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

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

OMB No 1545-0047

2011Open to Public
Inspection**A** For the 2011 calendar year, or tax year beginning **09/01, 2011, and ending** **08/31, 2012****B** Check if applicable:

- ☒ Address change
☒ Name change
☐ Initial return
☐ Terminated
☒ Amended return
☐ Application pending

C Name of organization **VALLEY BAPTIST LEGACY FOUNDATION**
FKA VALLEY BAPTIST MEDICAL CENTER FOUNDATION

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

PO BOX 2703

Room/suite

City or town, state or country, and ZIP + 4

HARLINGEN, TX 78551

F Name and address of principal officer **ALAN JOHNSON**

PO BOX 2703 HARLINGEN, TX 78551

D Employer identification number

74-1936869

E Telephone number

(956) 389-4301

G Gross receipts \$ **2,318,128.****H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☒ No

If "No," attach a list. (see instructions)

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: **WWW.VBLF.ORG****H(c)** Group exemption number ▶**K** Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: **1976** **M** State of legal domicile **TX****Part I** Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities THE FOUNDATION INVESTS IN AND SERVES AS A CATALYST FOR IDEAS, PARTNERSHIPS, MEDICAL EDUCATION, RESEARCH AND PROGRAMS THAT IMPROVE THE HEALTH AND QUALITY OF LIFE IN SOUTH TEXAS.			
	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	10.	
	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 2011 (Part V, line 2a)	5	7.	
	6	Total number of volunteers (estimate if necessary)	6	0	
	Revenue	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b		Net unrelated business taxable income from Form 990-T, line 34	7b	0	
8		Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
9		Program service revenue (Part VIII, line 2g)	897,412.	894,872.	
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0	
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	374,899.	-3,108,287.	
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	23,753.	314,516.	
13		Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,296,064.	-1,898,899.	
Expenses		14	Benefits paid to or for members (Part IX, column (A), line 4)	0	36,000.
		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	320,109.	571,158.	
	b	Total fundraising expenses (Part IX, column (D), line 25)	0	0	
	17	Other expenses (Part IX, column (A), lines 11a-11d)	0	0	
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,020,375.	178,793.	
	19	Revenue less expenses Subtract line 18 from line 12	2,340,484.	785,951.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	-1,044,420.	-2,684,850.	
	21	Total liabilities (Part X, line 26)	Beginning of Current Year	End of Year	
	22	Net assets or fund balances Subtract line 21 from line 20	11,503,720.	72,992,438.	
			9,033,023.	47,028,396.	
		2,470,697.	25,964,042.		

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

Signature of officer *Kimberly Anderson*Date **4-2-2014**Type or print name and title **Kimberly Anderson, VP, CFB**

Paid Preparer Use Only

Print/Type preparer's name
BRUCE E BERNSTENPreparer's signature *Bruce Bernstein*Date **4/2/14**Check ☐ if self-employed

PTIN

P01424343Firm's name ▶ **BRUCE E BERNSTEN & ASSOC, PC**

Firm's EIN ▶

Firm's address ▶ **10440 N CENTRAL EXPRESSWAY STE 1040 DALLAS, TX 75231**

Phone no.

214-706-0840

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

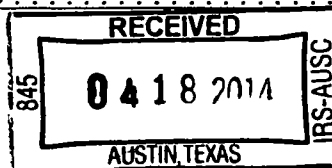
For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

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SCANNED MAY 16 2014

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒ **X****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 organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 635,961. including grants of \$) (Revenue \$)
TO GRANT INVESTMENT EARNINGS TO NONPROFIT 501(C)(3) ORGANIZATIONS
FOR HEALTHCARE-RELATED PURPOSES THROUGHOUT SOUTH TEXAS.**4b** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe in Schedule O)

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

4e Total program service expenses ▶ 635,961.

