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EXTENSION GRANTED UNTIL 08/17/2015

Form **990-PF****Return of Private Foundation**Department of the Treasury
Internal Revenue Service

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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation REGAL FOUNDATION		A Employer identification number 13-4249812
Number and street (or P O box number if mail is not delivered to street address) 7132 REGAL LANE		B Telephone number (865) 925-9785
City or town, state or province, country, and ZIP or foreign postal code KNOXVILLE, TN 37918		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 6,838,593.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	4,914,497.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,457.	10,457.		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	4,924,954.	10,457.			
13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
14 Other employee salaries and wages					
15 Pension plans; employee benefits					
Operating and Administrative Expenses	16a Legal fees				
	b Accounting fees	17,475.	37.		17,438.
	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	235,246.	499.		234,747.
	24 Total operating and administrative expenses. Add lines 13 through 23	252,721.	536.		252,185.
	25 Contributions, gifts, grants paid	5,735,528.			5,099,248.
26 Total expenses and disbursements Add lines 24 and 25	5,988,249.	536.		5,351,433.	
27 Subtract line 26 from line 12	-1,063,295.				
a Excess of revenue over expenses and disbursements		9,921.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

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11-24-14

LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2014)

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	2,820,654.	1,231,227.	1,231,227.
	2 Savings and temporary cash investments	1,232,714.	2,236,796.	2,236,796.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 179,876.			
	Less: allowance for doubtful accounts ▶	335,292.	179,876.	179,876.
	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 ▶			
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)	3,184,320.	3,190,694.	3,190,694.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,572,980.	6,838,593.	6,838,593.	
Liabilities	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	5,934,193.	6,263,101.	
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	5,934,193.	6,263,101.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,638,787.	575,492.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ 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	1,638,787.	575,492.	
31 Total liabilities and net assets/fund balances	7,572,980.	6,838,593.		

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	1,638,787.
2 Enter amount from Part I, line 27a	2	-1,063,295.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	575,492.
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	575,492.

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			(i) 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.)

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))
2013	3,968,916.	6,911,265.	.574268
2012	3,561,362.	7,251,825.	.491099
2011	3,413,390.	7,622,401.	.447810
2010	2,903,668.	8,656,837.	.335419
2009	4,275,529.	8,832,888.	.484047

2 Total of line 1, column (d)	2	2.332643
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	.466529
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	7,092,711.
5 Multiply line 4 by line 3	5	3,308,955.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	99.
7 Add lines 5 and 6	7	3,309,054.
8 Enter qualifying distributions from Part XII, line 4	8	5,351,433.

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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	99.
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	99.
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	99.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	768.	
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	768.	
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 amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	669.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) SEE STATEMENT 5		
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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ► PHYLLIS RILEY Located at ► 7132 REGAL LANE, KNOXVILLE, TN	Telephone no. ► (865) 925-9785 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 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 2014?		1c
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	☐ Yes ☒ 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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2014 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 2014)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2014?		4b

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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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		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	7,200,722.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,200,722.
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	7,200,722.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	108,011.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,092,711.
6	Minimum investment return . Enter 5% of line 5	6	354,636.

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	354,636.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	99.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	99.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	354,537.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	354,537.
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	354,537.

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	5,351,433.
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	5,351,433.
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	99.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	5,351,334.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				354,537.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	3,833,964.			
b From 2010	2,471,150.			
c From 2011	3,032,598.			
d From 2012	3,198,966.			
e From 2013	3,623,528.			
f Total of lines 3a through e	16,160,206.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 5,351,433.			0.	
a Applied to 2013, 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 2014 distributable amount				354,537.
e Remaining amount distributed out of corpus	4,996,896.			
5 Excess distributions carryover applied to 2014 (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	21,157,102.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	3,833,964.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	17,323,138.			
10 Analysis of line 9:				
a Excess from 2010	2,471,150.			
b Excess from 2011	3,032,598.			
c Excess from 2012	3,198,966.			
d Excess from 2013	3,623,528.			
e Excess from 2014	4,996,896.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities**

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income**

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

- 1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed. **SEE STATEMENT 8**

SEE STATEMENT 7

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

- c Any submission deadlines.

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT 1				5,099,248.
Total			3a	5,099,248.
b Approved for future payment				
SEE ATTACHMENT 2				636,280.
Total			3b	636,280.

