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EXTENDED TO AUGUST 15, 2016

Return of Private Foundation

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

2015

Open to Public Inspection

Form 990-PF

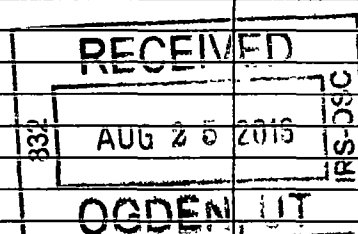
Department of the Treasury
Internal Revenue Service

For calendar year 2015 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	Room/suite	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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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) \$ 6,892,959.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		4,535,621.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		9,566.	9,566.		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			0.		
7 Capital gain net income (from Part IV, line 2)					
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		4,545,187.	9,566.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		10,075.	21.		10,054.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		116,962.	246.		116,716.
23 Other expenses STMT 3		80,608.	169.		80,439.
24 Total operating and administrative expenses. Add lines 13 through 23		207,645.	436.		207,209.
25 Contributions, gifts, grants paid		3,451,047.			2,382,456.
26 Total expenses and disbursements. Add lines 24 and 25		3,658,692.	436.		2,589,665.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		886,495.			
b Net investment income (if negative, enter -0-)			9,130.		
c Adjusted net income (if negative, enter -0-)				N/A	



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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,231,227.	2,199,751.	2,199,751.		
	2 Savings and temporary cash investments	2,236,796.	1,439,976.	1,439,976.		
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶ 56,151. Less: allowance for doubtful accounts ▶	179,876.	56,151.	56,151.		
	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)	3,190,694.	3,197,081.	3,197,081.		
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,838,593.	6,892,959.	6,892,959.		
Liabilities	17 Accounts payable and accrued expenses	6,263,101.	5,430,972.			
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)	6,263,101.	5,430,972.			
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	575,492.	1,461,987.			
	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	575,492.	1,461,987.			
	30 Total net assets or fund balances	575,492.	1,461,987.			
	31 Total liabilities and net assets/fund balances	6,838,593.	6,892,959.			

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)	1 575,492.
2 Enter amount from Part I, line 27a	2 886,495.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 1,461,987.
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 1,461,987.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

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

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

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))
2014	5,351,334.	7,092,711.	.754484
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

2 Total of line 1, column (d)	2	2.603080
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	.520616
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	6,660,477.
5 Multiply line 4 by line 3	5	3,467,551.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	91.
7 Add lines 5 and 6	7	3,467,642.
8 Enter qualifying distributions from Part XII, line 4	8	2,589,665.

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	183.
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	183.
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	183.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	669.
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	669.
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	486.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax ☐ Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► PHYLLIS RILEY Telephone no. ► (865) 925-9785 Located at ► 7132 REGAL LANE, KNOXVILLE, TN ZIP+4 ► 37918		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ►		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 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ► 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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 2015 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 2015.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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	6,761,906.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,761,906.
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	6,761,906.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,429.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,660,477.
6	Minimum investment return. Enter 5% of line 5	6	333,024.

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	333,024.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	183.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	183.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	332,841.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	332,841.
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	332,841.

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	2,589,665.
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	2,589,665.
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	2,589,665.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				332,841.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	2,471,150.			
b From 2011	3,032,598.			
c From 2012	3,198,966.			
d From 2013	3,623,528.			
e From 2014	4,996,896.			
f Total of lines 3a through e	17,323,138.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 2,589,665.				
a Applied to 2014, 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 2015 distributable amount				332,841.
e Remaining amount distributed out of corpus	2,256,824.			
5 Excess distributions carryover applied to 2015 (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:	19,579,962.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	2,471,150.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	17,108,812.			
10 Analysis of line 9:				
a Excess from 2011	3,032,598.			
b Excess from 2012	3,198,966.			
c Excess from 2013	3,623,528.			
d Excess from 2014	4,996,896.			
e Excess from 2015	2,256,824.			

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 2015, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT 1				2,382,456.
Total			▶ 3a	2,382,456.
b Approved for future payment				
SEE ATTACHMENT 2				1,068,591.
Total			▶ 3b	1,068,591.

