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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

2010

Open to Public
Inspection

A For the 2010 calendar year, or tax year beginning

10/01, 2010, and ending

09/30, 2011

B Check if applicable		C Name of organization THE VALLEY FOUNDATION				D Employer identification number 23-7352886	
Address change		Doing Business As				E Telephone number (256) 539-7757	
Name change		Number and street (or P O box if mail is not delivered to street address) 301 GOVERNORS DRIVE, SW				Room/suite	
Initial return		City or town, state or country, and ZIP + 4 HUNTSVILLE, AL 35801				G Gross receipts \$ 7,733,195.	
Terminated		F Name and address of principal officer ROBERT CENTOR 301 GOVERNORS DRIVE, SW HUNTSVILLE, AL 35801				H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Amended return						H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
Application pending						If "No," attach a list (see instructions)	
I Tax-exempt status		X 501(c)(3)	501(c)()	◀ (insert no)	4947(a)(1) or	527	H(c) Group exemption number ► N/A
J Website:		► N/A					
K Form of organization		X Corporation	Trust	Association	Other ►	L Year of formation 1973 M State of legal domicile AL	

Part I Summary

1 Briefly describe the organization's mission or most significant activities
THE FOUNDATION PROVIDES ASSISTANCE TO THE UNIVERSITY OF ALABAMA AT BIRMINGHAM FOR ITS MEDICAL EDUCATION, TRAINING, AND RESEARCH PROGRAMS.

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net 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 individuals employed in calendar year 2010 (Part V, line 2a) 5 56.

6 Total number of volunteers (estimate if necessary) 6 0.

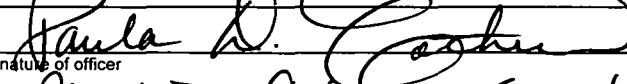
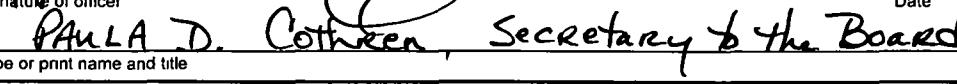
7a Total gross unrelated business revenue from Part VIII, column (C), line 12 7a

b Net unrelated business taxable income from Form 990-T, line 34 7b

Revenue	RECEIVED AUG 20 2012 IRS	Prior Year		Current Year							
		3	17	4	9	5	56	6	0	7a	7b
8 Contributions and grants (Part VIII, line 1h)		0.	0.	0.	0.	0.	0.	0.	0.	0.	0.
9 Program service revenue (Part VIII, line 2g)		7,458,183.	7,639,924.	7,458,183.	7,639,924.	7,458,183.	7,639,924.	7,458,183.	7,639,924.	7,458,183.	7,639,924.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		270,840.	93,271.	270,840.	93,271.	270,840.	93,271.	270,840.	93,271.	270,840.	93,271.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0.	0.	0.	0.	0.	0.	0.	0.	0.	0.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		7,729,023.	7,733,195.	7,729,023.	7,733,195.	7,729,023.	7,733,195.	7,729,023.	7,733,195.	7,729,023.	7,733,195.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0.	0.	0.	0.	0.	0.	0.	0.	0.	0.
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.	0.	0.	0.	0.	0.	0.	0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		2,875,642.	3,177,793.	2,875,642.	3,177,793.	2,875,642.	3,177,793.	2,875,642.	3,177,793.	2,875,642.	3,177,793.
16 a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.	0.	0.	0.	0.	0.	0.	0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ►											
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		4,352,501.	4,172,202.	4,352,501.	4,172,202.	4,352,501.	4,172,202.	4,352,501.	4,172,202.	4,352,501.	4,172,202.
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		7,228,143.	7,349,995.	7,228,143.	7,349,995.	7,228,143.	7,349,995.	7,228,143.	7,349,995.	7,228,143.	7,349,995.
19 Revenue less expenses Subtract line 18 from line 12		500,880.	383,200.	500,880.	383,200.	500,880.	383,200.	500,880.	383,200.	500,880.	383,200.
20 Total assets (Part X, line 16)		Beginning of Current Year	End of Year	7,736,710.	7,872,940.	7,736,710.	7,872,940.	7,736,710.	7,872,940.	7,736,710.	7,872,940.
21 Total liabilities (Part X, line 26)				1,213,497.	1,012,382.	1,213,497.	1,012,382.	1,213,497.	1,012,382.	1,213,497.	1,012,382.
22 Net assets or fund balances Subtract line 21 from line 20				6,523,213.	6,860,558.	6,523,213.	6,860,558.	6,523,213.	6,860,558.	6,523,213.	6,860,558.

