



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



Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2008**Open to Public Inspection****A** For the 2008 calendar year, or tax year beginning **10/01, 2008**, and ending **09/30, 2009**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE VALLEY FOUNDATION Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 301 GOVERNORS DRIVE, SW City or town, state or country, and ZIP + 4 HUNTSVILLE, AL 35801	D Employer identification number 23-7352886 E Telephone number (256) 539-7757
	F Name and address of principal officer: ROBERT RICH 301 GOVERNORS DRIVE, SW HUNTSVILLE, AL 35801	G Gross receipts \$ 8,853,353. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number N/A
	I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no) 4947(a)(1) or 527	
	J Website: N/A	
K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation 1973	M State of legal domicile AL

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities <u>THE FOUNDATION PROVIDES ASSISTANCE TO THE UNIVERSITY OF ALABAMA AT BIRMINGHAM FOR ITS MEDICAL EDUCATION, TRAINING, AND RESEARCH PROGRAMS.</u>			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	17	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9	
	5 Total number of employees (Part V, line 2a)	5	48	
	6 Total number of volunteers (estimate if necessary)	6		
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	NONE	
	b Net unrelated business taxable income from Form 990-T, line 34	7b		
	Revenue	8 Contribution and grants (Part VIII, line 1h)	Prior Year	Current Year
		9 Program service revenue (Part VIII, line 2g)	1,743.	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		7,093,740.	7,315,091.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		-28,769.	-247,972.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		138,233.	NONE	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		7,204,947.	7,067,119.	
14 Benefits paid to or for members (Part IX, column (A), line 4)		1,250.	1,250.	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)			NONE	
16a Professional fundraising fees (Part IX, column (A), line 11e)		2,783,606.	3,004,059.	
b Total fundraising expenses (Part IX, column (D), line 25)			NONE	
Expenses	17 Other expenses (Part IX, column (A), lines 11a, 11d, 11f-24f)	3,928,461.	3,924,315.	
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	6,713,317.	6,929,624.	
	19 Revenue less expenses Subtract line 18 from line 12	491,630.	137,495.	
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year	End of Year
		21 Total liabilities (Part X, line 26)	6,627,956.	7,095,988.
		22 Net assets or fund balances Subtract line 21 from line 20	1,149,200.	1,090,466.
			5,478,756.	6,005,522.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge	
	Signature of officer <u>W. Scott Bence</u> Date <u>8-13-2010</u> Type or print name and title <u>W. Scott Bence, Treasurer</u>	
Paid Preparer's Use Only	Preparer's signature <u>[Signature]</u> Date <u>08/11/2010</u> Firm's name (or yours if self-employed), address, and ZIP + 4 <u>PRICEWATERHOUSECOOPERS LLP</u> <u>1901 6TH AVENUE NORTH/SUITE 1600 BIRMINGHAM, AL 35203</u>	Check if self-employed <input type="checkbox"/> Preparer's identifying number (see instructions) <u>P00369623</u> EIN <u>13-4008324</u> Phone no <u>205-252-8400</u>

May the IRS discuss this return with the preparer shown above? (See instructions) ☒ Yes ☐ No

For Privacy Act and Paperwork Reduction Act Notice, see the separate Instructions.

Form 990 (2008)

Part III Statement of Program Service Accomplishments (see instructions)**1** Briefly describe the organization's mission:SEE STATEMENT 1**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code: _____) (Expenses \$ 3,540,591. including grants of \$ NONE) (Revenue \$ 6,133,031.)

THE VALLEY FOUNDATION PROVIDES THE UNIVERSITY OF ALABAMA
BIRMINGHAM'S HUNTSVILLE REGIONAL MEDICAL CAMPUS ACCESS TO
PATIENTS AND MEDICAL SERVICES TO FACILITATE THE CLINICAL
TRAINING NECESSARY TO MEET EDUCATIONAL REQUIREMENTS FOR
THIRD AND FOURTH YEAR MEDICAL STUDENTS AND FAMILY MEDICINE
RESIDENTS.

4b (Code: _____) (Expenses \$ 2,476,144. including grants of \$ NONE) (Revenue \$ NONE)

SUPPORT TO THE UNIVERSITY OF ALABAMA AT BIRMINGHAM.

4c (Code: _____) (Expenses \$ NONE including grants of \$ NONE) (Revenue \$ 1,182,060.)