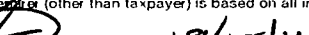
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	 Signature of officer or trustee	18/15/16 Date	SECRETARY Title		
Paid Preparer Use Only	Print/Type preparer's name AMANDA P. HENSLEY, CPA	Preparer's signature  AMANDA P. HENSLEY	Date 08/12/16	Check ☐ if self-employed	PTIN P01524172
	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

2015

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) (2015)

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	\$ 4,535,621.	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)

Name of organization

Employer identification number

REGAL FOUNDATION

13-4249812

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

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

Name of organization

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	9,566.	9,566.	
TOTAL TO PART I, LINE 3	9,566.	9,566.	

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	10,075.	21.		10,054.
TO FORM 990-PF, PG 1, LN 16B	10,075.	21.		10,054.

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	7,802.	16.		7,786.
FUNDRAISING AWARDS	71,325.	150.		71,175.
ADMINISTRATIVE EXPENSES	1,481.	3.		1,478.
TO FORM 990-PF, PG 1, LN 23	80,608.	169.		80,439.

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	3,190,694.	3,197,081.	3,197,081.
TO FORM 990-PF, PART II, LINE 15	3,190,694.	3,197,081.	3,197,081.

FORM 990-PF	LIST OF STATES RECEIVING COPY OF RETURN	STATEMENT	5
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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 TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
-------------	---	-----------	---

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 SUBMITTEDREGAL ENTERTAINMENT GROUP
7132 REGAL LANE
KNOXVILLE, TN 37918TELEPHONE NUMBERNAME 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