Part II Signature Block

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

Sign Here		8/14/2012
	Signature of officer	Date
		
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name Travis L. Patton	Preparer's signature	Date 08/10/2012	Check if self-employed <input type="checkbox"/>	PTIN P00369623
	Firm's name ► PRICEWATERHOUSECOOPERS LLP			Firm's EIN ► 13-4008324	
	Firm's address ► 1901 6TH AVENUE NORTH/SUITE 1600 BIRMINGHAM, AL 35203			Phone no	205-252-8400
	May the IRS discuss this return with the preparer shown above? (see instructions)				<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2010)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission
ATTACHMENT 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 \$ 4,615,872, including grants of \$ 0) (Revenue \$ 6,529,550)
 PATIENT CARE SERVICES. PATIENT ENCOUNTERS THIS YEAR WERE APPROXIMATELY 87,000.

4b (Code _____) (Expenses \$ 2,734,123, including grants of \$ 0) (Revenue \$ 0)
 SUPPORT TO THE UNIVERSITY OF ALABAMA AT BIRMINGHAM. 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 FOUTH YEAR MEDICAL STUDENTS AND FAMILY MEDICINE RESIDENTS. TRAINING WAS PROVIDED FOR 36 RESIDENTS AND 70 MEDICAL STUDENTS.

4c (Code _____) (Expenses \$ 0, including grants of \$ 0) (Revenue \$ 1,110,374)
 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.

4d Other program services (Describe in Schedule O)
 (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)
4e Total program service expenses ► 7,349,995.

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? (see instructions)	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, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II.	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or 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, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a X	
b Did the organization report an amount for investments—othersecurities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b X	
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.	11c X	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f X	
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 X	
14 a Did the organization maintain an office, employees, or agents outside of the United States?	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 United States? If "Yes," complete Schedule F, Parts I and IV.	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, Parts II and IV	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, Parts III and IV	16 X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions 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 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 X	
20 a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a X	
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b	

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States 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 of grants and other assistance to individuals in the United States 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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24 a	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 lines 24b through 24d and complete Schedule K If "No," go to line 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	
25 a	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	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? 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, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):	28a	X
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28b	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28c	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	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.	33	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	34	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	35	X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?		
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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	36	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	37	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

Part V Statements Regarding Other IRS Filings and Tax Compliance		Check if Schedule O contains a response to any question in this Part V. <input type="checkbox"/>	
		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	0
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
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	56
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
3b		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)? If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts	4a	X
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
6b	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).	7a	X
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	X
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	X
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	X
9	Sponsoring organizations maintaining donor advised funds.	9b	X
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
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	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI X

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 17	
b	Enter the number of voting members included in line 1a, above, who 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 governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant 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 organization 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	
9	Is there any officer, director, 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	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a	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?	10b	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
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
	If "Yes" to line 15a or 15b, 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 ► AL,
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
	<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