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

- | | | Yes | No |
|---|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | 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 _____

SECRETARY
Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

KATHY K. SEAGRIST,
CPA

Preparer's signature,

Kathy K. Seagrist, CPA
KATHY K. SEAGRIST

Date

08/04/15

Check ☐ self-employed

PTIN

P00012974

Firm's name ► **LBMC, PC**

Firm's EIN ▶ 62-1199757

Firm's address ► 2095 LAKESIDE CENTRE WAY, SUITE 220
KNOXVILLE, TN 37922

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

OMB No 1545-0047

2014

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 its Form 990-PF, Part I, line 2, 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) (2014)

Name of organization

Employer identification number

REGAL FOUNDATION

13-4249812

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918	\$ 4,911,497.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

13-4249812

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

[illegible]

Name of organization

Employer identification number

REGAL FOUNDATION

13-4249812

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. 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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	10,457.	10,457.	
TOTAL TO PART I, LINE 3	10,457.	10,457.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,475.	37.		17,438.
TO FORM 990-PF, PG 1, LN 16B	17,475.	37.		17,438.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANKING FEES	8,325.	18.		8,307.
FUNDRAISING AWARDS	95,718.	203.		95,515.
PRINTING SUPPLIES	128,736.	273.		128,463.
ADMINISTRATIVE EXPENSES	2,467.	5.		2,462.
TO FORM 990-PF, PG 1, LN 23	235,246.	499.		234,747.

FORM 990-PF OTHER ASSETS STATEMENT 4

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSETS LIMITED AS TO USE	3,184,320.	3,190,694.	3,190,694.
TO FORM 990-PF, PART II, LINE 15	3,184,320.	3,190,694.	3,190,694.

FORM 990-PF LIST OF STATES RECEIVING COPY OF RETURN 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

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 6
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
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.
RANDY SMITH 7132 REGAL LANE KNOXVILLE, TN 37918	DIRECTOR 1.00	0.	0.	0.
GREGORY W. DUNN 7132 REGAL LANE KNOXVILLE, TN 37918	DIRECTOR 1.00	0.	0.	0.
DAVID OWNBY 7132 REGAL LANE KNOXVILLE, TN 37918	DIRECTOR 1.00	0.	0.	0.
DAVE DOYLE 7132 REGAL LANE KNOXVILLE, TN 37918	DIRECTOR 1.00	0.	0.	0.
JOHN CURRY 7132 REGAL LANE KNOXVILLE, TN 37918	DIRECTOR 1.00	0.	0.	0.
ROB DEL MORO 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 7

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
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 8

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

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

Regal Foundation (EIN 13-4249812)
12/31/2014

Name	Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount Approved for Future Payment
Alzheimer's Tennessee	2270 Sutherland Ave Ste 202 Knoxville, TN 37919	N/A	Public	Sponsorship of the 2014 Knox Walk	2,000.00
Can Do Canines	9440 Scierce Center Dr, New Hope MN 55428	N/A	Public	Grants - 2014	7,500.00
Catholic Charities	3009 Lake Brook BlvdKnoxville, TN 37909	N/A	Public	Board Approved Donation	100,000.00
Fort Sanders Foundation	280 Fort Sanders West Blvd Suite 100Knoxville, TN 37922	N/A	Public	Palinca Neal Golf Classic	30,000.00
Fortian City Elementary	2910 Montbelle Dr Knoxville TN 37918	N/A	Public	2014 Regal Cares	2,436.00
George Eastman House	900 East Ave, Rochester, NY 14607	N/A	Public	Grants - 2014	10,000.00
City Of Refuge	380 14th Street NwAtlanta, GA 30318	N/A	Public	Grand Opening flow thru	20,888.00
Atlanta Community Food Bank	Attn Michael Decoursey732 Joseph E Lowery Blvd NWAtlanta, GA 30318	N/A	Public	Grand Opening flow thru	19,172.00
The Lighthouse School	c/o Harold A LevySawder Berlin Sherrell Friedman LLP3000 K Street NW Suite 300Washington	N/A	Public	Grand Opening flow thru	6,144.00
Loudoun Toys for Tots	c/o Matthew T CooperPO Box 1947Quantico VA 22134	N/A	Public	Grand Opening flow thru	17,514.00
San Diego Humane Society	887 Sherman StreetSan Diego, CA 92110	N/A	Public	Grand Opening flow thru	19,689.00
San Diego Food Bank	9850 Distribution AvenueSan Diego, CA 92121-2320	N/A	Public	Grand Opening flow thru	16,173.00
Loudoun Habitat for Humanity	109 Hanson Street NELeesburg, VA 20176	N/A	Public	Grand Opening flow thru	11,232.25
Loudoun Toys for Tots	c/o Matthew T CooperPO Box 1947Quantico, VA 22134	N/A	Public	Grand Opening flow thru	7,775.50
Capital Area Food Bank	4900 Puerto Rico Avenue, NEWashington, DC 20017	N/A	Public	Grand Opening flow thru	9,201.75
Casey Cares Foundation Inc	P.O. Box 16224Lansing, MI 48901-6224	N/A	Public	Grand Opening flow thru	10,598.00
Fisher House Foundation Inc	P.O. Box 16224Lansing, MI 48901-6224	N/A	Public	Grand Opening flow thru	6,736.00
John Hopkins Hospital Controllers	Office Alpha Commons5300 Alpha Commons DriveBaltimore MD 21224-2724	N/A	Public	Grand Opening flow thru	7,486.00
Halls High School	4321 E Emory RoadKnoxville TN 37938	N/A	Public	Grants - 2014	10,000.00
J K Cancer Fund	7805 Congress St New Port Richey, FL 34653	N/A	Public	Grants - 2014	5,000.00
Miami Children's Museum	9801 MacArthur Causeway, Miami, FL 33132	N/A	Public	Grants - 2014	10,000.00
Motion Picture Club Foundation	P O Box 970 New York, NY 10185	N/A	Public	Sponsor Holiday Club Party	500.00
Next Door Benefit Luncheon	P O Box 282 Knoxville TN 37901	N/A	Public	Next Door Benefit Luncheon	2,500.00
Puppetry Arts	Attn Tim Young 339 2nd Street Box 188Brooklyn, NY 11215	N/A	Public	Histonic Donation	15,000.00
St Jude s Hospital	501 St Jude Place Memphis, TN 38105	N/A	Public	2014 Thanks and Giving Campaign	350,000.00
The Adoption Exchange	14232 E Evans Avenue Aurora CO 80014	N/A	Public	2014 Adoption Exchange Fantasy Ball	
Variety Of Southern California	4601 Wilshire Blvd Suite 260 Los Angeles CA 90010	N/A	Public	Sponsorship	40,000.00
Variety Of Southern California	4601 Wilshire Blvd Suite 260 Los Angeles CA 90010	N/A	Public	Golf and Gala Sponsorship	5,000.00
Volunteer Ministry Center	4601 Wilshire Blvd Suite 260 Los Angeles CA 90010	N/A	Public	Heart of Show Business Luncheon	
	P O Box 325 Knoxville, TN 37901	N/A	Public	Sponsorship	20,000.00
				Sponsorship of Carry the Torch Knoxville	2,500.00
Totals					765,045.50