Name	Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount Paid During the Year
A Minor Consideration	14530 Denker Avenue Gardena, CA 90247	N/A	Public	Regal Cares	1,500.00
AARP Foundation	601 E. Street, NW Washington, DC 20049	N/A	Public	AARP Event Donation	5,000.00
Access Now Inc.	1605 Euclid Ave #2-C Miami Beach, FL 33139	N/A	Public	Ability Explosion Sponsor	3,500.00
Alzheimer's Disease	20 Henry McCance Henry W Oliver Building 535 Smithfield Street, Suite 625P	N/A	Public	Community Showmanship	1,000.00
Alzheimer's Tennessee	2270 Sutherland Avenue Ste 202 Attn Janice Wade-Whithead Knoxville, TN 37909	N/A	Public	AT Knox Walk Sponsor	2,000.00
American Cancer Society	871 N. Weisgarber Rd Knoxville, TN 37909	N/A	Public	2015 ACS GnaWeen event sponsorship	2,000.00
American Council Of The Blind	6300 Single Creek Parkway Suite 195 Brooklyn Center MN 55430	N/A	Public	2015 sponsorship of the ACB Convention	5,000.00
American Council Of The Blind	6300 Single Creek Parkway Suite 195 Brooklyn Center MN 55430	N/A	Public	ACB Convention Donation	5,000.00
American Diabet	211 Center Park Drive Suite 3010 Knoxville, TN 37922	N/A	Public	Tour de Cure and Walk Sponsor	2,500.00
American Jewish	165 E 65th St, New York, NY 10022	N/A	Public	2015 AJC LA Cowin Dinner	15,000.00
Appalachian Service Project	4523 Bristol Hwy Johnson City, TN 37601-2937	N/A	Public	Community Showmanship	1,000.00
Appalachian Outreach	190 W Old Andrew Johnson Hwy Jefferson City, TN 37760	N/A	Public	Regal Cares	2,500.00
Atlanta Community Food Bank	732 Joseph E. Lory Blvd NW Atlanta, GA 30318	N/A	Public	Hunger Walk Donation	2,500.00
Atomic City Aquatic Club	PO Box 4725 Oak Ridge, TN 37831	N/A	Public	Regal Cares	1,000.00
Autism Society of America	East Tennessee Chapter ASA 10613 Farragut Hills Blvd Knoxville, TN 37934	N/A	Public	Rock the Dock Sponsor	7,500.00
Bearden Middle School	8352 Kingston Pk, Knoxville, TN	N/A	Public	Bearden SK Sponsor	1,000.00
Bearden Middle School	1000 Francis Rd, Knoxville, TN 37909	N/A	Public	Reverse Older Donation Deemed No Longer Valid	(750.00)
Believe in Dreams	873F Alpha Drive Cleveland, OH 44143	N/A	Public	General Donation	1,000.00
Big Brothers Big Sisters Of East Tennessee	119 W Summit Hill Drive Suite 101 Knoxville, TN 37902	N/A	Public	BBBS Bowling Sponsor	2,500.00
Big Brothers Big Sisters Of East Tennessee	119 W Summit Hill Drive Suite 101 Knoxville, TN 37902	N/A	Public	BBBS Bowling Sponsor	1,000.00
Big Brothers Big Sisters Of Greater Los Angeles	800 South Figueroa St, Ste 620 Los Angeles, CA 90017	N/A	Public	2015 BBBS LA Big Bash Gala support	5,000.00
Big Brothers Big Sisters of Hamnsburg-Rockingham County	PO Box 81, Hamnsburg VA 22803	N/A	Public	Community Showmanship	1,000.00
Boys & Girls Club	220 Carmack Street Suite 318 Knoxville, TN 37921	N/A	Public	Reverse Older Donation Deemed No Longer Valid	(40,000.00)
Boys And Girls Clubs Of America	1275 Peachtree St, NE Atlanta, GA 30309	N/A	Public	Fore Sponsor	5,000.00
Boys And Girls Clubs Of America	1275 Peachtree St, NE Atlanta, GA 30309	N/A	Public	BGCA National Sponsor	125,000.00
Boys And Girls Clubs Of America	220 Carmack Street Suite 318 Knoxville, TN 37921	N/A	Public	2015 SMX Cause Marketing	125,000.00
Buncombe County Schools Foundation	175 Bingham Rd Asheville, NC	N/A	Public	Bus Transportation	15,000.00
Caplan Family Charities Inc	2230 Sutherland Avenue Knoxville, TN 37919	N/A	Public	Community Showmanship	1,000.00
Catholic Charities of the Diocese of Fort Wayne-South Bend,	4300 Haddenfield Rd Pennsauken, NJ 08109	N/A	Public	CSC Grant	5,000.00
Catholic Charities of Cleveland	Hamnsburg, VA 22803	N/A	Public	General Donation	3,000.00
Center for Hearing and Communication	1404 East 9th Street Eighth Floor Cleveland, OH 44114-1722	N/A	Public	Community Showmanship	1,000.00
Cerebral Palsy Center	% Dr. Lon Hamm 50 Broadway, Floor 6 New York City NY 10004	N/A	Public	2015 CFHAC Event Gala	10,000.00