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	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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 temporarily restricted endowments, permanent endowments, 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—other securities 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
12a 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
14a 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, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? 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
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	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 any government or organization 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? 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)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28b	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.	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M.	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M.	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I.	31	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.	32	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.	33	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.	34	X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b 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.	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2.	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

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 7	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c X	
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 7	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country. ►		
See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to 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
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
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?	8	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?	9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
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.		
a Is the organization licensed to issue qualified health plans in more than one state?	13a	
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. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b Enter the number of voting members included in line 1a, above, who are independent.		
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?	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?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?	X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	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.		X

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13.	X	
12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.	X	
13 Did the organization have a written whistleblower policy?		X
14 Did the organization have a written document retention and destruction policy?	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	X	
b Other officers or key employees of the organization. If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		X
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?		X
16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

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

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

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **KIMBERLY ANDERSON PO BOX 2703 HARLINGEN, TX 78551** 956-389-4303

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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 (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ATTACHMENT 2										
(1) QUITA WITTENBACH CHAIRMAN	1.00	X		X				0	0	0
(2) MICHAEL LAMON VICE CHAIRMAN	1.00	X		X				0	0	0
(3) SANDRA FLINN SEC/TREAS	1.00	X		X				0	0	0
(4) MARVIN CONNER DIRECTOR	1.00	X						0	0	0
(5) BOBBY FARRIS DIRECTOR	1.00	X						0	0	0
(6) CARLA HAYNES DIRECTOR	1.00	X						0	0	0
(7) FRANCES MCALLEN DIRECTOR	1.00	X						0	0	0
(8) GEORGE MCSHAN DIRECTOR	1.00	X						0	0	0
(9) LEE MEANS DIRECTOR	1.00	X						0	0	0
(10) LUPITA MUNIZ DIRECTOR	1.00	X						0	0	0
(11) FRED RUSTEBERG DIRECTOR	1.00	X						0	0	0
(12) BLANCA VELA DIRECTOR	1.00	X						0	0	0
(13) MARY JO VELA DIRECTOR	1.00	X						0	0	0
(14) VICTOR VILLARREAL DIRECTOR	1.00	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 (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) BERT WOLF DIRECTOR	1.00	X						0	0	0
(16) CASSANDRA WOLFE DIRECTOR	1.00	X						0	0	0
(17) ALAN JONSON CHAIRMAN/EX-OFFICIO	10.00	X		X				0	95,127.	9,273.
(18) LEONEL VELA, MD DIRECTOR; EX-OFFICIO	1.00	X						0	0	0
(19) FRANK BOGGUS DIRECTOR	1.00	X						0	0	0
(20) MATT GORGES DIRECTOR	1.00	X						0	0	0
(21) BETTY MURRAY DIRECTOR	1.00	X						0	0	0
(22) RONNIE ROUND DIRECTOR	1.00	X						0	0	0
(23) SAM SPARKS DIRECTOR	1.00	X						0	0	0
(24) MAX HARRIS DIRECTOR	1.00	X						0	0	0
(25) TOM KLUG DIRECTOR	1.00	X						0	0	0
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								236,016.	1,604,277.	129,785.
d Total (add lines 1b and 1c)								236,016.	1,604,277.	129,785.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

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

	Yes	No
3	X	
4	X	
5		X

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 Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		
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	2	

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) VERN STENSENG DIRECTOR	2.00	X						0	0	0
(27) CODY SCOGIN DIRECTOR	1.00	X						0	0	0
(28) ARNIE GONZALEZ DIRECTOR	1.00	X						0	0	0
(29) MARVIN CONNER DIRECTOR	1.00	X						0	0	0
(30) JAMES EASTHAM EX-OFFICIO	1.00			X				0	555,443.	27,446.
(31) RANDY BAKER EX-OFFICIO, EXEC VP	40.00			X				236,016.	0	39,544.
(32) SCOTT LIEBERENZ SR VP/CFO	1.00			X				0	332,632.	12,779.
(33) MANNY VELA SR VP/CHIEF LEGAL COUNSEL	1.00			X				0	202,934.	24,936.
(34) KIMBERLY ANDERSON VICE PRESIDENT, CFO	1.00			X				0	162,918.	14,894.
(35) JIM SPRINGFIELD FORMER CEO	1.00						X	0	255,223.	913.

1b Sub-total**c Total from continuation sheets to Part VII, Section A****d Total (add lines 1b and 1c)**

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

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

	Yes	No
3	X	
4	X	
5		X

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. Report compensation for the calendar year ending with or within the organization's tax year

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

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

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	894,872			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		894,872.			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	ATTACHMENT 4		671,032.		671,032
	4	Income from investment of tax-exempt bond proceeds			0		
	5	Royalties			0		
			(i) Real	(ii) Personal			
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)			0		
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	437,708.				
	b	Less cost or other basis and sales expenses		4,217,027.			
	c	Gain or (loss)	437,708.	-4,217,027.			
	d	Net gain or (loss)			-3,779,319.		-3,779,319.
	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	MERRILL LYNCH ACCR & AMORTIZATION	900099	200,282.			200,282.	
b	MISC REVENUE	900099	4,168.	4,168.			
c	RELEASED FROM RESTRICTION	900099	110,066.	110,066.			
d	All other revenue						
e	Total. Add lines 11a-11d		314,516.				
12	Total revenue. See instructions		-1,898,899.	114,234		-2,908,005.	