CONTRACTED CLINICAL SERVICES WHERE THE PHYSICIANS SPECIALIZE IN
FAMILY MEDICINE, INTERNAL MEDICINE, PEDIATRICS,
OBSTETRICS/GYNECOLOGY AND PSYCHIATRY. THE FOUNDATION'S MEDICAL
SERVICES ARE DELIVERED IN NUMEROUS SETTINGS INCLUDING AMBULATORY
CLINICS, NURSING HOMES, HOSPITALS, MENTAL HEALTH CENTERS AND
PRISONS. THE FOUNDATION POSTS OVER 75,000 PATIENT ENCOUNTERS
ANNUALLY.

4d Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **▶** \$ 6,016,735. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	X
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4	X
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	X
10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	X
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	11	X
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If "Yes," complete Schedule F, Part I	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III	16	X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I	17	X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	X
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20	X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27	X

Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If "Yes," complete Schedule L, Part IV		X
b Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV	X	
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If "Yes," complete Schedule L, Part IV	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X

Form **990** (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns. Enter -0- if not applicable.	1a	NONE
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	NONE
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	48
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X
Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country: <u>See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</u>		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
6a	Did the organization solicit any contributions that were not tax deductible?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	X
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	X
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	X
10	Section 501(c)(7) organizations. Enter.		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter.		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	X
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	

Form 990 (2008)

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code)**Section A. Governing Body and Management**

	Yes	No
<i>For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O. See instructions.</i>		
1a Enter the number of voting members of the governing body	1a	17
b Enter the number of voting members that are independent	1b	9
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9a Does the organization have local chapters, branches, or affiliates?	9a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b	
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	11	X

Section B. Policies

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13 Does the organization have a written whistleblower policy?	13	X
14 Does the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
a The organization's CEO, Executive Director, or top management official?	15a	X
b Other officers or key employees of the organization?	15b	X
Describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ►

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► W. SCOTT BENCE 301 GOVERNORS DRIVE, SW SUITE 313 G HUNTSVILLE, AL 35801
256-539-7757

[illegible]

2	Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ▶	5
----------	---	---

- | | Yes | No |
|---|-----|----|
| | | |
| 3 | | X |
| | | |
| 4 | X | |
| | | |
| 5 | | X |

(A) Name and business address	(B) Description of services	(C) Compensation

- 10

Part VIII Statement of Revenue

23-7352886

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f					
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f						
Program Service Revenue	Business Code							
	2a	NET PATIENT REVENUE		7,171,384.	7,171,384.			
	b	MISCELLANEOUS		115,437.	115,437.			
	c	REFUNDS/REIMBURSEMENTS		28,270.	28,270.			
	d						
	e						
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		7,315,091.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		182,786.			182,786.	
	4	Income from investment of tax-exempt bond proceeds		NONE				
	5	Royalties		NONE				
		(i) Real	(ii) Personal					
	6a	Gross Rents						
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)		NONE				
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		1,355,476.						
	b	Less cost or other basis and sales expenses						
		1,786,234.						
	c	Gain or (loss)		-430,758.				
	d	Net gain or (loss)		-430,758.			-430,758.	
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from fundraising events		NONE				
	9a	Gross income from gaming activities See Part IV, line 19	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from gaming activities		NONE				
10a	Gross sales of inventory, less returns and allowances	a						
b	Less cost of goods sold	b						
c	Net income or (loss) from sales of inventory		NONE					
Miscellaneous Revenue			Business Code					
11a							
b							
c							
d	All other revenue							
e	Total. Add lines 11a-11d		NONE					
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		7,067,119.	7,315,091.	NONE	-247,972.		