Cerebral Palsy Center	241 E. Woodland Ave Knoxville, TN 37917	N/A	Public	Regal Cares	3,000.00
Charlottesville Catholic School	1205 Pen Park Road Charlottesville, VA 22901	N/A	Public	CPC Golf and Dinner Sponsor	7,500.00
Charlottesville Catholic School	1205 Pen Park Road Charlottesville, VA 22901	N/A	Public	2015 CUS Annual Auction Sponsor	450.00
Child Help Chi	2505 Kingston Pike Knoxville, TN 37919	N/A	Public	2015 Sponsorship of CCHS	7,500.00
Childhelp Use	PO Box 2954, Newport Beach, CA 92659	N/A	Public	2015 Childhelp Knoxville Les Trois Chef	5,000.00
Children's Hosp	Development Office Po Box 15010 Knoxville, TN 37901	N/A	Public	2015 sponsorship of the Childhelp Golf Classic	25,000.00
Cowitz County Habitat for Humanity	Attn. Erm Ross 606 S. Olive Street, 2nd Floor Los Angeles, CA 90014	N/A	Public	CHC Foundation Gala Sponsor	5,000.00
Cystic Fibrosis Foundation	2208 Fr Street Longview, WA 98632	N/A	Public	2015 sponsorship of City Year Spring Break	10,000.00
Cystic Fibrosis Foundation	6917 Arlington Road, Suite 308 Bethesda, MD 20814	N/A	Public	Grand Opening Event Donation	21,997.00
Diamond Baseball Foundation	8917 Arlington Road, Suite 308 Bethesda, MD 20814	N/A	Public	2015 Sponsor of Marinas and Movies Fundraiser	3,500.00
Dogwood Arts Festival	144 W End Avenue Knoxville, TN 37934	N/A	Public	2015 Leadership Knoxville Class sponsor	2,500.00
East Tennessee	602 S Gay Street Mezzanine Level Knoxville, TN 37902	N/A	Public	Regal Cares	1,500.00
East Tennessee Childrens Hospital	1300 North Broadway Knoxville, TN 37917	N/A	Public	Dogwood Arts Sponsor	10,000.00
Eleg	PO Box 15010 Knoxville, TN 37901	N/A	Public	ETCDC Fall Celebration Sponsor	15,000.00
Eleg	PO Box 24056 Nashville, TN 37202	N/A	Public	Dancing with the Kids Sponsor	1,500.00
Experience Art in Memphis	Bailey Sales Corporation 2527 Westcott Blvd Attn Linda Austin Knoxville, TN 37903	N/A	Public	EEOG Conference Sponsor	5,000.00
Families of Spinal Muscular Atrophy	PO Box 50218 Knoxville, TN 37950	N/A	Public	Golf Sponsor	1,000.00
Feral Feline Friends	Tennessee Chapter, Powell, TN 37848	N/A	Public	2015 sponsorship of the BK Festival	5,000.00
Foodlink	2407 Sable Point Lane Knoxville, TN 37924	N/A	Public	Reverse Older Donation Deemed No Longer Valid	(3,000.00)
Fort Sanders Foundation	PO Box 15441 Visalia, CA 93279-1544	N/A	Public	Community Showmanship	1,000.00
Friends Of Costco Guild	280 Fort Sanders West Blvd Suite 100 Knoxville, TN 37922	N/A	Public	Community Showmanship	1,000.00
Friends of the Great Smokes	PO Box 1660 Kodiak TN	N/A	Public	Hope Center Sponsor	5,000.00
Gay Mens Health Crisis	446 W 33rd St, New York, NY 10001	N/A	Public	General Donation	5,000.00
Gibbs High School Band Boosters	7628 Tazewell Pike Coryton, TN 37721-2910	N/A	Public	General Donation	3,250.00
Goodwill Industry	PO Box 11066 Knoxville, TN 37939	N/A	Public	Regal Cares	2,000.00
Grace Baptist Church	PO Darrell Wingham 171 Oak Ridge Hwy Knoxville, TN 37931	N/A	Public	Goodwill Fashion Show Sponsor	7,500.00
Great Smoky Mountain Council	PO Box 51885 Knoxville, TN 37950	N/A	Public	2015 Friends and Family Tournament Sponsor	1,500.00
Great Smoky Mountain Council	PO Box 51885 Knoxville, TN 37950	N/A	Public	Community Showmanship	1,000.00
Great Smoky Mountain Council	PO Box 51885 Knoxville, TN 37950	N/A	Public	Community Showmanship	1,000.00
Halls Community Park	C/O W Brad Boring 2927 Essary Drive Knoxville, TN 37918	N/A	Public	2015 Boy Scouts Annual Dinner Fundraiser	2,500.00
Halls Community Park	6923 Maynardville Pike 126 Knoxville, TN 37918	N/A	Public	Community Showmanship	1,000.00
Halls High Band Boosters	6923 Maynardville Pike 126 Knoxville, TN 37918	N/A	Public	Chns Newsome Tournament	1,000.00
Halls High Band Boosters	PO Box 71002 Knoxville, TN 37938	N/A	Public	2015 Halls Community Park BLS sponsorship	5,000.00
Halls High Band Boosters	PO Box 71002 Knoxville, TN 37938	N/A	Public	2015 Halls High Band Booster Support	25,963.00