Discount on long-term contributions approved for future payment (128,766.00)

Total 990-PF, Part XV, Box B 636,279.50

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

Regal Foundation (EIN 13-4249612)
 12/31/2014

Name	Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount Paid During the Year
Acess Now Inc	1605 Euclid Ave #2-CMiami Beach, FL 33139	N/A	Public	2014 Ability Explosion sponsorship	3,500.00
American Cancer Society	871 North Weisgarber Rd Knoxville, TN 37909	N/A	Public	Community Showmanship request	1,000.00
American Cancer Society	871 North Weisgarber Rd Knoxville, TN 37909	N/A	Public	2014 Sponsorship of the ACS Hope Gala	5,000.00
American Council Of The Blind	6300 Shingle Creek Parkway Suite 198Brooklyn Center, MN 55430	N/A	Public	2014 ACB Walk and Conference Sponsorships	10,000.00
American Diabetes Association	2111 Center Park Drive Ste 3010 Knoxville, TN 37922	N/A	Public	2014 ADA Walk and Tour De Cure	2,500.00
American Heart Association	1101 Northchase Parkway Ste 1 Manetta GA 30067	N/A	Public	2014 Sponsorship of 2015 Heart Gala	25,000.00
American Jewish Committee	165 E 56th St 6th Floor New York, NY 10022	N/A	Public	2014 AJC New York Table Sponsorship	5,000.00
American Red Cross	6921 Middlebrook Pike Knoxville, TN 37909	N/A	Public	2014 Red Cross - Red, White & Rock sponsorship	5,000.00
Appalachian Outreach	190 W Old Andrew Johnson Hwy Jefferson City, TN 37760	N/A	Public	2014 Appalachian Outreach Golf sponsorship	2,500.00
Atlanta Community Food Bank	732 Joseph E. Lory Blvd NW Atlanta, GA 30318	N/A	Public	2014 Hunger Walk Donation	2,500.00
Atomic City Aquatic Club	PO Box 4725Oak Ridge, TN 37831	N/A	Public	2014 Regal Cares Atomic City Aquatic Club	1,000.00
Autism Society of America	East Tennessee Chapter ASA10613 Faragut Hills Blvd Knoxville, TN 37934	N/A	Public	2014 Rock the Dock Sponsorship	5,000.00
Bethany Christian Services	901 Eastem Ave NEGrand Rapids, MI 49503-1295	N/A	Public	Community Showmanship request	1,000.00
Big Brothers Big Sisters Of East Tennessee	119 W Summit Dr, Suite 101 Knoxville, TN 37902	N/A	Public	2014 BBBS Dave Serrano Golf Classic	10,000.00
Boys & Girls Club Of The Smokey Mins	Po Box 5743Sevierville, TN 37864	N/A	Public	2014 Sponsorship of BGCA Smky Min Golf Tournney	5,000.00
Boys and Girls Club	1275 Peachtree St NE Atlanta, GA 30309	N/A	Public	Capital Campaign	1,500,000.00
Boys And Girls Clubs Of America	1275 Peachtree St NE Atlanta, GA 30309	N/A	Public	2014 SMX Cause Marketing Pmt 1	125,000.00
Boys And Girls Clubs Of America	1275 Peachtree St NE Atlanta, GA 30309	N/A	Public	2014 Cause Marketing Partner - Payment 2	125,000.00
Cable Foundation	Po Box 23148Nashville, TN 37202	N/A	Public	2014 CABLE Board Walk of Fame Sponsor	500.00
Cancer Support Community	2230 Sutherland AvenueKnoxville, TN 37919	N/A	Public	CSC Sponsor	5,000.00
Catholic Charities of the Diocese of Fort Wayne-South Bend	3211 4th Street, NEWashington DC 20017-1184	N/A	Public	Regal Cares	1,000.00
Catholic Charities of East TN	3009 Lake Brook Blvd Knoxville, TN 37909	N/A	Public	Charity Golf Sponsorship	1,000.00
Center for the Study of Young People in Groups Teen Line	P.O. Box 48750Los Angeles, CA 90048	N/A	Public	Teen Line back-up	7,500.00
Cerebral Palsy Center	241 E. Woodland Ave Knoxville, TN 37917	N/A	Public	2014 sponsorship of CPC golf outing	1,000.00
