsorship	2,000 00
111 Command Ave, 818 C. Bellingham, WA 98220 WAA 700000 WAA 7000000 WAA 70000000 WAA 70000000 WAA 70000000000000000000000000000000000	New York Cares	214 West 29th Street, New York, NY 10001			013 Grant for New York Cares	15,000 00
1950 NE 334d Dr Portant On 87238 W.A. Public 1900 Newson Ave Duta 2000 Newson Ave Dut	Opportunity Council	1111 Comment Ave. Ste C. Bellinghem, WA 95225		Ī	Mana Operang trave to day. (0.3 donesion to low food drive for Oregon food bank	8,000 00
11500 Research Area Burla 200Menhattan Beach, CA 50286 NA Public 1020 SW Main Plays Perfess O R 97204 NA Public 1031 E Fifth Ase Koneville "N 1997 Na Public 1031 E Fifth Ase Koneville "N 1997 NA Public 116 M Peters RG Sts 116 Koneville "N 19723 NA Public 116 M Peters RG Sts 116 Koneville "N 19729 NA Public 116 M Peters RG Sts 116 Koneville "N 19729 NA Public 116 M Research Coneville "N 19729 NA Public 116 M Research Coneville "N 19739 NA Public 117 M RG M Broaden Force III E N 19739 NA Public 118 M RG M R	Oregon Food Bank	7900 NE 33rd Dr Portand, OR 97238			013 Waterfort Blues Festival Spomorship	8,000 00
152 OF WARD FIRTY 122 OF WARD FIRTY 123	Pancresto Cenosi Action Network	1500 Rosecrans Ave., Bults 200Menhatten Beach, CA 90266			013 purple strice-tultawineki 613 purple strice faultusi esementhis	2,500 00
PO Box 27817 Knowlds, TN 37823 WA Puble	Portend Rose Featival Foundation	1020 SW MESS PRWY, PSTEING, ON WYZUM			013 Recal Cares donation	3,000 00
116 N Peters Rd Sts 118/courtle, TN 37523 NJA Public 1711 Nordischen Dr. SW Nord	Random Acts Of Florence	PO Box 27817, Knowlib, TN 37827		Ī	Interioral Denation	5,000.00
1711 Modeway (Acarolle, Ph. 37819 NJA Public 4.00 N Boardway (Acarolle, Ph. 37817 Public 4.00 N Boardway (Acar	Reach Them to Teach Them	118 N Peters Rd Ste 115Knerville, TN 37923			013 Regal Cares donation	1,000 00
400 N Broadwayfoarwille, N 37917 NA 1700 NA 17	Bacned Heart Cethedral Bichool	711 Northshorp Dr. SW Knozville, TN 37819			013 Regal Cares eupport of the sacred heart dinner/gata	2,500 00
TO BE STANKED THE	Betvetton Army - Knowytte	Abb II Dest American III 941 9419		Ī	013 sponsoring of gamernig of engels event-has week	5 000 00
	SEPREDON ALTHY - KITCHANG	1409 N Groupmaynaveller, 17 stell			013 Children's French of Costs Guild Golf Cleasic	8 000 00

Form 990-PF, Page 11, Part XV Grarts and Contributions Paid During the Year Organization Name: Year End Date:

Regal Foundation (EIN 13-4249812) 12/31/2013

Avisore of Great		1,280.00	380 00	2,000 00		98	30,000 no	2,300 00	9,000 00	3,000	2 000 00	12	1,350 00	2,500 00		14,928 00		2,000 00			00 000 11,000 00 00 00 00 00 00 00 00 00 00 00 00						tids euction 10,000 00		92	9,000 00	25,000,00			2,050 00	00 000		5,050 bg		00 00%	00 009	00 000 9	15,000 00	35,000 60	00 000,000,1	00 000'01	9,000 00	10,000 00
	2013 Regal Cares donation	Public (2013 bridges and blue jeans eponeorship Busiles		Public [2013 golf toumament apons or		Publio renovation project	Public 2013 Champions for Chipten Celebration Subdisc 2013 Contact half	Public 2013 Knowide walk aportator				Ī	Public 2013 20th ennual mpc golf tournament	Î		Public 2013 teseguah opening	Ī			П	Public 2013 united way campaign corporate donation	T	Public 2013 se great futures friend sponsorship			Public 2013 annual scholarahip and Herbert Peel		7	Public 2013 Sponsor of the Jr. Versity Kas 4 Kids Certifysts Public Hattories Departmen				Public 2013 26th Annual Charity Golf Tournement		Public 2013 62nd annual golf outing sponsorah	Wildlig 12013 Boonsoahin of the Variety Golf Cleasio	Public 2013 stanley roast		Ī	Public Coll Section to describe coll but	Jublio Team and Event Sponsorship	Public Historical Donation	Jubilo [2013 Ploneer of the Year Dinner	Jubile 2013 Well regert donation-struct	Ī	2013 wonderland	Jubic (2013 banquet sponsorship
		N/A		Ī	IN/A			Y/N	M/A	N/A			Y/N	N/A	MA						VX.			N.M.		N/A		J V/N			N/A					V/N		N/N	VX.	V _N	V/N		Y/N	VA .			
	138 Hervest Lenekharville, TN 37801	1188 Hwy 11 E Lenoir City, TN 37772	19315 Shannohdate Koso, Knorville, TM 37916	Table Howard Road, Knowles, TN 37918	1445 Reoul-Charette, Jollette, Quebec, Canada	2908 Posten Ave Mashville, TM 37203-1312	14232 E Evans Avenue, Aurora, CO 60014	14225 Trausdale Dr. Bulle 107 Nashville TN 37220	Ath. Andrea CarusoAnachutz Medical Campus 13123 E 16th Ave Box 045Aurora, CO 80045	Po Box 10624Knegville, TN 37639	43 Oyeter Bay Rd Leavet Valley, NY 11560	2550 Bendbroek Treit, Prosper, TX 75078	10 Brootine Place West o in Plothstockine, MA UCA-5	PO Box 282, Knoxville, TN 37601	Ath Rochelle Reeder Campaign Records Mgr 1280 Peachtree St NeAtlants, GA 30309	Attn. NIE Literacy Fund426 Pile St., Ste 510Seatte, WA 99101	Ten Times Ten 25 West End AvenueNew York City, NY 10423	10427 Persite year, Knoxeue, 18 3/834	10538 Culver Bird Culver City CA 80232	1301 Hannah Ave Knoxville, TN 37621	1301 Hannah Ave Knozville, TK 37621	1301 Herneth Ave Knotvette, IN 37621	1820 Checohes Trail Bulls 110 Knowlds TN 37220	1450 Chembes Trail Rule 110 Knowline TN 17020	Ath Karla Wood, Development Office/Special Projects Manager	415 N College Avs Clarksville, AR 72830	14801 Witchine Blod Bulle 260 Los Angeles, CA 90010	4801 Wilshire Bivd. Suite 260Les Angeles, CA 90010	14601 Wilehim Blvd Bulte 280Los Angeles, CA 90010	11350 M. Cardrel Everagemy Bulla 6020attes, TX 75243	7132 Regal LeneKnoxville, TN 37918	4851 Wilshire Bivd Sutte 260Attn. Jack Camonal ce Angeles, CA 90010	4601 Withhe Bivd Suite 250Ath, Jack Centronal of Angeles, CA 90010	9800 Medical Bridge RoadJohns Creek, GA 30097	1:202 Barbaton Lane, Aurore, II. 60602	14601 Wilshire Blvd. Suite 260 Los Angeles, CA 90010	Hot the Avenue Ste 1100es Homes IA 50309	P O Box 325, Knoxville, TN 37801	147 Lindbergh Place, St Louis, NO 63146	PO Box 602 Radio City Station New York, NY 10101-0602	1918 Dandridge Avenue, Knowelle TN 37915	15500 East Vale Ave. Bults 101. Deriver, CO 60222	110045 Riverside Drive, 3rd Floor, Toluce Lebe, CA 91602	10045 Riverside Orive, 3rd Floor, Toluce Lake, CA 91602	10045 Riverside Orive, 3rd Floor, Toluce Late, CA 91602	1859 Nijer ChaleRothy Mount, MO 65072	Attn F Rodney Lewler B00 8 Gay Street Suits 1800Knoxville, TN 37802
	Becond Harvest Food Bank	Shangri-La Therapeutio Academy Of Riding	Shamondale Elementary Foundation					The Adoption Exchange The Als Association Temperate Chamber					The Jimmy Fund					th Achieves			United Way of Greater Knoxville					University of Ozerts	Ut Poundation Variable : The Philippen's Charles Of Bouthern Ca		Verlety - The Children's Charity Of Southern Ce				erlefty International	(m) 21		em California							Picture Plonsers Foundation				