Part IX Statement of Functional Expenses**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	NONE			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	1,250.	1,250.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	NONE			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages	2,744,846.	2,744,846.		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . .	223,340.	223,340.		
9 Other employee benefits	35,873.	35,873.		
10 Payroll taxes	NONE			
11 Fees for services (non-employees)				
a Management	77,900.		77,900.	
b Legal	8,102.		8,102.	
c Accounting	37,474.		37,474.	
d Lobbying	NONE			
e Professional fundraising services See Part IV, line 17	NONE			
f Investment management fees	NONE			
g Other	2,575,047.	2,575,047.		
12 Advertising and promotion	1,075.	1,075.		
13 Office expenses	16,439.	1,878.	14,561.	
14 Information technology	NONE			
15 Royalties	NONE			
16 Occupancy	NONE			
17 Travel	30,756.		30,756.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	44,490.		44,490.	
20 Interest	NONE			
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization . . .	3,011.	3,011.		
23 Insurance	NONE			
24 Other expenses. Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a TELEPHONE -----	12,361.	12,361.		
b INSURANCE -----	330,584.	328,768.	1,816.	
c DUES AND SUBSCRIPTIONS -----	23,616.	23,616.		
d REPAIRS AND MAINTENANCE -----	53,342.	53,342.		
e TRAINING & DEVELOPMENT -----	4,779.	4,779.		
f All other expenses -----	705,339.	7,549.	697,790.	
25 Total functional expenses. Add lines 1 through 24f	6,929,624.	6,016,735.	912,889.	
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	611.	1	611.
	2 Savings and temporary cash investments	3,414,650.	2	3,500,977.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	757,952.	4	835,293.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sales or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost basis	10a 90,330.		
	b Less accumulated depreciation. Complete Part VI of Schedule D.	10b 57,712.		
		35,630.	10c	32,618.
	11 Investments - publicly traded securities	2,261,763.	11	2,225,904.
	12 Investments - other securities. See Part IV, line 11	110,945.	12	473,705.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11	46,405.	15	26,880.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	6,627,956.	16	7,095,988.	
Liabilities	17 Accounts payable and accrued expenses	1,149,200.	17	1,090,466.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	1,149,200.	26	1,090,466.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	5,478,756.	27	6,005,522.
	28 Temporarily restricted net assets	NONE	28	NONE
	29 Permanently restricted net assets	NONE	29	NONE
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	5,478,756.	33	6,005,522.
	34 Total liabilities and net assets/fund balances	6,627,956.	34	7,095,988.

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a X	
b	Were the organization's financial statements audited by an independent accountant?	2b X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
b	If "Yes," did the organization undergo the required audit or audits?	3b	

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2008

**Open to Public
Inspection**

Employer identification number

23-7352886

The organization is not a private foundation because it is (Please check only one organization)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).** (Attach Schedule H)
4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)
9 ☒ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).** (see instructions)
11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
a ☐ Type I b ☐ Type II c ☐ Type III - Functionally Integrated d ☐ Type III - Other
e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box _____
g ☐ Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? _____

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

h Provide the following information about the organizations the organization supports

[illegible]

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990

Schedule A (Form 990 or 990-EZ) 2008

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1-3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (See instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	9,125.	1,000.	3,025.	1,743.	NONE	14,893.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	6,174,428.	6,832,286.	6,896,511.	7,093,740.	7,315,091.	34,312,056.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5	6,183,553.	6,833,286.	6,899,536.	7,095,483.	7,315,091.	34,326,949.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6)						34,326,949.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6	6,183,553.	6,833,286.	6,899,536.	7,095,483.	7,315,091.	34,326,949.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	90,476.	155,202.	NONE	182,970.	182,786.	611,434.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	90,476.	155,202.	NONE	182,970.	182,786.	611,434.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	24,574.	155,765.	64,921.	138,233.	NONE	383,493.
13 Total support. (Add lines 9, 10c, 11, and 12)						35,321,876.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	97.18%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	97.03%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	1.73%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	2.02%

- 19a 33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ☒
- b 33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ☐
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information (see instructions)

SCHEDULE A, PART III - OTHER INCOME

DESCRIPTION	2004	2005	2006	2007	2008	TOTAL
MISCELLANEOUS	24,574.	155,765.	64,921.	138,233.	NONE	383,493.
TOTALS	24,574.	155,765.	64,921.	138,233.	NONE	383,493.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008

Open to Public Inspection

THE VALLEY FOUNDATION

Employer identification number

23-7352886

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply).

- a ☐ Public exhibition d ☐ Loan or exchange programs
 b ☐ Scholarly research e ☐ Other _____
 c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► _____ %
 c Term endowment ► _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings		90,330.	57,712.	32,618.
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c))				32,618.