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).

Check if Schedule O contains a response to any question in this Part IX ☐

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 United States. See Part IV, line 21.	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	36,000.	36,000.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. 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.	203,469.	162,775.	40,694.	
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.	193,294.	154,635.	38,659.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9 Other employee benefits.	139,428.	111,542.	27,886.	
10 Payroll taxes.	34,967.	27,974.	6,993.	
11 Fees for services (non-employees):				
a Management.	0			
b Legal.	11,519.	9,215.	2,304.	
c Accounting.	950.	760.	190.	
d Lobbying.	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees.	49,465.	39,572.	9,893.	
g Other.	4,517.	3,614.	903.	
12 Advertising and promotion.	6,150.	4,920.	1,230.	
13 Office expenses.	8,686.	6,949.	1,737.	
14 Information technology.	0			
15 Royalties.	0			
16 Occupancy.	53,460.	42,768.	10,692.	
17 Travel.	3,309.	2,647.	662.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	570.	456.	114.	
20 Interest.	0			
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	3,013.	2,410.	603.	
23 Insurance.	0			
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a COLLECTION FEES	5,082.	4,066.	1,016.	
b FEDERAL INCOME TAXES	4,000.	3,200.	800.	
c BUSINESS MEALS	3,084.	2,467.	617.	
d DUES & SUBSCRIPTIONS	2,340.	1,872.	468.	
e All other expenses	22,648.	18,119.	4,529.	
25 Total functional expenses. Add lines 1 through 24e.	785,951.	635,961.	149,990.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0	1	218,076.
	2 Savings and temporary cash investments	886,576.	2	1,155,053.
	3 Pledges and grants receivable, net	0	3	133,160.
	4 Accounts receivable, net	0	4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	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)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	16,216.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	19,086.	
	b Less accumulated depreciation	10b	2,616.	
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities See Part IV, line 11	0	12	64,683,801.
	13 Investments - program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	6,871,046.	15	6,769,662.
16 Total assets. Add lines 1 through 15 (must equal line 34)	11,503,720.	16	72,992,438.	
Liabilities	17 Accounts payable and accrued expenses	135,985.	17	57,027.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	8,897,038.	25	46,971,369.
	26 Total liabilities. Add lines 17 through 25	9,033,023.	26	47,028,396.
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		-4,250,809.	27	20,098,884.
28 Temporarily restricted net assets		2,465,342.	28	2,255,568.
29 Permanently restricted net assets		4,256,164.	29	3,609,590.
Organizations that do not follow SFAS 117, check here ☐ 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		2,470,697.	33	25,964,042.
34 Total liabilities and net assets/fund balances	11,503,720.	34	72,992,438.	

Form 990 (2011)

Form 990 (2011)

Page **12****Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI. ☒ X

1	Total revenue (must equal Part VIII, column (A), line 12)	1	-1,898,899.
2	Total expenses (must equal Part IX, column (A), line 25)	2	785,951.
3	Revenue less expenses Subtract line 2 from line 1	3	-2,684,850.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,470,697.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	26,178,195.
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	25,964,042.

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 ☐ Cash ☒ Accrual ☐ 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?		X
b Were the organization's financial statements audited by an independent accountant?	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		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 ☐ Separate basis ☒ Consolidated basis ☐ 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?		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		

Form **990** (2011)

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

2011

Open to Public
Inspection

Name of the organization **VALLEY BAPTIST LEGACY FOUNDATION**
FKA VALLEY BAPTIST MEDICAL CENTER FOUNDATION

Employer identification number
74-1936869

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? ☐
 - h Provide the following information about the supported organization(s)

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

(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) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	1,380,015.	487,574.	894,091.	897,412.	278,381.	3,937,473
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.	1,380,015.	487,574.	894,091.	897,412.	278,381.	3,937,473.
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						3,937,473