 Check if Schedule O contains a response to any question in this Part VII.
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any See instructions for definition of "key employee"
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
(1) MR. W. F. SANDERS DIRECTOR	1.00	X					0	0	0
(2) MR. PETER LOWE DIRECTOR	1.00	X					0	0	0
(3) MR. JOE RITCH DIRECTOR	1.00	X					0	0	0
(4) MR. SCHUYLER RICHARDSON DIRECTOR	1.00	X					0	0	0
(5) MR. JOHN WYNN DIRECTOR	1.00	X					0	0	0
(6) MR. THOMAS YOUNG DIRECTOR	1.00	X					0	0	0
(7) MR. EDWARD W. MAPLES DIRECTOR	1.00	X					0	0	0
(8) MR. DAVID SPILLERS DIRECTOR	1.00	X					0	0	0
(9) DR. LAKSHMI NALLAMALLA DIRECTOR	1.00	X					0	0	0
(10) DR. LOURDES CORMAN FACULTY/DIRECTOR	50.00	X					73,162	126,962	28,476
(11) DR. MARCIA CHESEBRO FACULTY/DIRECTOR	50.00	X					92,791	114,982	34,096
(12) DR. PIPPA ABSTON FACULTY/DIRECTOR	32.00	X					50,405	46,535	35,166
(13) MR. WILLIAM FERNIANY DIRECTOR	1.00	X					0	873,509	179,533
(14) MR. RONALD GRAY DIRECTOR	1.00	X					0	0	0
(15) MS. CRYSTAL SHELL DIRECTOR	1.00	X					0	0	0
(16) DR. AMY STUCKY DIRECTOR		X					0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees(continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
(17) MS. PAULA COTHREN SECRETARY	50.00		X				101,484.	0	8,001.
(18) MR. SCOTT BENCE TREASURER	50.00		X				79,957.	125,946.	71,440.
(19) DR. ROBERT CENTOR PRESIDENT, CEO	30.00		X				22,288.	241,899.	50,183.
(20) MR. RAY WATTS CHAIRMAN OF THE BOARD	1.00		X				0.	638,391.	127,526.
(21) DR. TARAK VASAVADA FACULTY MEMBER	50.00				X		139,115.	115,636.	44,838.
(22) DR. NANCY BLEVINS EMPLOYEE	50.00				X		105,900.	68,157.	18,136.
(23) DR. TIFFANI MAYCOCK EMPLOYEE	50.00				X		103,128.	52,890.	21,917.
(24) DR. RALPH SAMLOWSKI EMPLOYEE	50.00				X		110,868.	75,530.	31,998.
(25) DR. AMY TAKACS EMPLOYEE	50.00				X		102,629.	52,028.	42,377.
(26)									
(27)									
(28)									
1b Sub-total							981,727.	2,532,465.	693,687.
c Total from continuation sheets to Part VII, Section A									
d Total (add lines 1b and 1c)							981,727.	2,532,465.	693,687.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ► 6

	Yes	No
3		X
4	X	
5	X	

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 0		

Part VIII Statement of Revenue

		(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	►	0			
Program Service Revenue	Business Code					
	2a NET PATIENT REVENUE		7,465,235.	7,465,235.		
	b PAYER INCENTIVES		83,804	83,804		
	c MISCELLANEOUS		90,885	90,885		
	d					
	e					
	f All other program service revenue	►	7,639,924			
	g Total. Add lines 2a-2f	►				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	►	93,271		93,271	
	4 Income from investment of tax-exempt bond proceeds	►	0			
	5 Royalties	►	0			
	6a Gross Rents.	(i) Real	(ii) Personal			
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)	►	0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis and sales expenses						
c Gain or (loss)						
d Net gain or (loss)	►					
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	►	0				
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	►	0				
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	►	0				
Miscellaneous Revenue		Business Code				
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d	►	0				
12 Total revenue. See instructions	►	7,733,195	7,639,924		93,271	

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 US See Part IV, line 21	0.			
2 Grants and other assistance to individuals in the US See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the US See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	981,727.	981,727.		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	1,951,959.	1,951,959.		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0.			
9 Other employee benefits	125,555.	125,555.		
10 Payroll taxes	118,552.	118,552.		
11 Fees for services (non-employees)				
a Management	0.			
b Legal	937.		937.	
c Accounting	37,316.		37,316.	
d Lobbying	0.			
e Professional fundraising services See Part IV, line 17	0.			
f Investment management fees	0.			
g Other	2,785,275.	2,727,501.	57,774.	
12 Advertising and promotion	450.	450.		
13 Office expenses	18,923.	209.	18,714.	
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	0.			
17 Travel	32,143.		32,143.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	36,633.		36,633.	
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	8,012.	8,012.		
23 Insurance	0.			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a <u>BAD DEBT EXPENSE</u>	852,343.		852,343.	
b <u>INSURANCE</u>	86,761.	85,324.	1,437.	
c <u>IMPAIRMENT - INVESTMENT</u>	77,699.		77,699.	
d <u>TRAINING AND DEVELOPMENT</u>	35,986.	9,486.	26,500.	
e <u>EQUIPMENT</u>	27,242.	27,242.		
f All other expenses	172,482.	95,839.	76,643.	
25 Total functional expenses. Add lines 1 through 24f	7,349,995.	6,131,856.	1,218,139.	
26 Joint Costs. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) 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	3,790,595.	2	4,220,577.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	743,507.	4	966,349.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		5	
	7 Notes and loans receivable, net		6	
	8 Inventories for sale or use		7	
	9 Prepaid expenses and deferred charges		8	
	10 a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 135,332.		
	b Less accumulated depreciation	10b 69,153.	10c 74,190.	10c 66,179.
	11 Investments - publicly traded securities	2,584,594.	11	2,309,828.
	12 Investments - other securities See Part IV, line 11	471,608.	12	245,741.
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	71,605.	15	63,655.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	7,736,710.	16	7,872,940.
Liabilities	17 Accounts payable and accrued expenses	1,213,497.	17	1,012,382.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial 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 to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	1,213,497.	26	1,012,382.
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	6,523,213.	27	6,860,558.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	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	6,523,213.	33	6,860,558.
	34 Total liabilities and net assets/fund balances	7,736,710.	34	7,872,940.