Schedule D (Form 990) 2008

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other ACCRUED INTEREST	13,374	
CERTIFICATE OF DEPOSIT	450,000	
INTERNATIONAL DEBT OBLIGATIONS	10,331	
Total. (Column (b) should equal Form 990, Part X, col (B) line 12) ►	473,705	

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col (B) line 13) ▶		

Part IX **Other Assets.** See Form 990, Part X, line 15

(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col (B) line 15.)	26,880

Part X **Other Liabilities.** See Form 990, Part X, line 25.

(a) Description of liability	(b) Amount
Federal income taxes	
Total. (Column (b) should equal Form 990, Part X, col (B) line 25)	

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,067,119.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	6,929,624.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	137,495.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4-8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	137,495.

Part XII	Reconciliation of Revenue per Audited Financial Statements With Revenue per Return
----------	--

1	Total revenue, gains, and other support per audited financial statements		1	7,456,390.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12.			
a	Net unrealized gains on investments	2a	389,271.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIV)	2d		
e	Add lines 2a through 2d		2e	389,271.
3	Subtract line 2e from line 1		3	7,067,119.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1.			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIV)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)		5	7,067,119.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	6,929,624.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Losses reported on Form 990, Part IX, line 25	2c		
d	Other (Describe in Part XIV)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	6,929,624.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIV)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This should equal Form 990, Part I, line 18.)		5	6,929,624.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

[illegible]

Part XIV Supplemental Information *(continued)*

Area with horizontal dashed lines for supplemental information.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ Attach to Form 990. To be completed by organizations
that answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

THE VALLEY FOUNDATION

Employer identification number

23-7352886

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- a** Receive a severance payment or change of control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

X

X

X

X

X

X

X

X

X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(i) DR. MELISSA BEHRINGER	60,744.	20,679.	NONE	3,037.	2,236.	86,696.	NONE
(ii) DR. MELISSA BEHRINGER	70,426.	1,500.	165.	13,010.	14,266.	99,367.	NONE
(i) MR. W. SCOTT BENICE	54,678.	42,000.	NONE	2,734.	2,349.	101,761.	NONE
(ii) MR. W. SCOTT BENICE	126,249.	NONE	314.	22,247.	15,799.	164,609.	NONE
(i) DR. ROBERT RICH	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) DR. ROBERT RICH	630,835.	309.	14,077.	185,661.	13,106.	843,988.	NONE
(i) DR. ROBERT CENTOR	833.	10,000.	NONE	NONE	NONE	10,833.	NONE
(ii) DR. ROBERT CENTOR	236,653.	NONE	2,428.	40,485.	10,800.	290,366.	NONE
(i) DR. TARAK VASAVADA	69,300.	64,000.	NONE	NONE	NONE	133,300.	NONE
(ii) DR. TARAK VASAVADA	115,555.	NONE	417.	20,581.	14,379.	150,932.	NONE
(i) DR. JAMES LIGHT	77,037.	38,500.	NONE	NONE	NONE	115,537.	NONE
(ii) DR. JAMES LIGHT	105,709.	300.	982.	18,722.	12,216.	137,929.	NONE
(i) DR. RALPH SAMLOWSKI	73,000.	36,573.	NONE	NONE	NONE	109,573.	NONE
(ii) DR. RALPH SAMLOWSKI	72,053.	750.	265.	9,611.	19,493.	102,172.	NONE
(i) DR. AMY TAKACS	82,400.	31,500.	NONE	NONE	NONE	113,900.	NONE
(ii) DR. AMY TAKACS	56,507.	300.	58.	10,653.	14,115.	81,633.	NONE
(i) DR. TIFFANI MAYCOCK	70,000.	30,119.	NONE	NONE	NONE	100,119.	NONE
(ii) DR. TIFFANI MAYCOCK	52,603.	750.	44.	251.	5,241.	58,889.	NONE
(i) DR. MARCIA CHESEBRO	60,988.	31,561.	NONE	NONE	NONE	92,549.	NONE
(ii) DR. MARCIA CHESEBRO	110,187.	NONE	1,788.	18,943.	6,992.	137,910.	NONE
(i) MR. WILLIAM FERNIANY	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) MR. WILLIAM FERNIANY	179,866.	NONE	4,366.	51,243.	3,739.	239,214.	NONE
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							

Schedule J (Form 990) 2008

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information

Area with horizontal dashed lines for supplemental information.