Charlottesville Catholic School	1205 Pen Park Road, Charlottesville VA 22901	N/A	Public	Charlottesville Catholic School Event Sponsor	500.00
Child Advocacy	Po Box 928Lenoir City, TN 37771	N/A	Public	Sponsorship of CAC dinner	800.00
Child And Family Services	Development Department 330 Delaware AvenueBuffalo, NY 14209	N/A	Public	Community Showmanship request	1,000.00
Childhelp	PO Box 2954 Newport Beach, CA 92659	N/A	Public	2014 Childhelp Golf Classic Sponsor	25,000.00
Childhelp Usa	PO Box 2954 Newport Beach, CA 92659	N/A	Public	2014 Childhelp sponsorship of Les Trois Chefs	900.00
Chumps, Inc	65525 Genting Mkt Rd Bend, OR 97101	N/A	Public	Community Showmanship request	1,000.00
Christus Victor Lutheran Church	4110 Central Avenue PikeKnoxville, TN 37912	N/A	Public	2014 Christus Regal Cares Payment 1 (Laura W)	3,000.00
Christus Victor Lutheran Church	4110 Central Avenue PikeKnoxville, TN 37912	N/A	Public	2014 Christus Regal Cares Payment 2 (Laura W)	3,000.00
Club Vibes	1025 Ree WayKnoxville, TN 37909	N/A	Public	Sponsorship of the 2014 Club vibes event	1,000.00
Community Action Council	20730 Holyoke Ave P.O. Box 1256Lakeville, MN 55044	N/A	Public	Community Showmanship request	1,000.00
Community Partners	1000 N Alameda StreetSuite 240Los Angeles, CA 90012-1804	N/A	Public	2014 DHEAF sponsorship - Community Partners	5,000.00
Costco Guild	Po Box 19755Seattle WA 98109	N/A	Public	Sponsorship of Costco Guild Golf Classic	5,000.00
Cystic Fibrosis Foundation	6917 Arlington Road, Suite 308 Bethesda MD 20814	N/A	Public	2014 Cystic Fibrosis - Marlene and Moves sponsor	3,500.00
Cystic Fibrosis Foundation	6917 Arlington Road, Suite 308 Bethesda MD 20814	N/A	Public	2014 Cystic Fibrosis - Wine on Water sponsor - Regal Cares	2,000.00
Diocese of Knoxville	805 Northshore Dr. Knoxville, TN 37919	N/A	Public	Sponsorship of dinner, dance, and auction	2,500.00
Daywood Arts	602 S Gay StreetMezzanine LevelKnoxville, TN 37902	N/A	Public	Sponsorship of Daywood Arts Festival	10,000.00
East Tennessee Children's Hospital	P O Box 15010 Knoxville TN 37901	N/A	Public	Sponsorship of Dancing with the Stars	1,500.00
East Tennessee Children's Hospital	P O Box 15010 Knoxville TN 37901	N/A	Public	2014 ETOH Fantasy of Trees sponsorship	15,000.00
East Tennessee Children's Hospital	P O Box 15010 Knoxville TN 37901	N/A	Public	Sponsorship of Center Stage	10,000.00
East Tennessee Historical Society	601 S Gay St Knoxville TN 37901	N/A	Public	2014 ETHS Tennessee of the Year gala	10,000.00
Eeog	P.O. Box 24055 Nashville, TN 37202-4056	N/A	Public	2014 sponsorship of EEOG annual gala	5,000.00
Emerald Youth Foundation	1718 N Central StreetKnoxville, TN 37917	N/A	Public	2014-CC EYF Capital Campaign Payment	175,000.00
Epilepsy Foundation of Greater Los Angeles	5777 W Century Blvd Suite 820Los Angeles CA 90045	N/A	Public	Sponsorship of the Care and Cure gala	10,000.00
ETCH Fantasy Ball	14232 E Evans Ave Aurora, CO 80014	N/A	Public	Fantasy Ball Sponsorship	40,000.00
Ev Golf	2627 Westcott Blvd Knoxville TN 37931	N/A	Public	2014 sponsorship of EWMilnet Golf Classic	1,000.00
Forever Family Inc	200 E Las Olas Blvd Ste 1900Fort Lauderdale FL 33301	N/A	Public	Broward County Charity Partner Flow Thru	6,352.00
Fort Sanders Foundation	280 Fort Sanders West Blvd Suite 100Knoxville TN 37922	N/A	Public	Sponsorship of Patricia Neal Golf Classic	30,000.00
Friends of Green Chimneys	400 Doansburg Rd. Galler Box 719Brewster, NY 10509	N/A	Public	General Donation	3,000.00