Form 990 (2010)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	7,733,195.
2 Total expenses (must equal Part IX, column (A), line 25)	2	7,349,995.
3 Revenue less expenses Subtract line 2 from line 1	3	383,200.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,523,213.
5 Other changes in net assets or fund balances (explain in Schedule O)	5	-45,855.
6 Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	6,860,558.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
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 line 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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

THE VALLEY FOUNDATION

Employer identification number

23-7352886

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

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).
 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).
 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?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 through 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 section 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 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3 % support test - 2010. 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 - 2009. 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 - 2010. 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 "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"/>		
b 10%-facts-and-circumstances test - 2009. 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 or if the organization failed to qualify under Part II
 If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	3,025	1,743				4,768
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	6,896,511	7,093,740	7,315,091	7,458,183	7,639,924	36,403,449
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 through 5	6,899,536	7,095,483	7,315,091	7,458,183	7,639,924	36,408,217
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 \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						36,408,217

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	6,899,536	7,095,483	7,315,091	7,458,183	7,639,924	36,408,217
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources		182,970	182,786	87,913	93,271	546,940
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	182,970	182,786	87,913	93,271	546,940	
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) ATCH 1.	64,921	138,233				203,154
13 Total support. (Add lines 9, 10c, 11, and 12)	6,964,457	7,416,686	7,497,877	7,546,096	7,733,195	37,158,311
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 2010 (line 8, column (f) divided by line 13, column (f))	15	97.98 %
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	97.35 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	1.47 %
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	1.67 %
19a 33 1/3 % support tests - 2010. 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 ► <input checked="" type="checkbox"/>		
b 33 1/3 % support tests - 2009. 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 ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2010

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information (See instructions)

ATTACHMENT 1

SCHEDULE A, PART III - OTHER INCOME

DESCRIPTION	2006	2007	2008	2009	2010	TOTAL
MISCELLANEOUS	64,921.	138,233.				203,154
TOTAL	<u>64,921</u>	<u>138,233</u>				<u>203,154</u>

SCHEDULE D
(Form 990)**Supplemental Financial Statements**

OMB No 1545-0047

2010Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Name of the organization

THE VALLEY FOUNDATION

Employer identification number

23-7352886

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring 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 education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 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 Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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, handling of violations, and enforcement of the conservation easements it holds? Yes No6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
► -----7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation 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 (ASC 958), 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 (ASC 958), 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 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ -----

b Assets included in Form 990, Part X ► \$ -----

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

Schedule D (Form 990) 2010

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

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

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other _____
c <input type="checkbox"/> 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 Escrow and Custodial Arrangements. Complete if the 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 XI V and complete the following table

	Amount
1c	
1d	
1e	
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 XI V

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 Net investment earnings, gains, and 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

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

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

Part VI 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) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		135,332.	69,153	66,179.
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ► 66,179.

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
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ►

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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Column (b) must 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
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ► 63,655.

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

(a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ►

2. FIN 48 (ASC 740) Footnote 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 (ASC 740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,733,195.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	7,349,995.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	383,200.
4	Net unrealized gains (losses) on investments	4	-45,856.
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 through 8	9	-45,856.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	337,344.

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	7,687,339.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-45,856.
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	-45,856.
3	Subtract line 2e from line 1	3	7,733,195.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	4	
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 must equal Form 990, Part I, line 12)	5	7,733,195.