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No 1545-0047

2008

**Open to Public
Inspection**

Name of the Organization

THE VALLEY FOUNDATION

Employer Identification number

23-7352886

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MR. W. F. SANDERS DIRECTOR		X						NONE	NONE	
MR. PETER LOWE DIRECTOR		X						NONE	NONE	
DR. MELISSA BEHRINGER FACULTY/DIRECTOR		X						81,423.	72,091.	32,549.
MR. JOE RITCH EX - OFFICIO		X						NONE	NONE	
MR. THOMAS YOUNG DIRECTOR		X						NONE	NONE	
DR. JAMES LIGHT FACULTY MEMBER DIR		X						115,537.	106,991.	37,563.
MR. DAVID SPILLERS DIRECTOR		X						NONE	NONE	
DR. LAKSHMI NALLAMALLA DIRECTOR		X						NONE	NONE	
DR. MARCIA CHESEBRO FACULTY/DIRECTOR		X						92,549.	111,975.	31,452.
MR. WILLIAM FERNIANY DIRECTOR		X						NONE	184,232.	54,982.
MR. RONALD GRAY EX-OFFICIO/DIRECTOR		X						NONE	NONE	
MS. CRYSTAL SHELL DIRECTOR		X						NONE	NONE	
MR. EDWARD MAPLES DIRECTOR		X						NONE		
MR. SCHUYLER RICHARDSON DIRECTOR		X						NONE		
DR. AMY STUCKY DIRECTOR		X						NONE		
MR. JOHN WYNN DIRECTOR		X						NONE		
MS. PAULA COTHREN SECRETARY				X				97,070.	NONE	5,828.
MR. W. SCOTT BENCE TREASURER				X				96,678.	126,563.	43,129.
DR. ROBERT RICH CHAIRMAN OF THE BOARD				X				NONE	645,221.	198,767.
DR. ROBERT CENTOR PRESIDENT				X				10,833.	239,081.	51,285.
DR. TARAK VASAVADA EMPLOYEE						X		133,300.	115,972.	41,832.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J-2 (Form 990) 2008

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.**

2008

Name of the Organization

Employer Identification number

THE VALLEY FOUNDATION

23-7352886

[illegible]

Schedule J-2 (Form 990) 2008

JSA

8E1294 1 000

1 000
30471I 3857

V08-8.3 804940

27

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, lines 38b or 40b.

OMB No 1545-0047

2008

**Open To Public
Inspection**

Name of the organization

THE VALLEY FOUNDATION

Employer identification number

23-7352886

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year
under section 4958 ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II Loans to and/or From Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total ▶ \$										

Part III Grants or Assistance Benefitting Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
W.F. SANDERS	DIRECTOR		FINANCIAL ADVISORY SERVICES		X
TOM YOUNG	DIRECTOR		ON BOARD OF VALLEY BANK		X
DAVID SPILLERS	DIRECTOR		ON BOARD OF HUNTSVILLE HOSP.		X
ED MAPLES	DIRECTOR		RETIRE. INC. FROM VALLEY FIRM		X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule L (Form 990 or 990-EZ) 2008

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

**Open to Public
Inspection**

Employer identification number

THE VALLEY FOUNDATION

23-7352886

PROCEDURE FOR MONITORING COMPLIANCE WITH CONFLICT OF INTEREST POLICY

PART VI, SECTION B, LINE 12C

ANNUAL DISCLOSURES ARE MADE AND SUBMITTED TO LEGAL COUNSEL FOR REVIEW AND

MITIGATION SUGGESTIONS. AN AD-HOC COMMITTEE OF THE BOARD THEN REVIEWS AND

ENFORCES COMPLIANCE WITH THE POLICY.

Name of the organization

Employer identification number

THE VALLEY FOUNDATION

23-7352886

PROCESS FOR DETERMINING COMPENSATIONPART VI, SECTION B, LINE 15A & 15BCOMPENSATION COMMITTEE OF BOARD RETAINS SOLE APPROVAL AUTHORITY FORCOMPENSATION AND IS COMPRISED OF INDEPENDENT DIRECTORS. COMPENSATIONCOMMITTEE REVIEWS AND COMPARES CURRENT SALARY TO NATIONAL SALARY/WAGEDATA FOR SIMILARLY SITUATED INDIVIDUALS (EG. MGMA, AAMC, SOM, ETC.).