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	1,380,015.	487,574.	894,091.	897,412.	278,381.	3,937,473
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	51,226.	197,518.	201,418.	392,994.	671,032.	1,514,188.
9 Net income from unrelated business activities, whether or not the business is regularly carried on			107.	24,000.		24,107
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	23,480.		15,700.		204,450.	243,630
11 Total support. Add lines 7 through 10						5,719,398
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						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	68.84 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	74.52 %
16a 33 1/3% support test - 2011. 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		☒
b 33 1/3% support test - 2010. 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		☐
17a 10%-facts-and-circumstances test - 2011. 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		☐
b 10%-facts-and-circumstances test - 2010. 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		☐
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		☐

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
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						
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						
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)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
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)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
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	☐					

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ►	☐	
b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ►	☐	
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►	☐	

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

ATTACHMENT 1

SCHEDULE A, PART II - ORGANIZATIONS RECEIVING ANY UNUSUAL GRANTS FOR 2011

<u>NAME OF CONTRIBUTOR</u>	<u>DATE</u>	<u>AMOUNT</u>	<u>EXPLANATION</u>
GRANT NO.1	VAR	188,891.	UNUSUAL GRANT
GRANT NO.2	VAR	427,600.	UNUSUAL GRANT
TOTAL		<u>616,491.</u>	

ATTACHMENT 2

SCHEDULE A, PART II - OTHER INCOME

<u>DESCRIPTION</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>TOTAL</u>
MISCELLANEOUS REVENUE	23,480		15,700		4,168	43,348.
ML ACCRETION & AMORTIZATION					200,282.	200,282
TOTALS	<u>23,480.</u>		<u>15,700.</u>		<u>204,450.</u>	<u>243,630</u>

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization VALLEY BAPTIST LEGACY FOUNDATION
FKA VALLEY BAPTIST MEDICAL CENTER FOUNDATION

Employer identification number
74-1936869

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? ☐ Yes ☐ 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? ☐ Yes ☐ 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).

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ 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
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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 ☐ No

6 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 section 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) 2011

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

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

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

Part IV 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 XIV and complete the following table:

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

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

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

Part V Endowment Funds. Complete if the 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	5,300,381.	4,711,293.	3,947,288.	4,588,785.	
b Contributions	7,662.		210,000.		
c Net investment earnings, gains, and losses	500,974.	589,088.	554,005.	-641,500.	
d Grants or scholarships	220,631.				
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	5,588,386.	5,300,381.	4,711,293.	3,947,285.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ 100.0000 %
c Temporarily restricted endowment ▶ _____ %
The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
(ii) related organizations

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		19,086.	2,616.	16,470.
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				16,470.

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) INVESTMENT	64,683,801.	FMV
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12.)	64,683,801.	

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) ENDOWMENT FUND	5,472,715.
(2) BOARD FUND EDUCATION PROGS	512,980.
(3) INSURANCE POLICIES CASH VALUE	783,042.
(4) RESTRICTED BURIAL PLOT	925.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.)	6,769,662.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO/FROM RELATED ORGANIZATION	46,971,317.
(3) PR DEDUCT - SUPPLEMENTAL LIFE	52.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)	46,971,369.

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	-1,898,899.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	785,951.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-2,684,850.
4	Net unrealized gains (losses) on investments	4	794,680.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	25,129,649.
9	Total adjustments (net) Add lines 4 through 8	9	25,924,329.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	23,239,479.

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	24,025,430.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	794,680.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	25,610,066.
e	Add lines 2a through 2d	2e	26,404,746.
3	Subtract line 2e from line 1	3	-2,379,316.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	480,417.
c	Add lines 4a and 4b	4c	480,417.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	-1,898,899.

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

1	Total expenses and losses per audited financial statements	1	785,951.
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	785,951.
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	785,951.

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.

SEE PAGE 5

Part XIV Supplemental Information (continued)

SCHEDULE D, PART V, QUESTION 4

ORGANIZATION'S INTENDED USES OF THE ENDOWMENT FUNDS

THE ENDOWMENT FUNDS ARE HELD IN PERPETUITY TO SUPPORT VARIOUS
HEALTHCARE-RELATED ACTIVITIES OF THE COMMUNITY.