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

1	Total expenses and losses per audited financial statements	1	7,349,995.
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	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	7,349,995.
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 must equal Form 990, Part I, line 18.)	5	7,349,995.

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, line 2, Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XIV Supplemental Information (continued)

**SCHEDULE J
(Form 990)**Department of the Treasury
Internal Revenue Service**Compensation Information**For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees► Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2010Open 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 checked="" 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 any of the boxes on line 1a are 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 type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input 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, with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment from the organization or a related organization?
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 section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

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 Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

Schedule J (Form 990) 2010

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees Use duplicate copies 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) Retirement and other 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				
1 MR. SCOTT BENCE	(i) 57,877. (ii) 125,631.	22,080. 0.	0. 315.	0. 23,204.	0. 0.	79,957. 18,062.	0. 167,212.
2 DR. ROBERT CENTOR	(i) 5,000. (ii) 237,875.	17,288. 0.	0. 4,024.	0. 42,226.	0. 7,957.	22,288. 292,082.	0. 0.
3 DR. TARAK VASAVADA	(i) 54,115. (ii) 115,146.	85,000. 0.	0. 490.	3,552. 21,466.	3,475. 16,345.	146,142. 153,447.	0. 0.
4 DR. NANCY BLEVINS	(i) 57,166. (ii) 67,167.	48,734. 800.	0. 190.	0. 11,901.	0. 399.	105,900. 80,457.	0. 0.
5 DR. TIFFANI MAYCOCK	(i) 66,666. (ii) 52,396.	36,462. 400.	0. 94.	3,588. 9,480.	2,768. 6,081.	109,484. 68,451.	0. 0.
6 DR. RALPH SAMLOWSKI	(i) 73,192. (ii) 74,315.	37,676. 800.	0. 415.	0. 10,285.	0. 18,693.	113,888. 104,508.	0. 0.
7 DR. LOURDES CORMAN	(i) 62,662. (ii) 124,072.	10,500. 0.	0. 2,890.	3,788. 21,741.	2,117. 830.	79,067. 149,533.	0. 0.
8 DR. MARCIA CHESEBRO	(i) 57,489. (ii) 113,809.	35,302. 0.	0. 1,173.	3,145. 20,408.	2,420. 8,123.	98,356. 143,513.	0. 0.
9 DR. AMY TAKACS	(i) 78,476. (ii) 51,924.	24,153. 0.	0. 104.	4,223. 11,059.	2,914. 24,181.	109,766. 87,268.	0. 0.
10 MR. RAY WATTS	(i) 610,894. (ii) 0.	23,000. 0.	0. 4,497.	106,888. 0.	0. 20,638.	765,917. 19,825.	0. 0.
11 MR. WILLIAM FERNIANY	(i) 601,767. (ii) 0.	255,588. 0.	16,154. 0.	159,708. 0.	0. 0.	1,053,042. 1,053,042.	0. 0.
12							
13							
14							
15							
16							

Schedule J (Form 990) 2010

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.

HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES DETAIL

SCHEDULE J, PART I, LINE 1A

SOCIAL CLUB DUES WERE PAID FOR W. SCOTT BENCE TO THE LEDGES.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

► Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2010

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)

Complete if the organization answered "Yes" on Form 990, Part IV, line 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
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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.

Complete if the organization 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
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total				► \$						

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2010

Schedule L (Form 990 or 990-EZ) 2010

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 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
(1) W F SANDERS	DIRECTOR	18,951	SEE SCHEDULE O	X	
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization
THE VALLEY FOUNDATION

Employer identification number
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.

PROCESS FOR DETERMINING COMPENSATION

PART VI, SECTION B, LINE 15A & 15B

COMPENSATION COMMITTEE OF BOARD RETAINS SOLE APPROVAL AUTHORITY FOR
COMPENSATION AND IS COMPRISED OF INDEPENDENT DIRECTORS. COMPENSATION
COMMITTEE REVIEWS AND COMPARES CURRENT SALARY TO NATIONAL SALARY/WAGE
DATA FOR SIMILARLY SITUATED INDIVIDUALS (EG. MGMA, AAMC, SOM, ETC.).

PROCESS FOR MAKING DOCUMENTS AVAILABLE TO THE PUBLIC

PART VI, SECTION C, LINE 19

THE VALLEY FOUNDATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST
POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC ONLY UPON
REQUEST.