Name of the organization

Employer identification number

THE VALLEY FOUNDATION

23-7352886

FAMILY OR BUSINESS RELATIONSHIPS

PART VI, SECTION A, LINE 2

JOHN WYNN & W.F. SANDERS HAVE A BUSINESS RELATIONSHIP. BOTH ARE TRUSTEES

FOR THE JANE KNIGHT LOWE CHARITABLE FOUNDATION AND MEMBERS OF BIG SPRINGS

INC. BOARD.

Name of the organization

Employer identification number

THE VALLEY FOUNDATION

23-7352886

PROCESS FOR MAKING DOCUMENTS AVAILABLE TO THE PUBLICPART VI, SECTION C, LINE 19THE VALLEY FOUNDATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTERESTPOLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC ONLY UPONREQUEST.

Part V Transactions With Related Organizations**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV.**1** During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Gift, grant, or capital contribution to other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Gift, grant, or capital contribution from other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Loans or loan guarantees to or for other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
e Loans or loan guarantees by other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
f Sale of assets to other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
g Purchase of assets from other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
h Exchange of assets	<input type="checkbox"/>	<input checked="" type="checkbox"/>
i Lease of facilities, equipment, or other assets to other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
j Lease of facilities, equipment, or other assets from other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
k Performance of services or membership or fundraising solicitations for other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
l Performance of services or membership or fundraising solicitations by other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
m Sharing of facilities, equipment, mailing lists, or other assets	<input type="checkbox"/>	<input checked="" type="checkbox"/>
n Sharing of paid employees	<input type="checkbox"/>	<input checked="" type="checkbox"/>
o Reimbursement paid to other organization for expenses	<input type="checkbox"/>	<input checked="" type="checkbox"/>
p Reimbursement paid by other organization for expenses	<input type="checkbox"/>	<input checked="" type="checkbox"/>
q Other transfer of cash or property to other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
r Other transfer of cash or property from other organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(A) Name of other organization(s)	(B) Transaction type (e-r)	(C) Amount involved
(1) UAB		M	NONE
(2) UAB		N	NONE
(3) UAB		O	2,476,144.
(4)			
(5)			
(6)			

Schedule R (Form 990) 2008

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION
=====

TO GRATEFULLY TREAT ALL PATIENTS AND STAFF WITH COMPASSION, RESPECT AND UNDERSTANDING WHILE PROVIDING THE HIGHEST QUALITY MEDICAL CARE AND SERVICE AVAILABLE IN NORTH ALABAMA. WE ARE DEDICATED TO SATISFYING THE INDIVIDUAL NEEDS OF OUR PATIENTS THROUGH PROVIDING EASY ACCESS TO SERVICES IN A SAFE AND CARING ENVIRONMENT WHERE EVERYONE FEELS SPECIAL. THE SCHOOL OF MEDICINE IS DEDICATED TO THE EDUCATION OF PHYSICIANS AND SCIENTISTS IN ALL OF THE DISCIPLINES OF MEDICINE AND BIOMEDICAL INVESTIGATION FOR CAREERS IN PRACTICE, TEACHING AND RESEARCH. NECESSARY TO THIS EDUCATIONAL MISSION IS THE PROVISION OF OUTSTANDING MEDICAL CARE AND SERVICES AND THE ENHANCEMENT OF NEW KNOWLEDGE THROUGH CLINICAL AND BASIC BIOMEDICAL RESEARCH.

FORM 990, SCHEDULE R, PART II - NAMES OF RELATED ORGANIZATIONS

=====

The attached list of entities are foundations or subsidiaries affiliated with the University of Alabama System and its various campuses. Some of these entities may not meet the IRS definition of "related organization" for purposes of Schedule R. They are included, however, on this attached statement for purposes of completeness and transparency.