SCHEDULE D, PART XI, LINE 8

OTHER CHANGES

FUND TRANSFER FROM RELATED ORGANIZATION:	\$25,610,066
REALIZED GAINS RECORDED DIRECTLY TO NET ASSETS:	(\$210,928)
CONTRIBUTIONS REVENUE RECORDED DIRECTLY TO NET ASSETS:	(\$69,002)
INVESTMENT INCOME RECORDED DIRECTLY TO NET ASSETS:	(\$200,487)

TOTAL CHANGES:	\$25,129,649

SCHEDULE D, PART XII, LINES 2D AND 4B

OTHER CHANGES

LINE 2D: REVENUE ON BOOKS, NOT ON RETURN

FUND TRANSFER FROM RELATED ORGANIZATIONS:	\$25,610,066
---	--------------

LINE 4B: REVENUE ON RETURN, NOT ON BOOKS

REALIZED GAINS RECORDED DIRECTLY TO NET ASSETS:	\$210,928
CONTRIBUTIONS REVENUE RECORDED DIRECTLY TO NET ASSETS:	\$69,002
INVESTMENT INCOME RECORDED DIRECTLY TO NET ASSETS:	\$200,487

TOTAL CHANGES:	\$480,417

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
VALLEY BAPTIST LEGACY FOUNDATION
FKA VALLEY BAPTIST MEDICAL CENTER FOUNDATION

Employer identification number
74-1936869

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States ☐

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed ☐

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	-----							
(2)	-----							
(3)	-----							
(4)	-----							
(5)	-----							
(6)	-----							
(7)	-----							
(8)	-----							
(9)	-----							
(10)	-----							
(11)	-----							
(12)	-----							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ☐

3 Enter total number of other organizations listed in the line 1 table ☐

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

Schedule I (Form 990) (2011)

Schedule I (Form 990) (2011)

Page 2

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1	SCHOLARSHIP	78.	36,000.			
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

PROCEDURES USED BY ORGANIZATION TO MONITOR USE OF GRANT FUNDS IN THE US

SCHEDULE I, PART I, LINE 2

THE SCHOLARSHIP RECIPIENTS MUST SUBMIT THEIR GRADES TO THE VARIOUS

SCHOLARSHIP COMMITTEES AND MUST SHOW THAT THEY'VE MAINTAINED A MINIMUM

GRADE POINT AVERAGE.

**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

2011

**Open to Public
Inspection**

Name of the organization **VALLEY BAPTIST LEGACY FOUNDATION**
FKA VALLEY BAPTIST MEDICAL CENTER FOUNDATION

Employer identification number
74-1936869

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.

☐ First-class or charter travel

☐ Travel for companions

☐ Tax indemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ 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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

☒ Compensation committee

☒ Independent compensation consultant

☐ Form 990 of other organizations

☒ Written employment contract

☐ Compensation survey or study

☒ 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?

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)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

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

Schedule J (Form 990) 2011

Schedule J (Form 990) 2011

Page 2

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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JAMES EASTHAM	(i) 555,443.	0	0	0	0	0	0
	(ii) 236,016.	0	0	25,667.	1,779.	582,889.	0
2 RANDY BAKER	(i) 332,632.	0	0	33,000.	6,544.	275,560.	0
	(ii) 0	0	0	0	0	0	0
3 SCOTT LIEBERENZ	(i) 0	0	0	11,000.	1,779.	345,411.	0
	(ii) 202,934.	0	0	22,000.	2,936.	227,870.	0
4 MANNY VELA	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
5 JIM SPRINGFIELD	(i) 0	0	255,223.	0	913.	256,136.	0
	(ii) 162,918.	0	0	13,000.	1,894.	177,812.	0
6 KIMBERLY ANDERSON	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
7	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
8	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
9	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
10	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
11	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
12	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
13	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
14	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
15	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0
16	(i) 0	0	0	0	0	0	0
	(ii) 0	0	0	0	0	0	0

Schedule J (Form 990) 2011

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

RECIPIENTS OF SEVERANCE PAYMENTS OR CHANGE OF CONTROL PAYMENTS

SCH J, PART I, QUESTION 4A

THE INDIVIDUALS LISTED BELOW RECEIVED A SEVERANCE PAYMENT OR A CHANGE OF

CONTROL PAYMENT: JAMES G SPRINGFIELD \$255,223

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

2011

**Open to Public
Inspection**

Name of the organization VALLEY BAPTIST LEGACY FOUNDATION
FKA VALLEY BAPTIST MEDICAL CENTER FOUNDATION

Employer identification number
74-1936869

SIGNIFICANT CHANGES IN PROGRAM SERVICES

FORM 990, PART III, QUESTION 3:

ON SEPTEMBER 1, 2011, VALLEY BAPTIST HEALTH SYSTEM (SOLE MEMBER OF THE FOUNDATION) SOLD SUBSTANTIALLY ALL OF ITS ASSETS TO A JOINT VENTURE WITH VANGUARD HEALTH SYSTEMS. THE FOUNDATION WAS THE RECIPIENT OF THE SALES PROCEEDS WITH THE CHARGE OF INVESTING IT IN PERPETUITY, AND UTILIZING THE INVESTMENT EARNINGS TO MAKE GRANTS INTO THE COMMUNITY FOR HEALTHCARE-RELATED NEEDS. THEREFORE, THE FOUNDATION CEASED BEING A FUNDRAISING ORGANIZATION WITH THE BENEFICIARY BEING THE HOSPITAL, AND BECAME A GRANT-MAKING ORGANIZATION WITH THE BENEFICIARY BEING THE CITIZENS AND COMMUNITIES IN SOUTH TEXAS.

FAMILY OR BUSINESS RELATIONSHIPS WITH OFFICERS, DIRECTORS, OR KEY EMPLOYEE

FORM 990, PART VI, QUESTION 2

- 1) VP AND CORP COUNSEL MANNY VELA AND FORMER EX-OFFICIO MEMBER JIM SPRINGFIELD HAVE A BUSINESS RELATIONSHIP.
- 2) VP AND CORP COUNSEL MANNY VELA AND DIRECTORS MARY JO VELA AND BLANCA VELA HAVE A FAMILY RELATIONSHIP.

SIGNIFICANT CHANGES TO THE ORGANIZATIONAL DOCUMENTS

FORM 990, PART VI, QUESTION 4

VALLEY BAPTIST LEGACY FOUNDATION AMENDED THE BYLAWS AND CHANGED THE NAME OF THE ORGANIZATION.

Name of the organization VALLEY BAPTIST LEGACY FOUNDATION
FKA VALLEY BAPTIST MEDICAL CENTER FOUNDATION

Employer identification number
74-1936869

PROCESS TO REVIEW FORM 990

FORM 990, PART VI, QUESTION 11

THE ORGANIZATION ENGAGES AN OUTSIDE ACCOUNTING FIRM TO PREPARE FORM 990.

ONCE PREPARED, THE ORGANIZATION'S INTERNAL ACCOUNTANTS AND GOVERNING
BOARD REVIEW THE RETURN PRIOR TO FILING.

HOW DOES THE ORGANIZATION MONITOR AND ENFORCE COMPLIANCE WITH THE POLICY

FORM 990, PART VI, QUESTION 12C

THE BOARD REVIEWS AND RESOLVES, IF NECESSARY, ANY TRANSACTIONS AS THEY
ARISE THROUGHOUT THE YEAR.

PROCESS FOR DETERMINING COMPENSATION OF OFFICERS AND DIRECTORS

FORM 990, PART VI, QUESTION 15A AND 15B

IN 2013, A COMPENSATION COMMITTEE WAS FORMED AND AN INDEPENDENT
CONSULTANT WAS HIRED TO PERFORM A MARKET SURVEY AND A COMPENSATION STUDY
USING COMPARABILITY DATA.

DOES THE ORGANIZATION HAVE MEMBERS OR STOCKHOLDERS

FORM 990, PART VI, QUESTION 6

VALLEY BAPTIST SERVICE CORPORATION IS THE SOLE MEMBER.

MEMBERS OR STOCKHOLDERS WHO MAY ELECT MEMBERS OF THE GOVERNING BODY

FORM 990, PART VI, QUESTION 7A

AS THE SOLE MEMBER, VALLEY BAPTIST SERVICE CORPORATION HAS THE POWER TO
APPOINT ALL MEMBERS TO THE BOARD OF DIRECTORS.

Name of the organization VALLEY BAPTIST LEGACY FOUNDATION
FKA VALLEY BAPTIST MEDICAL CENTER FOUNDATION

Employer identification number
74-1936869

DECISIONS OF GOVERNING BODY SUBJECT TO MEMBER APPROVAL

FORM 990, PART VI, QUESTION 7B

AS THE SOLE MEMBER, VALLEY BAPTIST SERVICE CORPORATION HAS THE POWER TO
APPROVE OR DISAPPROVE CERTAIN DECISIONS PREVIOUSLY APPROVED BY THE BOARD
OF DIRECTORS.