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Organization Name
Year End Date

Friends Of The Great Smoky Mountains National Park	P O Box 1660 Kodak TN 37764	N/A	Public	2014 Friends of the Smokes Evergreen Ball	5 000.00
Fulton High School	P O Box 27431Knoxville, TN 37927	N/A	Public	2014 FHSAA Wall of Fame Sponsor	5 000.00
Gaming for a Cause	c/o Austin Young 8665 Village Park Ct Orangevale CA 95662	N/A	Public	Community Showmanship request	1 000.00
GWC Tellico Village	PO Box 507 Lenoir City, TN 37771-0501	N/A	Public	GRWC Cookbook Difference	497.00
Goodwill Industries - Knoxville	PO Box 11066 Knoxville, TN 37939-1066	N/A	Public	Sponsor Goodwill Village Fashion Show	7 500.00
Habitat for Humanity	Atin Moll Anderson 4743 Lyons View PikeKnoxville, TN 37919	N/A	Public	Grand Opening flow thru	6 960.00
Opportunity Village	8300 W Oakley BlvdLas Vegas, NV 89146-1122	N/A	Public	Grand Opening flow thru	8 242.00
Three Square Food Bank	8635 W Sahara Avenue Suite 240Las Vegas, NV 89117	N/A	Public	Grand Opening flow thru	9 243.25
Eles Place	1145 W Oakland AvenueLansing MI 48915	N/A	Public	Grand Opening flow thru	18 882.00
Junior Achievement	2650 east Belline Avenue SE Suite BGrand Rapids, MI 49546	N/A	Public	Grand Opening flow thru	17 538.00
Greater Lansing Food	PO Box 16224Lansing, MI 48901-6224	N/A	Public	Grand Opening flow thru	13 504.00
Great Smoky Mountain Council	PO Box 51885, Knoxville, TN 37950	N/A	Public	Community Showmanship request	1 000.00
Gresham Middle School Foundation	C/O W Brad Bomeg2927 Essary DriveKnoxville TN 37918	N/A	Public	2014 Gresham Middle School Dinner Sponsor	1 000.00
Habitat For Humanity	1501 Washington Avenue, Knoxville TN 37917	N/A	Public	2014 Habitat for Humanity Commitment	40 000.00
Halls Band Boosters	1501 Washington Avenue, Knoxville TN 37917	N/A	Public	2014 Habitat for Humanity Dinner Event sponsor	20 000.00
Halls Community Park	PO Box 71002Knoxville TN 37938	N/A	Public	General Donation	2 500.00
Halls High School	6823 Maynardville Pike 126, Knoxville TN 37938	N/A	Public	2014 Sponsorship of Chris Newsum Golf Classic	500.00
Hearing and Speech Foundation	1619 E Broadway Ave Maryville, TN 37804	N/A	Public	Request letter with Greg approval	15 000.00
Hearing Health Foundation	363 7th Avenue, Floor 10New York City NY 10001-3904	N/A	Public	2014 Hearing and Speech Foundation Board Meeting approved	10 000.00
Hearing Loss Association	P O Box 4863 Sarasota FL 34230	N/A	Public	2014 Hearing Health Foundation Soree	15 000.00
Hearing Loss Association Of America	P O Box 4863, Sarasota FL 34230	N/A	Public	2014 HLAA Convention sponsorship	1 500.00
Hearing Loss Association Of America	P O Box 4863 Sarasota FL 34230	N/A	Public	2015 HLAA Sarasota Convention Sponsorship	850.00
Hearing Loss Association Of America	P O Box 4863 Sarasota FL 34230	N/A	Public	2014 HLAA Congratulatory Ad donation	6 000.00
Hearing Loss Association Of America	P O Box 4863 Sarasota FL 34230	N/A	Public	2014 HLAA Hearing St. Louis Sponsor	2 500.00
Hearing Loss Association Of America	P O Box 4863, Sarasota FL 34230	N/A	Public	2014 HLAA Hearing NYC sponsorship	1 500.00
Helen Ross McNabb Foundation	201 W Springdale Ave NE Knoxville TN 37917	N/A	Public	2014 HLAA Hearing NYC sponsorship	20 000.00
Helen Ross McNabb Foundation	201 W Springdale Ave NE Knoxville TN 37917	N/A	Public	Sponsorship of Pat Summit Golf Tourney (HRMF)	20 000.00