Form 990-PF, Page 11, Part XV Granta and Contributions Approved for Future Payment Organization Name: Year End Date:

Regal Foundation 12/31/2013

		Done	Feutralition		Amount to
	Address	A TANAN	-	Purpose of Grent	Future Payment
Albuquerque Public Schools Foundation	6400 Uptown Bivd NE Suits 910EAlbuquerque, NM 87110	N/A		2013 Grand Opening Charities	37,370,00
AlsaciSt Jude Children's Research Hospital	Ath Barbara Westfort Or, Jude Pracementine, I'N 38105	A/A	Public	2013 Therite and Giving Campaign	350,000,00
ALSALOS, Juse Research responsi	5601 Kingston PikeAttr Janice Wade-WhiteheadKnoxville, TN 37919	NA		Grants - 12/02/13	2,000 00
American National Red Cross	ww	NA		2013 Grand Opening Charities	2,858 00
Big Brothers Big Staters of East TN	118 W Summit Hill Dr., Knoxvide, TN 37902	N/A		Regal Cares - 12/02/13	2,500,00
Boys and Otts Club	220 Center St. Suite 318 Knockille, TN 37821	A/A	Public	Granta - 12/02/13	7,500,00
		¥		Capital Campaign	100,000 00
Carson Newman Comple Scrimming	5 7	NA	Public	2013 Grand Opening Charities	23,919 00
Casa de Sara	2818 Maple Hollow Ln Knowille, TN 37931	N/A		Regal Cares - 12/02/13	2,000 00
Catholic Charties	Ē	N/A		December board approved	100,000 00
Cerebral Pelsy Center	e۱	A/A	Pote	2013 Tee it UP	250 000 00
Clayton Bradley	425 Alcoa Trail Maryville, TN 37804	KAN WA		2014 Grand Chambo Charities	7 498 00
Cleveland Kds in Need Resource Center	CO SONVET I. NEUSTITITITITITITITITITITITITITITITITITITI	W.	İ	2013 Grand Opening Charities	9,482,00
Continued to Promote Volumentain in Novaling County Citientain	Cold Sortna K	WA.		2013 Grand Opening Charities	28,330,00
East Temessee Alds Fund	Ę	WA		Regal Cares - 12/02/13	3,000,00
East Yernessee Children's Hospital	P.O. Box 15010, Knoxville, TN 37901	YN.		Capital Campaign	1,000,000 00
Educational Dance Institute New Mexico Inc.	IPO Box 22988Senta Fe, NM 87502	V.		2013 Grand Operang Charmes	00 0/2 1
Emerald Youth Foundation	B I	A N		Banal Carse - 12/02/13	2 000 00
Farragul Education Foundation	11237 Kingston Pike, Knokylee, IN 37834	V N		Recel Cares - 12/02/13	2,000,00
PC Allence	7626 Tarewell Pite. Comdon. TN 37721	W.		Regal Cares - 2013	2,300 00
Greet Smote Manufain Council - New Scrauts	ŀ	WA		Grants - 12/02/13	2,500 00
Harmony Family Center	曺	N/A	Public	July board approved	25,239 00
Historic Termessee Theatre	ş	NA NA			20,000,30
JK Cencer Fund	7605 Congress St. New Port Richey, FL 34853	ANA NA	Ī	Gramber hound annived	55 000 00