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name Regal Foundation (EIN 13-4249812)
Year End Date 12/31/2015

Halls High School Booster Club	Po Box 71002 Knoxville, TN 37938	N/A	Public	2015 Halls High School Academic Boosters donation	15,000.00
Hearing Health Foundation	363 7th Avenue, Floor 10 New York City, NY 10001-3804	N/A	Public	2015 HHF Stand Up For Hearing Event	5,000.00
Hearing Loss Association Of America	2168 Wisconsin Avenue NWWashington, DC 20007	N/A	Public	2015 HLAA Sarasota	850.00
Hearing Loss Association of America	2168 Wisconsin Avenue NWWashington, DC 20007	N/A	Public	KGW Food Drive Donation	1,500.00
Helen Ross McNabb Foundation	PO Box 14592 Lenexa, KS 68285-4592	N/A	Public	2015 sponsor of HLAA KC picnic	500.00
Help Hope Live	201 W Springdale AvenueKnoxville, TN 37917	N/A	Public	2015 sponsorship of the Bob Kesling/Bert Tourney	20,000.00
Helen Ross McNabb Foundation	201 W Springdale AvenueKnoxville, TN 37917	N/A	Public	Knoxville Challenge Sponsor	2,500.00
Historic Tennessee Theatre Foundation Inc	Radnor Corporate Center #100, Wayne, PA 19087	N/A	Public	Reverse Older Donation Deemed No Longer Valid	(500.00)
Historic Tennessee Theatre Foundation Inc	P.O. Box 1109Knoxville, TN 37918	N/A	Public	2015 TN Theatre Sponsorship	54,000.00
Interfaith Health Clinic	P.O. Box 1109Knoxville, TN 37918	N/A	Public	2015 TN Theatre Sponsorship	26,000.00
Interfaith Health Clinic	Attn: Trudy Bledsoe 315 Gill Ave Knoxville, TN 37917	N/A	Public	Interfaith Health Clinic	5,000.00
Jimmy Fund	10 Brookline Place West 6th FloorBrookline, MA 02445	N/A	Public	2015 Jimmy Fund sponsorship	125,000.00
John Hopkins Hospital Controllers	Office Alpha Commons5300 Alpha Commons DriveBaltimore, MD 21224-2724	N/A	Public	2015 Johns Hopkins support	966.00
Junior Achievement Of East Tennessee	2135 North Chiles G. Seivers Blvd, Clinton TN 37716	N/A	Public	2015 JA Business Hall of Fame Table	1,800.00
Junior League	6738 Baum Drive Knoxville, TN	N/A	Public	Regal Cares	3,000.00
Junior League	355 Triane LaneKnoxville, TN 37919	N/A	Public	2015 JDRF support of Dream Gala and Walk	25,000.00
Kidsave	100 Corporate Pointe #390Culver City, CA 90230	N/A	Public	Miracles Gala	10,000.00
Kwanis Foundation Of Tellico Village	Attn Ray Scott 243 Tecumseh WayLoudon, TN 37774	N/A	Public	2015 Sponsorship of Center for Courageous Kids	5,000.00
Kwanis Foundation Of Tellico Village	Attn Ray Scott 243 Tecumseh WayLoudon, TN 37774	N/A	Public	Golf Sponsor	1,000.00
Knoxville Botanical Garden & Arboretum	2743 Wimpole Ave Knoxville, TN 37914	N/A	Public	2015 Green Thumb Gala	3,000.00
Knoxville Botanical Garden & Arboretum	2743 Wimpole Ave Knoxville, TN 37914	N/A	Public	2015 KRG Art Exhibit sponsor	5,000.00
Knoxville Catholic High School	9245 Fox Lomas Rd Knoxville, TN 37923	N/A	Public	2015 support of the KCHS Shamrock Open	5,000.00