GOVERNING DOCUMENTS AVAILABLE TO THE PUBLIC

FORM 990, PART VI, QUESTION 19

THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF
INTEREST POLICIES, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC.

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

FORM 990, PART XI, LINE 5

UNREALIZED GAIN	\$ 980,257
FUND TRANSFER FROM RELATED ORGANIZATIONS	\$ 25,610,066
NET ASSETS RELEASED FROM RESTRICTION	\$ (134,082)
DISTRIBUTIONS FROM RESTRICTED ENDOWMENTS	\$ (220,631)
OTHER	\$ (57,415)

	\$ 26,178,195

ATTACHMENT 1

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

THE LEGACY FOUNDATION, IN THE TRADITION OF VALLEY BAPTIST HEALTH
SYSTEM, INVESTS IN AND SERVES AS A CATALYST FOR IDEAS, PARTNERSHIPS,
MEDICAL EDUCATION, RESEARCH AND PROGRAMS THAT IMPROVE THE HEALTH AND
QUALITY OF LIFE IN SOUTH TEXAS. THE FOUNDATION DEFINES HEALTH AS A
STATE OF COMPLETE PHYSICAL, MENTAL, SPIRITUAL AND SOCIAL WELL-BEING.

Name of the organization	VALLEY BAPTIST LEGACY FOUNDATION	Employer identification number
FKA VALLEY BAPTIST MEDICAL CENTER FOUNDATION		74-1936869
		ATTACHMENT 2

FORM 990, PART VII, COLUMN B - ESTIMATED AVERAGE PER WEEK

NAME AND TITLE	HOURS DEVOTED FOR RELATED ORGANIZATION
ALAN JONSON	
CHAIRMAN/EX-OFFICIO	30.00
VERN STENSENG	
DIRECTOR	2.00
SCOTT LIEBERENZ	
SR VP/CFO	32.00
MANNY VELA	
SR VP/CHIEF LEGAL COUNSEL	32.00
KIMBERLY ANDERSON	
VICE PRESIDENT, CFO	39.00
JIM SPRINGFIELD	
FORMER CEO	2.00

ATTACHMENT 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
ALLIANT INSURANCE SERVICES HOUSTON LLC 5847 SAN FELIPE SUITE 2750 HOUSTON, TX 77057	INSURANCE SERVICES	1,337,695.
BOYAR MILLER 4625 SAN FELIPE SUITE 1200 HOUSTON, TX 77027	LEGAL SERVICES	141,339.
TOTAL COMPENSATION		<u>1,479,034.</u>

ATTACHMENT 4FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INTEREST INCOME	671,032.			671,032.
TOTALS	<u>671,032.</u>			<u>671,032.</u>

Name of the organization VALLEY BAPTIST LEGACY FOUNDATION
FKA VALLEY BAPTIST MEDICAL CENTER FOUNDATION

Employer identification number
74-1936869

ATTACHMENT 5

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
PREPAID INSURANCE	16,004.
PREPAID OTHER	212.
TOTALS	<u>16,216.</u>

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

VALLEY BAPTIST LEGACY FOUNDATION

74-1936869

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

▶ **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.**

Open to Public
Inspection

Name of the organization
VALLEY BAPTIST LEGACY FOUNDATION
FKA VALLEY BAPTIST MEDICAL CENTER FOUNDATION

Employer identification number
74-1936869

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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" to 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?	
						Yes	No
(1) VALLEY BAPTIST SERVICE CORPORATION 2121 PEASE STREET SUITE 307 HARLINGEN, TX 78550 74-2974396	MANAGEMENT	TX	501 (C) (3)	11A	VB SVCS CORP		X
(2) VALLEY BAPTIST HOLDINGS 2121 PEASE STREET SUITE 307 HARLINGEN, TX 78550 20-5394369	SUPPORT	TX	501 (C) (3)	7	VB SVCS CORP		X
(3) VB HARLINGEN HOLDINGS 2121 PEASE STREET SUITE 307 HARLINGEN, TX 78550 74-1385476	NURSING	TX	501 (C) (3)	2	VB SVCS CORP		X
(4) VB MEDICAL HOLDINGS 2121 PEASE STREET SUITE 307 HARLINGEN, TX 78550 77-0634227	INVESTMENT	TX	501 (C) (3)	3	VB SVCS CORP		X
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							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" to 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
(1) VALLEY BAPTIST INVESTMENT HOLDINGS, INC PO BOX 2703 HARLINGEN, TX 78551 20-5394439	INVESTMENTS	TX	VB SVCS CORP	C-CORPORATION	-56,402,751.	31,944,467.	100.0000
(2) B AND IM CRUT #1 P.O. BOX 2703 HARLINGEN, TX 78550	SPLIT INT TRU	TX	N/A	TRUST		84,221.	100.0000
(3) R.A. CRUT #1 P.O. BOX 2703 HARLINGEN, TX 78550	SPLIT INT TRU	TX	N/A	TRUST		70,315.	100.0000
(4) SBC CRAT P.O. BOX 2703 HARLINGEN, TX 78550	SPLIT INT TRU	TX	N/A	TRUST		63,695	100.0000
(5) ECP CRUT #1 P.O. BOX 2703 HARLINGEN, TX 78550	SPLIT INT TRU	TX	N/A	TRUST	0	47,477.	60.0000
(6) CGW GIFT ANNUITY #6 P.O. BOX 2703 HARLINGEN, TX 78550	SPLIT INT TRU	TX	N/A	TRUST	0	0	100.0000
(7) CL AND HB GIFT ANNUITY #1 P.O. BOX 2703 HARLINGEN, TX 78550	SPLIT INT TRU	TX	N/A	TRUST	0	0	100.0000

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							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" to 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
(1) CL AND HB GIFT ANNUITY #2 P.O. BOX 2703 HARLINGEN, TX 78550	SPLIT INT TRU	TX	N/A	TRUST	0	0	100.0000
(2) WWP JR GA #1 P.O. BOX 2703 HARLINGEN, TX 78550	SPLIT INT TRU	TX	N/A	TRUST	0	34.	100.0000
(3) WJ AND PGF GA #1 P.O. BOX 2703 HARLINGEN, TX 78550	SPLIT INT TRU	TX	N/A	TRUST	0	30,127.	100.0000
(4) WJ AND PF GA #2 P.O. BOX 2703 HARLINGEN, TX 78550	SPLIT INT TRU	TX	N/A	TRUST	0	8,645.	100.0000
(5) RE AND ALB GA #1 P.O. BOX 2703 HARLINGEN, TX 78550	SPLIT INT TRU	TX	N/A	TRUST	0	58,814.	100.0000
(6) VB HOSPITAL CONTINUING EDUCATION TRUST PO BOX 831041 DALLAS, TX 75203-1041	INVESTMENTS	TX	N/A	TRUST	77,502.	528,041.	100.0000
(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?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity **1a** ☐ **Yes** ☐ **No**

b Gift, grant, or capital contribution to related organization(s) **1b** ☒ **Yes** ☐ **No**

c Gift, grant, or capital contribution from related organization(s) **1c** ☐ **Yes** ☐ **No**

d Loans or loan guarantees to or for related organization(s) **1d** ☐ **Yes** ☐ **No**

e Loans or loan guarantees by related organization(s) **1e** ☐ **Yes** ☐ **No**

f Sale of assets to related organization(s) **1f** ☐ **Yes** ☐ **No**

g Purchase of assets from related organization(s) **1g** ☐ **Yes** ☐ **No**

h Exchange of assets with related organization(s) **1h** ☐ **Yes** ☐ **No**

i Lease of facilities, equipment, or other assets to related organization(s) **1i** ☐ **Yes** ☐ **No**

j Lease of facilities, equipment, or other assets from related organization(s) **1j** ☐ **Yes** ☐ **No**

k Performance of services or membership or fundraising solicitations for related organization(s) **1k** ☐ **Yes** ☐ **No**

l Performance of services or membership or fundraising solicitations by related organization(s) **1l** ☐ **Yes** ☐ **No**

m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) **1m** ☐ **Yes** ☐ **No**

n Sharing of paid employees with related organization(s) **1n** ☐ **Yes** ☐ **No**

o Reimbursement paid to related organization(s) for expenses **1o** ☐ **Yes** ☐ **No**

p Reimbursement paid by related organization(s) for expenses **1p** ☐ **Yes** ☐ **No**

q Other transfer of cash or property to related organization(s) **1q** ☐ **Yes** ☐ **No**

r Other transfer of cash or property from related organization(s) **1r** ☐ **Yes** ☐ **No**

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)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(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) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		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).