HelpHOPELive, Inc.	Two Radnor Corporate Center100 Madison Ford Road Suite 100Radnor PA 19087	N/A	Public	2014 Bob Kesting Ben Bettiekamp golf sponsorship	20 000.00
Historic Tennessee Theatre Foundation Inc	P O Box 1109Knoxville TN 37918	N/A	Public	2014 HRMF Knoxville Challenger Sponsorship	2 500.00
Historic Tennessee Theatre Foundation Inc	P O Box 1109Knoxville TN 37918	N/A	Public	2014 HeptopelLive - Justin Cochran	400.00
Holo-Hora Latina	100 S. Gay Street Suite 109Knoxville, TN 37902	N/A	Public	2014 Tn Theatre Sponsorship	79 000.00
Hope Center	1901 Clinch Ave, Knoxville, TN 37916	N/A	Public	TT invoice - final installment	26 000.00
Junior League Of Knoxville	6739 Baum Dr, Knoxville TN 37919	N/A	Public	2014 sponsorship of the hola festival	2 500.00
Juvenile Diabetes Research Foundation	355 Trane LaneKnoxville TN 37919	N/A	Public	2014 Southern Summer Night's Sponsorship	5 000.00
KFOA Scholarship Fund Inc	c/o Bacon & Company Inc Po Box 78Knoxville, TN 37901	N/A	Public	2014 Junior League - Regal Cares support	3 000.00
Kid Save	100 Corporate Point Suite 380 Culver City CA 90230	N/A	Public	2014 JDRF Walk and Dream Gala sponsorships	25 000.00
Kwans Foundation Of Tellico Village	PO Box 300Renton WA 98057	N/A	Public	2014 KFOA Scholarship Fund Golf Tournament	1 000.00
Knox Zoo	243 Coyatee Shores, Loudon, TN 37774	N/A	Public	2014 sponsorship of the kdsave Miracles Gala	10 000.00
Knoxville Botanical Garden & Arboretum	PO Box 6040 Knoxville TN 37914	N/A	Public	Community Showmanship request	500.00
Knoxville Catholic High School	2743 Wimpole Ave Knoxville, TN 37914	N/A	Public	2014 KOTV golf tourney	1 000.00
Knoxville Center For The Deaf	9245 Fox Lomas Rd Knoxville, TN 37923	N/A	Public	Knoxville Zoo invoice and back-up	5 000.00
Knoxville Museum Of Art	3731 Martin Mill PikeKnoxville, TN 37920	N/A	Public	2014 Knoxville Botanical Garden sponsorship of GTG	2 500.00
Knoxville News Charities	1050 World's Fair Park Dr, Knoxville TN 37916	N/A	Public	Sponsorship of the 2014 Shamrock Open	5 000.00
Knoxville Opera	2332 News Sentinel DriveKnoxville TN 37921	N/A	Public	2014 Knoxville Center of the Deaf Golf Sponsor	4 000.00
Knoxville Stars	612 E Depot Ave Knoxville, TN 37917	N/A	Public	2014 KMA Regional Student Art Exhibit	30 000.00
Knoxville Symphony	P O Box 1980 Knoxville TN 37901	N/A	Public	2014 KNS Charities - KNS Open Tournament	25 000.00
Lakeside Educational Network	PO Box 127Fort Washington PA 19034	N/A	Public	Historic Donation	25 000.00
Leadership Knoxville	17 Market Square #201Knoxville TN 37902	N/A	Public	2014 Knoxville Stars - Regal Cares	1 000.00
Little League World Series	PO Box 1127Williamsport PA 17701	N/A	Public	Sponsorship of POPS Concert Series	17 500.00
Los Angeles Police Foundation	515 S. Flower St. Suite 168D Los Angeles CA 90071	N/A	Public	2014 LakesideCIMA Golf tourney sponsor	950.00
MKS Foundation	c/o Rachel and Dave Hollis1605 Valley View Rd Glendale CA 91202	N/A	Public	2014 Leadership Knoxville Class sponsor	5 000.00
Moms Animal Foundation	10200 East Grand AvenueDenver CO 80231	N/A	Public	2014 Leadership Knoxville Class sponsor	5 000.00
Molton Picture Club Foundation	P O Box 970 New York NY 10185	N/A	Public	Sysco604791215	1 500.00
		N/A	Public	2014 sponsorship of 2014 True Blue Gala	10 000.00
		N/A	Public	General Donation	1 000.00
		N/A	Public	2014 Ties and Tails Gala	5 000.00
		N/A	Public	2014 sponsorship of the MPC Golf Outing	1 500.00
		N/A	Public		1 000.00