PROCESS FOR REVIEWING FORM 990

PART VI, SECTION B, LINE 11A

THE FINANCE COMMITTEE AND THE BOARD OF DIRECTORS REVIEW THE DOCUMENT
BEFORE IT IS FILED.

Name of the organization THE VALLEY FOUNDATION	Employer identification number 23-7352886
--	---

FAMILY/BUSINESS RELATIONSHIPS BETWEEN OFFICERS, DIRECTORS, TRUSTEES, ETC.

PART VI, SECTION A, LINE 2

JOHN WYNN AND W. F. SANDERS BUSINESS RELATIONSHIP: BOTH ARE MEMBERS OF
BIG SPRING

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

FORM 990, PART XI, LINE 5

NET UNREALIZED LOSS RELATED TO INVESTMENTS

TRANSACTIONS WITH INTERESTED PERSONS

SCHEDULE L, PART IV

W.F. SANDERS' SON-IN-LAW PROVIDED FINANCIAL SERVICES TO VALLEY FOUNDATION
FOR THE PERIOD ENDED 9/30/2011.

ATTACHMENT 1

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.

SCHEDULE R
(Form 990)**Related Organizations and Unrelated Partnerships**Department of the Treasury
Internal Revenue Service► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
► Attach to Form 990.
► See separate instructions.Name of the organization
THE VALLEY FOUNDATIONOMB No 1545-0047
2010Open to Public
InspectionName of the organization
Employer identification number
23-7352886**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) _____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1) SEE ATTACHMENT _____	_____	_____	_____	_____	N/A	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(2) _____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____	_____
(7) _____	_____	_____	_____	_____	_____	_____

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

Schedule R (Form 990) 2010

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Dependent organization?	(i) Code V-JUBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership	
Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
(1) _____											
(2) _____											
(3) _____											
(4) _____											
(5) _____											
(6) _____											
(7) _____											

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp., S corp., or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership				
Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
(1) _____											
(2) _____											
(3) _____											
(4) _____											
(5) _____											
(6) _____											
(7) _____											

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

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 or (iv) rent from a controlled entity	1a	x
b	Gift, grant, or capital contribution to other organization(s)	1b	x
c	Gift, grant, or capital contribution from other organization(s)	1c	x
d	Loans or loan guarantees to or for other organization(s)	1d	x
e	Loans or loan guarantees by other organization(s)	1e	x
f	Sale of assets to other organization(s)	1f	x
g	Purchase of assets from other organization(s)	1g	x
h	Exchange of assets	1h	x
i	Lease of facilities, equipment, or other assets to other organization(s)	1i	x
j	Lease of facilities, equipment, or other assets from other organization(s)	1j	x
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k	x
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l	x
m	Sharing of facilities, equipment, mailing lists, or other assets	1m	x
n	Sharing of paid employees	1n	x
o	Reimbursement paid to other organization for expenses	1o	x
p	Reimbursement paid by other organization for expenses	1p	x
q	Other transfer of cash or property to other organization(s)	1q	x
r	Other transfer of cash or property from other organization(s)	1r	x
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	(b) Transaction type (a-r)	(d) Method of determining amount involved
(1)	UAB	o	2,734,123.
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI**Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?	(e) Share of end-of-year assets	(f) Disproportionate allocations?	(g) Code v-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
							Yes	No
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

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	
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	
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	
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	
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

Form 8868

(Rev. January 2011)

Department of the Treasury
Internal Revenue ServiceApplication for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/file and click on e-file for *Charities & Nonprofits*.

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

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

Part I only ►

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

Type or print	Name of exempt organization THE VALLEY FOUNDATION	Employer identification number 23-7352886
File by the due date for filing your return. See instructions	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	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► UAHSE

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 20 ____ or
- tax year beginning 10/01, 20 10, and ending 09/30, 20 11

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$

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 Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

JSA
0F0054 4 000

- 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 8888.

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

Part I 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 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	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8089	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8888.

- The books are in the care of ► UAHSE
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, 20 12
- 5 For calendar year or other tax year beginning 10/01, 20 10, and ending 09/30, 20 11
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension **TAXPAYER REQUIRES ADDITIONAL TIME TO OBTAIN THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 8089, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 8089, 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 8888.	b \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$

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 ►

5/1/2012

Form 8888 (Rev. 1-2011)