THE UNIVERSITY OF ALABAMA SYSTEM OFFICE	EXEMPT
THE UNIVERSITY FOUNDATION	EXEMPT
THE UNIVERSITY OF ALABAMA	EXEMPT
THE CAPSTONE FOUNDATION	EXEMPT
THE CRIMSON TIDE FOUNDATION	EXEMPT
THE UNIVERSITY OF ALABAMA LAW SCHOOL FOUNDATION	EXEMPT
1831 FOUNDATION	EXEMPT
DONOR ADVISED FUND	EXEMPT
NATIONAL ALUMNI ASSOCIATION OF THE UNIVERSITY OF ALABAMA	EXEMPT
CAPSTONE HEALTH SERVICES FOUNDATION	EXEMPT
THE UNIVERSITY OF ALABAMA RESEARCH FOUNDATION	EXEMPT
THE GORGAS MEMORIAL BOARD	EXEMPT
THE UNIVERSITY OF ALABAMA AT BIRMINGHAM	EXEMPT
THE UAB RESEARCH FOUNDATION	EXEMPT
THE UAB EDUCATIONAL FOUNDATION	EXEMPT
NATIONAL ALUMNI SOCIETY OF THE UNIVERSITY OF ALABAMA AT BIRMINGHAM	EXEMPT
UNIVERSITY OF ALABAMA SCHOOL OF MEDICINE ALUMNI ASSOCIATION	EXEMPT
SOUTHERN RESEARCH INSTITUTE	EXEMPT
THE UNIVERSITY OF ALABAMA PROFESSIONAL LIABILITY TRUST FUND	EXEMPT
THE UNIVERSITY OF ALABAMA COMPREHENSIVE GENERAL LIABILITY TRUST FUND	EXEMPT
CENTER FOR INFECTIOUS DISEASE RESEARCH, ZAMBIA LIMITED	EXEMPT
THE GORGAS MEMORIAL INSTITUTE OF TROPICAL & PREVENTATIVE MEDICINE, INC.	EXEMPT
THE UNIVERSITY OF ALABAMA IN HUNTSVILLE	EXEMPT
THE UNIVERSITY OF ALABAMA IN HUNTSVILLE FOUNDATION	EXEMPT
THE UNIVERSITY OF ALABAMA IN HUNTSVILLE ALUMNI FOUNDATION	EXEMPT
THE UNIVERSITY OF ALABAMA IN HUNTSVILLE EMINENT SCHOLARS FOUNDATION	EXEMPT
THE UAB HEALTH SYSTEM	EXEMPT
UAB HEALTH SYSTEM MANAGEMENT, INC.	EXEMPT
THE UNIVERSITY OF ALABAMA HEALTH SERVICES FOUNDATION	EXEMPT
THE MEDICAL ADVANCEMENT FOUNDATION	EXEMPT
THE CALLAHAN EYE FOUNDATION HOSPITAL	EXEMPT
THE OPHTHALMOLOGY SERVICES FOUNDATION	EXEMPT
VALLEY FOUNDATION	EXEMPT
THE HEALTH CARE AUTHORITY FOR MEDICAL WEST	EXEMPT
THE HEALTH CARE AUTHORITY FOR BAPTIST HEALTH	EXEMPT
THE HEALTH CARE AUTHORITY FOR UAB HIGHLANDS	EXEMPT
UAB HEALTH SYSTEM MANAGEMENT, INC.	EXEMPT

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

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization THE VALLEY FOUNDATION		Employer identification number 23-7352886
	Number, street, and room or suite no. If a P.O. box, see instructions 301 GOVERNORS DRIVE, SW		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HUNTSVILLE, AL 35801		

Check type of return to be filed (file a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ▶ UAHSF

Telephone No ▶ 205 731-9881

FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ ☐ calendar year _____ or
▶ ☒ tax year beginning 10/01, 2008, and ending 09/30, 2009.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	NONE
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	NONE
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	NONE

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

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

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**.
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	THE VALLEY FOUNDATION	23-7352886
	Number, street, and room or suite no. If a P O box, see instructions	For IRS use only
	301 GOVERNORS DRIVE, SW	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	HUNTSVILLE, AL 35801	

Check type of return to be filed (File a separate application for each return)

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

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

- The books are in the care of ☒ **UAHSF**
Telephone No. ☒ 205 731-9881 FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) N/A. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until 08/15/2010.
- 5 For calendar year 10/01/2008, or other tax year beginning 10/01/2008, and ending 09/30/2009.
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension TAXPAYER REQUIRES ADDITIONAL TIME TO OBTAIN INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	NONE
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	NONE
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	NONE

Signature and Verification

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

Signature  Title **TAX PREPARER** Date **5-5-2010**

PRICEWATERHOUSECOOPERS LLP
1901 6TH AVENUE NORTH/SUITE 1600
BIRMINGHAM, AL 35203

Form **8868** (Rev 4-2009)