Joni and Friends	211	W.W		Capital Campaign	250,000,00
Knoxylle Museum of Art	RAD South William Street Chettangone TN 37404	¥.		December board approved	75,000 00
Mark on Wheels	121 W Nyack Rd Nanuer, NY 10954	N/A	Public	2013 Grand Opening Charities	5,978 00
Michael Dunn Center	629 Gallaher RoadAttn Lindsey StavensKingston, TN 37763	Ψ×		Grants - 12/02/13	000001
MooreKids	P.O. Box 756Moorestown, NJ 08057	W.	S TOP C	2013 Grano Operang Chambes	100000
APTF	P.O. Box 51150Los Angeres, CA 90051	N/M		Grants - 12/02/13	13,950 00
North County's Food Benk	PO Reventation Dr. Cert merces, Cr. eccos.	¥N.		2013 Grand Opening Charities	25,963.00
One Ernet Beetres Inc.	E	N/A		SOH donation	10,000 00
Pet Summit Foundation	12	N/A		Regal Cares - 12/02/13	2,000 00
People for Leisure and Youth	힏	N/A		2013 Grand Operating Charities	37,002.00
People to People	3	WA.		2013 Grand Opening Charties	5,108,00
Puppetry Arts	Attn Tim Young 339 2Nd Street Box 1R Brooklyn, NY 11215	W.		Cocamber board approved	15,000 00
Roadnumer Food Bank Inc.	SĽ.	N/A	240	2013 Grand Opening Charities	35,916 00
Change majoring notice Changes of New Majors		N/A		Grants - 12/02/13	10,000 00
Social Advocates for Youth - Sente Maria, Inc.	309 N. Vine StreetSanta Maria, CA 83454	N/A		2013 Grand Opening Charities	22,858 00
St. Joseph School	1810 Howard Rd , Knoxy Ille, TN 37918	N/A	Public	Capital Campelon	20,000 00
Starchi Elementary	800 Oarbett Dr., Knoxville, TN 37802	W.A		Regal Cares - 12/02/13	2,000 00
Symphony in C	1 Market Street Suits 1CCamden, NJ 08102	W/A	Public	2013 Grand Opening Chartes	00 777 00
The Hearing and Speech Foundation	IVE METYVE	W/A		2013 Coin Ware	927 92
United Way	1901 REGINE AVERGENCOAVER, IN 37854-2014	A/M		2013 Grand Openino Chariffee	7 498 00
Ordinal Way of Committee Convention	COD Athletics 468 Hedem Bushees Bulking 1000 Vrhinteer Blindkonvolle TN 37998	N/A	Ī	2013 Awards Dinner	10 000 01
IIT Bene Scholarshin(Extension)	Office Of Developmen	N/A		Capital Campaign	200 000 005
Voluntaer Ministry Center	Po Box 326Knowille TN 37901	N/A		Grants - 12/02/13	3,500 00
Whit Kids	Ath Don Reeverts 5500 East Yale Avenue Ste 101Denver, CO 80222	N/A		December board approved	15,000 00
Young Willams Arkmal Shelter	3201 Division St NW, Knaxville, TN 37819	N/A	Public	Regal Cares - 2013	200 00

Form 990-PF, Page 11, Part XV Grants and Contributions Approved for Future Payment Organization Name: Year End Date:

2.3		
	2	N
y Y El	é	3
	된	2
	Ū	3
	1	3
6 Z 3		2
1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1		
22137425337	+	-
		2
		ι,
		ŵ,
		4
4.00		ĵ.
	3 :	3
		á
	5	3
		ž
2.35 美国	틳	ĺ٠̈́.
200 T	5	i.
	51	ķ
200 5 360	╨	
A		
7 A 4		Ş.
		37
	g	ď.
2	텕	Š
00000000000000000000000000000000000000	4	36
	1	8
沙湾	1	Į,
	1	À
	1	擦
93	1	N
	إ	أنا
	띡	Ζ,
	-	3
	1	**
	1	S
		3
4.8		į,
2002		r
13.8 (19.1)		Š
242.24		ż
		14
	1	13
547234	1	Š
AB SIN		×
2007		7
		Ş
	1	Ý
	1	Ç
	1	×
	였	á
	12	ŝ
"	2	13
* 10 Carl	>	t:
		13
	Ĕ	3
	ě ř	***
	eBristow,	1. N. 1.
	Orive Bristow	W. S. W. W. S. S. S. S.
	le DriveBristow	\$1.50 ALX \$2.50 MARK
	irde DriveBristow	ALL ALL ALL ALL AND AND AND AND AND AND AND AND AND AND
	Circle DriveBristow	ALL ALL ALL STANDS AND ALL AND
	aze Circle DriveBristow	M. C. STANDARDON IN A
	5 Haze Circle DriveBristow	THE SECOND STREET, STR
	835 Haze Circle DriveBristow	THE REPORT OF THE PARTY OF THE
	11835 Haze Circle DriveBristow	TO A STANDARD TO A CANONICA CONTRACTOR OF THE PARTY OF TH
	11835 Haze Circle DriveBristow	THE REPORT OF THE PARTY OF THE
	11835 Haze Circle DriveBristow	THE REPORT OF THE PARTY OF THE
	11835 Haze Circle DriveBristow	AL SALES AND STREET OF THE STR
	11835 Haze Circle DriveBristow	THE STATE OF THE PROPERTY OF THE STATE OF TH
	11835 Haze Circle DriveBristow	THE REPORT OF THE PARTY OF THE
	11835 Haze Circle DriveBristow	THE REPORT OF THE PROPERTY OF THE PARTY OF T
	11835 Haze Circle DriveBristow	THE STATE OF THE PROPERTY OF T
	11835 Haze Circle DriveBristow	THE STATE OF THE PROPERTY OF T
	11835 Haze Circle DriveBristow	THE SECOND PROPERTY OF SECOND
	11835 Haze Circle DriveBristow	THE THE PROPERTY OF THE PROPERTY OF THE PARTY
		からか、まちょうかのないのから、これをはなかってもなっていったのでは、からないのではなくっているをあるとし
		Section of the section of
Section 1997		Section of the section of
August 1		Section of the section of
		Section of the section of
Numer	Jile Center Inc.	Section of the section of
August 6	Jile Center Inc.	Section of the section of
Nation	Jile Center Inc.	Section of the section of
Negree	Jile Center Inc.	Section of the section of
Nation	Jile Center Inc.	Section of the section of
Number 1	Jile Center Inc.	Section of the section of
	Jile Center Inc.	The second secon