Knoxville Catholic High School	9245 Fox Lomas Rd Knoxville, TN 37923	N/A	Public	KCHS Robotics Sponsor	100.00
Knoxville Catholic High School	9245 Fox Lomas Rd Knoxville, TN 37923	N/A	Public	2015 support of the KCHS Shamrock Open	5,000.00
Knoxville Catholic High School	9245 Fox Lomas Rd Knoxville, TN 37923	N/A	Public	Green and Gold Sponsor	5,000.00
Knoxville Center	3731 Martin Mill Pike, Knoxville TN	N/A	Public	KDC Golf Sponsor	4,000.00
Knoxville Leadership Foundation	901 E. Summit Hill Dr. Ste. 300Knoxville, TN 37915	N/A	Public	Regal Cares	3,000.00
Knoxville Museum	1050 Worlds Fair Park Drive C/O Susan HydeKnoxville, TN 37916	N/A	Public	KMA Exhibition Sponsor	30,000.00
Knoxville News Sentinel Charities Inc	2332 News Sentinel DriveKnoxville, TN 37921	N/A	Public	NS Open Sponsorship	27,600.00
Knoxville Opera	Attn Michael Torano 612 E Depot AvenueKnoxville, TN 37917	N/A	Public	2015 support of the Knoxville Opera	25,000.00
Knoxville Symphony Society	Po Box 360Knoxville, TN 37901	N/A	Public	Sponsorship of POPS Concert Series	17,500.00
Knoxville Zoo	PO Box 6040 Knoxville, TN 37914	N/A	Public	ZooFam	5,000.00
Knoxville Zoo	PO Box 6040 Knoxville, TN 37914	N/A	Public	Zoo Feast Sponsor	5,000.00
Leadership Knoxville	17 Market Square #201Knoxville, TN 37902	N/A	Public	Leadership Luncheon Sponsor	1,000.00
Leadership of Knoxville	17 Market Square, Knoxville, TN 37902	N/A	Public	Reverse Older Donation Deemed No Longer Valid	(10,000.00)
Legacy Parks	825 Market Street Suite 1203Knoxville, TN 37918	N/A	Public	Legacy Luncheon	1,000.00
Little League Baseball, Inc/Junior Softball World Series	Business OfficeHarrisburg, PA 17701	N/A	Public	Regal Cares	1,500.00
Little League Baseball, Inc/Junior Softball World Series	PO Box 1127Williamsport, PA 17701	N/A	Public	Regal Cares	1,500.00
Lower Columbia Community Action Council, Inc	Attn Dana Katz 515 S. Flower St. Suite 1680Los Angeles, CA 90071	N/A	Public	LAPD Above and Beyond Sponsor	10,000.00
Lower Columbia Community Action Council, Inc	1709 - 7th AvenueLongview, WA 98632	N/A	Public	Grand Opening Event Donation	14,865.00
Lower Columbia Community Action Council, Inc	320 Executive Court #101 Attn Ev Kendall Rock AR 72205	N/A	Public	Community Showmanship	1,000.00
Make-A-Wish Foundation	510 South Willow StreetChattanooga, TN 37404	N/A	Public	General Donation	84,000.00
March of Dimes	322 Nancy Lynn Lane Suite 11Knoxville, TN 37919	N/A	Public	Golf Sponsor	5,000.00
March of Dimes	322 Nancy Lynn Lane Suite 11Knoxville, TN 37919	N/A	Public	MOH Holiday Party Sponsor	15,000.00
Mission of Hope	PO Box 51824 Knoxville, TN 37950	N/A	Public	Black Ties and Tales Gala	1,500.00
Mission of Hope	10200 East Grand AvenueDenver, CO 80231	N/A	Public	Moving Day Miami Sponsor	1,000.00
National Parkinson Foundation	Moving Day Miami Manager200 SE 1st Street Suite 800Miami, FL 33131	N/A	Public	Grand Opening Event Donation	8,736.00
National Parkinson Foundation	PO Box 189Longview, WA 98632	N/A	Public	Regal Cares	2,250.00
Neighbors In Need	214 West 29th Street 5th FloorNew York, NY 10001	N/A	Public	2015 sponsorship of Once in a Lifetime event	2,500.00
New York Cares	PO Box 797052Dallas, TX 75379	N/A	Public	KGW Food Drive Donation	5,000.00
Operation Once in a Lifetime	PO Box 55370Portland, OR 97238	N/A	Public	Community Showmanship	1,000.00
Orlando Food Bank	c/o Laune Sullivan6045 Lakeville RoadOrlando, FL 32818	N/A	Public	2015 PCAN Purple Sindle Detroit sponsor	2,500.00
Orlando Food Bank	1500 Rosecrans Ave Suite 200Manhattan Beach, CA 90266	N/A	Public	Sponsorship of the 2015 Rose Festival	3,150.00
Pancreatic Cancer Action Network	Minneapolis, Minnesota 55420	N/A	Public	2015 Support for Post 3553 VFW	600.00
Pancreatic Cancer Action Network	650 West AvenueMiami Beach, FL 33139-5524	N/A	Public	2015 Peyton Day Flow thru	2,070.00
Portland Rose Festival Foundation	855 H Fairview Road PMB 185Simpsonville, SC 29680	N/A	Public	Rocky Top BBQ Sponsor	2,500.00
Post 3559 Veterans of Foreign Wars Of the United States	Attn 301 Burwell Building602 S Gay StreetKnoxville, TN 37902-1605	N/A	Public	General Donation	5,000.00
Renovation Ministries Inc	711 Northshore Dr SW Knoxville, TN 37919	N/A	Public	SCHAS Christmas in the City Event	15,000.00
Rotary Club of Knoxville	PO Box 3025Knoxville, TN 37927	N/A	Public	2015 sponsorship of the Brindles and Blue jeans	1,250.00
Sacred Heart Cathedral School	1180 Hwy 11 E Lenox City, TN 37772	N/A	Public	Regal Cares	3,000.00
Senior Citizens	c/o Thomas D. Luczak350 S. Main, Suite 400Atn Abor MI 48104	N/A	Public	TEP Donation	3,000.00
Shangri-La Therapeutic Academy Of Riding	60 John ShynersPO Box 330895Nashville, TN 37203-7506	N/A	Public	2015 support of Adoption Exchange	15,000.00
Smile Train, Inc	14232 E Evans Avenue, Aurora, CO 80014	N/A	Public	Dream Connection Tourney Sponsor	1,000.00
Team Red White & Blue Inc	Po Box 10924, Knoxville TN	N/A	Public	2015 Holiday support of Felix Org	5,000.00
Tennessee Equality Project	43 Oyster Bay Rd Locust Valley, NY 11560	N/A	Public	2015 sponsorship of the MPC Golf Outing	1,500.00
The Adoption Exchange	Po Box 970New York, NY 10185	N/A	Public	Community Showmanship	1,000.00
The Dream Connection	PO Box 121Puyallup WA 98371	N/A	Public	2015 sponsorship of the Woodruff Arts Center	7,500.00
The Felix Organization	Attn Rochelle Reeder Campaign Records Mgr 1280 Peachtree St NeAtlanta	N/A	Public	Big Orange Golf Classic	10,000.00
The Motion Picture Club Foundation	PO Box 121Puyallup WA 98371	N/A	Public		
The One Another Foundation	Attn Rochelle Reeder Campaign Records Mgr 1280 Peachtree St NeAtlanta	N/A	Public		
The Robert W Woodruff Arts Center	Attn Rochelle Reeder Campaign Records Mgr 1280 Peachtree St NeAtlanta	N/A	Public		
The University Of Tennessee Foundation	Po Box 1109Knoxville, TN 37918	N/A	Public		

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Grants and Contributions Paid During the Year
Organization Name Regal Foundation (EIN 13-4249812)
Year End Date 12/31/2015

United Way of Greater Knoxville	1301 Hannah AvenueKnoxville, TN 37921	N/A	Public	UW Meeting Sponsor	500.00
United Way of Greater Knoxville	1301 Hannah AvenueKnoxville, TN 37921	N/A	Public	UW Dodgeball Y'all Sponsor	1,000.00
United Way of Greater Knoxville	1301 Hannah AvenueKnoxville, TN 37921	N/A	Public	Helen Ross McNabb Donation	15,000.00
University Health Systems	Attn Rich Giecek 1520 Cherokee Trail Ste 110Knoxville, TN 37920	N/A	Public	2015 UT Man Run Sponsor	25,000.00
University Health Systems	Attn Rich Giecek 1520 Cherokee Trail Ste 110Knoxville, TN 37920	N/A	Public	2015 UT Evening in Orange	25,000.00
UT Foundation	College Of Business Administration 486 Haslam Business BuildingKnoxville, TN 37920	N/A	Public	UT Awards Dinner	5,000.00
Variety Club Foundation of New York, Inc.	350 5th AvenueNew York City, NY 10118-0110	N/A	Public	Variety Heart Reception	1,000.00
Variety Club Of East Tennessee	7132 Regal LaneKnoxville, TN 37918	N/A	Public	Golf Sponsor	25,000.00
Variety Club Of East Tennessee	7132 Regal LaneKnoxville, TN 37918	N/A	Public	General Donation	25.00
Variety International	4601 Wilshire Blvd Suite 260Attn Jack CannonLos Angeles CA 90010	N/A	Public	2015 Support of Variety Humanitarian Dinner	5,000.00
Variety of Georgia	9800 Medlock Bridge Road Suite 100Johns Creek, GA 30097	N/A	Public	Show South Luncheon	2,500.00
Variety Of Southern California	4601 Wilshire Blvd Suite 260 Los Angeles CA 90010	N/A	Public	Kids 4 Kids Sponsor	5,000.00
Variety Of Southern California	4601 Wilshire Blvd Suite 260 Los Angeles CA 90010	N/A	Public	2015 Variety SOCAL CinemaCon Auction sponsorship	10,000.00
Variety Of Southern California	4601 Wilshire Blvd Suite 260 Los Angeles CA 90010	N/A	Public	Paper Hearts Campaign	182,734.00
Variety Of Southern California	4601 Wilshire Blvd Suite 260 Los Angeles CA 90010	N/A	Public	Variety SoCal Poker Sponsor	15,000.00
Variety-The Children's Charity Of Philadelphia	4601 Wilshire Blvd Suite 260 Los Angeles CA 90010	N/A	Public	2015 RF support of Variety SoCal luncheon	5,000.00
Variety-The Children's Charity of the National Capital Region	Attn Judith Nixon1520 Locust Street 2nd FloorPhiladelphia PA 19102	N/A	Public	2015 Variety Philly sponsorship	80,000.00
Walk 4 Hearing	1705 N Street NWWashington, DC 20036	N/A	Public	15 Variety DC Pledge	10,000.00
Whiz Kids Tutor	Attn Kathy Patrick 3163 Wellington WayArnold, MO 63010	N/A	Public	2015 National support for Walk 4 Hearing	10,000.00
Will Rogers Motion Picture Pioneers Foundation	10045 Riverside Dr 3rd FloorToluca Lake, CA 91602	N/A	Public	Historic Donation	15,000.00
Will Rogers Motion Picture Pioneers Foundation	10045 Riverside Dr 3rd FloorToluca Lake, CA 91602	N/A	Public	General Donation	750,000.00
Wreaths Across America	PO Box 2490Columbia Falls, ME 04623-0249	N/A	Public	Will Rogers POY Sponsor	35,000.00
Young Life Knox	Attn F. Rodney Lawler 900 S Gay Street Suite 1600Knoxville, TN 37902	N/A	Public	General Donation	2,500.00
YWCA	420 West Clinch Ave Knoxville, TN 37902	N/A	Public	Young Life Banquet Sponsor	10,000.00
			Public	Reverse Order Donation Deemed No Longer Valid	(50,000.00)
Totals					2,382,456.00

Totals				976,226.48
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Total 990-PF, Part XV, Box B 1,068,591.48