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Organization Name
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Regal Foundation (EIN 13-4249812)
12/31/2014

New York Canes	214 West 28th Street, New York, NY 10001	N/A	Public	2014 NY Cares Fall Day Support	1,250.00
Noah's Ark Animal Rehab Center	712 LG Griffin Rd Locust Grove, GA 30248	N/A	Public	Community Showmanship Sponsor	1,000.00
Options For Life Foundation	23801 Calabasas Road #1017Calabasas, CA 91302	N/A	Public	2014 Options For Life Fdn Golf Classic	6,000.00
PCD Foundation	10137 Portland Avenue South, Minneapolis, MN 55420	N/A	Public	2014 PCD Foundation Donation	15,000.00
Portland Rose Festival Foundation	Minneapolis, Minnesota 55420	N/A	Public	Sponsorship of the 2014 Rose Festival	3,150.00
Rebuilding Together Knoxville, Inc.	118 North Peters Road, Box 315Knoxville, TN 37923	N/A	Public	2014 Rebuilding Together event sponsorship	2,500.00
Road Runners Club of America	1901 Lee Hwy Suite 140Arlington, VA 22209	N/A	Public	2014 KTC - sponsorship of Regal Autumn fest	5,000.00
Robert R. McCormick Foundation	205 North Michigan Ave, Ste 4300Chicago, IL 60601	N/A	Public	2014 KTC - sponsorship of Regal Autumn fest	13,656.00
Rotary Club of Knoxville	Attn: 301 Burwell Building602 S Gay StreetKnoxville, TN 37902-1605	N/A	Public	Boward County Charity Partner Flow Thru	2,500.00
Sacred Heart Cathedral School	711 Northshore Dr, SWKnoxville, TN 37919	N/A	Public	2014 RCK Humm' and Stummin' event	2,500.00
Salvation Army	409 N BroadwayKnoxville, TN 37917	N/A	Public	Back-up for SHCS Gala	15,000.00
San Diego Museum of Man	1350 El PradoSan Diego, CA 92101	N/A	Public	Community Showmanship Sponsor	1,000.00
San Francisco AIDS Foundation	1035 Market St., Ste 400San Francisco, CA 94103	N/A	Public	Community Showmanship Sponsor	2,500.00
Sharon-La Therapeutic Academy Of Riding	1180 Hwy 11 E Lenoir City, TN 37772	N/A	Public	2014 STAR in honor of Hinson	3,000.00
Shannondale Elementary	5316 Shannondale Road, Knoxville, TN 37918	N/A	Public	General Donation	3,000.00
Smile Train	41 Madison Avenue 28th FloorNew York City, NY 10010	N/A	Public	2014 Regal Cares Smile Train Donation	1,000.00
Sonlight/Intl of the Americas Inc	2 Penn Center 1000Philadelphia, PA 19102-1721	N/A	Public	General Donation	1,250.00
Star	1180 Hwy 11 E Lenoir City, TN 37772	N/A	Public	2014 STAR - Bridges and Blue Jeans event sponsor	2,500.00
Success Through Education Inc	C/O Ronald Crmins2072 Rayshire StreetThousand Oaks, CA 91362	N/A	Public	2014 STEP support of Reach for the Stars	1,200.00
Tennessee Fund	2021 Stephenson Dr, Knoxville, TN 37916	N/A	Public	Historic Donation	5,000.00
The Als Association Tennessee Chapter	4625 Trousdale Dr, Suite 107 Nashville, TN 37220	N/A	Public	2014 ALS Ice Bucket Challenge donation	2,500.00
The Als Association Tennessee Chapter	4625 Trousdale Dr, Suite 107 Nashville, TN 37220	N/A	Public	2014 ALS Walk donation	5,000.00
The Felix Organization	43 Oyster Bay Rd Locust Valley, NY 11560	N/A	Public	2014 FELIX Donation	125,000.00
The Jimmy Fund	10 Brookline Plaza West 6THFloorBrookline, MA 02445	N/A	Public	2014 Jimmy Fund sponsorship	5,000.00
The Leukemia & Lymphoma Society, Inc	1311 Mainanock Ave White Plains, NY 10605	N/A	Public	General Donation	10,000.00
The UCLA Foundation	10427 Peltate Way, Knoxville, TN 37932	N/A	Public	Sherak donation	3,000.00
TN Achieves	300 Summit St Hartford, CT 06106	N/A	Public	2014 TN Achieves Summer Bridge program	2,500.00
Trinity College	3211 4th Street, NEWashington, DC 20017-1194	N/A	Public	General Donation	1,000.00
United States Conference of Catholic Bishops	468 Haslam Business Building, 1000 Volunteer Blvd, Knoxville, TN 37996	N/A	Public	Community Showmanship Sponsor	1,250.00
University Of Tennessee Foundation	520 W Summit Hill Dr, Knoxville, TN 37902	N/A	Public	2014 Front Page Folies sponsorship	50,000.00
UT Alzheimer Center	468 Haslam Business Building, 1000 Volunteer Blvd, Knoxville, TN 37996	N/A	Public	Capital Campaign	25,000.00
UT Foundation	468 Haslam Business Building, 1000 Volunteer Blvd, Knoxville, TN 37996	N/A	Public	2014 CBA TN Pledge Scholarship	571,460.00
UT Medical Center	1520 Cherokee Dr, Knoxville, TN 37920	N/A	Public	Capital Campaign Extension	25,000.00
Variety - The Children's Charity Of Texas	11300 N Central Expressway Suite 602Dallas, TX 75243	N/A	Public	2014 Variety Int. Dinner Ad sponsorship	5,000.00
Variety Club Foundation of New York, Inc	350 5th AvenueNew York City, NY 10118-0110	N/A	Public	2014 Variety Int. Dinner Ad sponsorship	10,000.00
Variety International	4601 Wilshire Blvd Suite 260Attn: Jack CannonsLos Angeles, CA 90010	N/A	Public	Sponsorship of Jr. Variety Kds 4 Kids Carnival	5,000.00
Variety of East TN	7132 Regal LaneKnoxville, TN 37918	N/A	Public	Sponsorship of Jr. Variety Kds 4 Kids Carnival	25,000.00
Variety of Georgia	9800 Medlock Bridge RoadJohns Creek, GA 30097	N/A	Public	2014 Variety GA ShowSouth Lunch sponsor	2,950.00
Variety Of Illinois	1202 Bankston Lane, Aurora, IL 60502	N/A	Public	2014 Variety of IL Hole sponsorship	500.00
Variety Of Southern California	4601 Wilshire Blvd, Suite 260 Los Angeles, CA 90010	N/A	Public	2014 Paper Hearts Campaign flow-thru	201,591.56
Variety Of Southern California	4601 Wilshire Blvd, Suite 260 Los Angeles, CA 90010	N/A	Public	Variety Poker and Casino Night Sponsorship	15,000.00
Variety The Children's Charity Of Philadelphia	Attn: Judith Nason1520 Locust Street 2nd FloorPhiladelphia, PA 19102	N/A	Public	2014 Variety Philly sponsorship	80,000.00
Voces for Children of Broward County, Inc	10097 Cleary Blvd, Ste 707Fort Lauderdale, FL 33324	N/A	Public	Broward County Charity Partner Flow Thru	10,352.00
Will Rogers Motion Picture Pioneers Foundation	10045 Riverside Drive, 3rd Floor, Toluca Lake, CA 91602	N/A	Public	2014 Summer Move Express	1,000,000.00
YMCA of East Tennessee	420 W Clinch AvenueKnoxville, TN 37902	N/A	Public	2014-CC Capital Campaign payment	50,000.00
Ywca - Knoxville	420 W Clinch AvenueKnoxville, TN 37902	N/A	Public	2014 YWCA Tribute to Women	3,000.00
Totals					5,095,247.81