Discount on long-term contributions approved for future payment_

(61,717.00) 3,426,243.92

Total 990-PF, Part XV, Box B

Form **8868** (Rev. January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

▶ Information about Form 8868 and its instructions is at www irs gov/form8868 ·

OMB No. 1545-1709

• If you a	re filing for an Automatic 3-Month Extension, comple	te only Pa	art I and check this box			▶ X
•	re filing for an Additional (Not Automatic) 3-Month Ex	-				
Do not co	mplete Part II unless you have already been granted	an automa	itic 3-month extension on a previous	sly filed Fo	rm 8868	
Electronic	c filing (e-file). You can electronically file Form 8868 if y	you need a	a 3-month automatic extension of tir	ne to file (6 months f	or a corporation
required to	o file Form 990-T), or an addıtıonal (not automatıc) 3-mo	nth extens	sion of time. You can electronically f	le Form 8	868 to req	uest an extension
of time to	file any of the forms listed in Part I or Part II with the ex	ception of	Form 8870, Information Return for	Transfers	Associated	រ With Certain
Personal E	Benefit Contracts, which must be sent to the IRS in pag	oer format	(see instructions) For more details	on the ele	ctronic filin	g of this form,
visit www	irs gov/efile and click on e-file for Charities & Nonprofits		<u> </u>			
Part I	Automatic 3-Month Extension of Time	e. Only s	submit original (no copies ne	eded).		
A corpora	tion required to file Form 990-T and requesting an autoi	matic 6-mo	onth extension - check this box and	complete		
Part I only	•		$\neg \Box \Box$			▶ □
All other c	orporations (including 1120-C filers), partnerships, REN	IICs, and t	rusts must use Form 7004 to reques	t an exter	sion of tim	ie
to file ınco	ome tax returns		10121	Enter file	er's identif	fying number
Type or	Name of exempt organization or other filer, see instru	ictions.	100/11	Employe	r identificat	tion number (EIN)
print						
	REGAL FOUNDATION				13-4	249812
File by the due date for filing your	Number, street, and room or suite no. If a P O. box, s 7132 REGAL LANE	ee instruc	tions.	Social se	curity num	iber (SSN)
return See instructions	City, town or post office, state, and ZIP code For a fit KNOXVILLE, TN 37918	oreign add	lress, see instructions	L <u></u> ,, , .		
	·				-	
Enter the I	Return code for the return that this application is for (file	e a separa	te application for each return)			0 4
Application	on	Return	Application			Retur
is For		Code	Is For			Code
Form 990	or Form 990-EZ	01	Form 990-T (corporation)			07
Form 990-	BL	02	Form 1041-A			08
Form 4720	0 (individual)	03	Form 4720 (other than individual)			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
	PHYLLIS RILEY					
	oks are in the care of > 7132 REGAL LAN	E – Kl	NOXVILLE, TN 37918			
Telepho	one No ▶ (865) 925-9787		Fax No 🕨			
• If the o	rganization does not have an office or place of busines	s in the Ur	nited States, check this box			▶ □
• If this is	s for a Group Return, enter the organization's four digit	Group Exe	emption Number (GEN)	f this is fo	r the whole	e group, check thi
box ▶ [. If it is for part of the group, check this box	and <u>att</u> a	ich adist with the names/and EINs o	f all memb	ers the ext	tension is for
	quest an automatic 3-month (6 months for a corporation ${ m AUGUST}$ 15 , 2014 , to file the exemp		to file Form 990 T) extension of time tion return for the organization name		The extens	sion
	or the organization's return for	v organiza	tion retain ion the organization ham	above	THE EXTERN	31011
	X calendar year 2013 or					
Ĭ	tax year beginning		al analysis			
- L	tax year beginning	, an	d ending		_	
2 If the	e tax year entered in line 1 is for less than 12 months, o	check reas	on: Initial return	Fınal retui	n	
	Change in accounting period					
3a If th	is application is for Forms 990-BL, 990-PF, 990-T, 4720	, or 6069,	enter the tentative tax, less any			
non	refundable credits. See instructions			3a	\$	175
b If th	is application is for Forms 990-PF, 990-T, 4720, or 6069	, enter an	y refundable credits and			
	mated tax payments made. Include any prior year over			3b	\$	943
c Bala	ance due. Subtract line 3b from line 3a Include your pa	ayment wit	h this form, if required,			

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions. 323841 12-31-13

by using EFTPS (Electronic Federal Tax Payment System). See instructions

Form 8868 (Rev 1-2014)

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment