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Return of Organization Exempt From Income Tax

Department of the Treasury
Internal Revenue ServiceUnder 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

2012

Open to Public
Inspection

A For the 2012 calendar year, or tax year beginning

10/01/2012, and ending

09/30, 2013

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE VALLEY FOUNDATION				D Employer identification number 23-7352886	
	Doing Business As				E Telephone number (256) 539-7757	
	Number and street (or P O box if mail is not delivered to street address) 301 GOVERNORS DRIVE, SW				Room/suite	
	City, town or post office, state, and ZIP code HUNTSVILLE, AL 35801				F Name and address of principal officer ROBERT CENTOR 301 GOVERNORS DRIVE, SW HUNTSVILLE, AL 35801	
	I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3)		501(c) () ► (insert no.)		4947(a)(1) or 527	
	J Website: ► N/A				H(c) Group exemption number ► N/A	
K Form of organization <input checked="" type="checkbox"/> Corporation		Trust	Association	Other ►	L Year of formation 1973 M State of legal domicile AL	

Part I Summary

1 Briefly describe the organization's mission or most significant activities.

THE FOUNDATION PROVIDES ASSISTANCE TO THE UNIVERSITY OF ALABAMA AT
BIRMINGHAM FOR ITS MEDICAL EDUCATION, TRAINING, AND RESEARCH PROGRAMS.

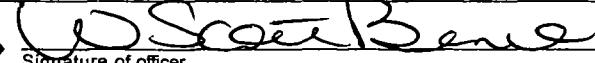
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

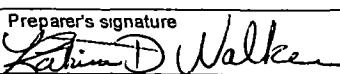
3 Number of voting members of the governing body (Part VI, line 1a)	3	16.
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	8.
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	52.
6 Total number of volunteers (estimate if necessary)	6	11.
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

Activities & Governance Revenue Expenses Net Assets or Fund Balances	8 Contributions and grants (Part VIII, line 1h)		Prior Year 0	Current Year 0
	9 Program service revenue (Part VIII, line 2g)		8,012,192.	8,313,985.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		369,287.	198,958.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0	0
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		8,381,479.	8,512,943.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3b)		0	0
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		3,403,526.	3,604,681.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0
	b Total fundraising expenses (Part IX, column (D), line 25)		0	0
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		4,376,638.	4,282,592.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		7,780,164.	7,887,273.
19 Revenue less expenses Subtract line 18 from line 12		601,315.	625,670.	
20 Total assets (Part X, line 16)		Beginning of Current Year 8,814,869.	End of Year 9,357,160.	
21 Total liabilities (Part X, line 26)		1,275,162.	1,132,149.	
22 Net assets or fund balances Subtract line 21 from line 20		7,539,707.	8,225,011.	

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	► 		08-14-2014
	Signature of officer ► W. Scott Bence, Treasurer		Date
► Type or print name and title			

Paid Preparer Use Only	Print/Type preparer's name Katrina D. Walker		Preparer's signature 	Date 13 2014	Check <input type="checkbox"/> if self-employed	PTIN P00997158
	Firm's name ► PRICEWATERHOUSECOOPERS LLP		Firm's EIN ► 13-4008324		Phone no	202-414-1000
	Firm's address ► 600 13TH STREET NW, SUITE 1000 WASHINGTON, DC 20005					

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

For Paperwork Reduction Act Notice, see the separate instructions.

JSA
2E1010 1 000

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V 12-7.12

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Form 990 (2012)

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

1 Briefly describe the organization's mission

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

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

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

If "Yes," describe these changes on Schedule O

4 Describe the 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 are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 4,500,362, including grants of \$) (Revenue \$ 8,313,985.)
PATIENT CARE SERVICES. PATIENT ENCOUNTERS THIS YEAR WERE 84,154

4b (Code) (Expenses \$ 2,650,308, including grants of \$) (Revenue \$)

SUPPORT TO THE UNIVERSITY OF ALABAMA AT BIRMINGHAM. THE VALLEY FOUNDATION PROVIDES THE UNIVERSITY OF ALABAMA BIRMINGHAM'S HUNTSVILLE REGIONAL MEDICAL CAMPUS ACCESS TO PATIENTS AND MEDICAL SERVICES TO FACILITATE THE CLINICAL TRAINING NECESSARY TO MEET EDUCATIONAL REQUIREMENTS FOR THIRD AND FOURTH YEAR MEDICAL STUDENTS AND FAMILY MEDICINE RESIDENTS. TRAINING WAS PROVIDED FOR 53 RESIDENTS AND 70 MEDICAL STUDENTS.

4c (Code) (Expenses \$ 445,436, including grants of \$) (Revenue \$)

CONTRACTED CLINICAL SERVICES PROVIDED AT TWO NURSING HOMES, THE MADISON COUNTY MENTAL HEALTH CENTER, MADISON COUNTY JAIL, HOSPICE, DAVIS CLINIC AND HUNTSVILLE HOSPITAL.

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses ► 7,596,106.

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?

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

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

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

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, 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

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

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

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

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

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

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part 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

12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

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 and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14 a Did the organization maintain an office, employees, or agents outside of the United States?

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

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

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

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)

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

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

20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	X	
2	X	
3	X	
4	X	
5		
6	X	
7	X	
8	X	
9	X	
10	X	
11a	X	
11b	X	
11c	X	
11d	X	
11e	X	
11f	X	
12a	X	
12b	X	
13	X	
14a	X	
14b	X	
15	X	
16	X	
17	X	
18	X	
19	X	
20a	X	
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, Part II, III, or IV, and Part 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	If "Yes" to line 35a, 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	
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 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

Part V. Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. 1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.

1a	71
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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	
----	--

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	52
----	----

b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).

2b	X
----	---

3a Did the organization have unrelated business gross income of \$1,000 or more during the year?

3a	
----	--

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	
----	--

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

4b	
----	--

5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?

5a	
----	--

b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?

5b	
----	--

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 as charitable contributions?

6a	
----	--

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	
----	--

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	
----	--

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	
----	--

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

7f	
----	--

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. Entera 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	
-----	--

b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.

14b	
-----	--

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	16
	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	1b	8
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	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?	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	X
b	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?	11a	X
b	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	12a	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
13	Did the organization have a written whistleblower policy?	13	X
14	Did the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	X
b	Other officers or key employees of the organization	15b	X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," 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?	16b	X

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ► <u>NONE</u>
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
	<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
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 ► <u>W. SCOTT BENCE 301 GOVERNORS DRIVE, SW SUITE 313 F HUNTSVILLE, AL 35801 256-539-7757</u>

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

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

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

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

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee"

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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
		Ordinary director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) MR. W. F. SANDERS BOARD MEMBER	1.00	X						0	0	0
(2) MR. PETER LOWE BOARD MEMBER	1.00	X						0	0	0
(3) DR. ROBERT CENTOR PRESIDENT, CEO	10.00									
	40.00	X	X					42,450.	248,118.	44,414.
(4) HON. SCHUYLER RICHARDSON BOARD MEMBER	1.00	X						0	0	0
(5) MR. JOHN WYNN BOARD MEMBER	1.00	X						0	0	0
(6) MR. THOMAS YOUNG BOARD MEMBER	1.00	X						0	0	0
(7) DR. TARAK VASAVADA BOARD MEMBER	20.00									
	20.00	X						150,728.	126,635.	26,744.
(8) MR. EDWARD MAPLES BOARD MEMBER	1.00	X						0	0	0
(9) MR. DAVID SPILLERS BOARD MEMBER	1.00	X						0	0	0
(10) DR. LAKSHMI NALLAMALA BOARD MEMBER	1.00	X						0	0	0
(11) DR. PIPPA ABSTON BOARD MEMBER	20.00									
	20.00	X						75,277.	52,417.	29,365.
(12) MR. WILLIAM FERNIANY BOARD MEMBER	1.00							0	1,342,698.	194,149.
	40.00	X								
(13) MR. RONALD GRAY BOARD MEMBER	1.00	X						0	0	0
(14) DR. PATRICE KNIGHT BOARD MEMBER	20.00									
	20.00	X						23,386.	96,346.	13,387.

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

	(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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	
			Or director Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee				
15)	DR. ANUPAM AGARWAL (FROM 03/13)	1.00							0	151,741.	22,519.
	CHAIRMAN OF THE BOARD	40.00	X	X					0	0	0
16)	MR. CHARLES JONES	1.00		X					0	0	0
	BOARD MEMBER										
17)	MR. WILLIAM SEXTON	1.00		X					0	0	0
	BOARD MEMBER										
18)	DR. RAY WATTS (TO 02/13)	1.00							0	805,615.	218,418.
	FORMER CHAIRMAN OF THE BOARD	40.00	X								
19)	MS. PAULA COTHREN	50.00			X				111,506.	0	8,584.
	SECRETARY										
20)	MR. SCOTT BENCE	20.00							130,512.	129,102.	48,453.
	TREASURER	20.00		X							
21)	DR. RALPH SAMLOWSKI	20.00					X		129,457.	108,548.	35,512.
	PHYSICIAN	30.00									
22)	DR. AMY TAKACS	28.00					X		113,108.	57,168.	33,749.
	PHYSICIAN	22.00									
23)	DR. DAVID FAHEY	21.00					X		109,488.	80,636.	46,841.
	PHYSICIAN	29.00									
24)	DR. JAMES LIGHT	20.00					X		108,414.	117,808.	32,900.
	PHYSICIAN	30.00									
25)	DR. RACHEL ACUFF	29.00					X		111,328.	51,868.	32,276.
	PHYSICIAN	21.00									
1b Sub-total ►								291,841.	1,866,214.	308,059.	
c Total from continuation sheets to Part VII, Section A ►								813,813.	1,502,486.	479,252.	
d Total (add lines 1b and 1c) ►								1,105,654.	3,368,700.	787,311.	
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 ►								13		

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
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 0

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a-1f \$				
h Total. Add lines 1a-1f		0			
Program Service Revenue	2a NET PATIENT REVENUE	Business Code			
		900099	7,654,594.	7,654,594.	
	b PAYER INCENTIVES	900099	339,173.	339,173.	
	c MISCELLANEOUS	900099	320,218.	320,218.	
	d				
	e				
	f All other program service revenue				
g Total. Add lines 2a-2f		8,313,985.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		214,073.		214,073.
	4 Income from investment of tax-exempt bond proceeds		0		
	5 Royalties	(i) Real	(ii) Personal		
	6a Gross rents				
	b Less rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss)		0		
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
	b Less: cost or other basis and sales expenses		15,115.		
	c Gain or (loss)		-15,115.		
	d Net gain or (loss)			-15,115.	-15,115.
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c)				
See Part IV, line 18	a				
b Less direct expenses	b				
c Net income or (loss) from fundraising events		0			
9a Gross income from gaming activities					
See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities		0			
10a Gross sales of inventory, less returns and allowances	a				
b Less: cost of goods sold	b				
c Net income or (loss) from sales of inventory		0			
Miscellaneous Revenue	Business Code				
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		0			
12 Total revenue. See instructions		8,512,943.	8,313,985.		198,958.

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)

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	0			
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	1,168,457.	1,168,457.		
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	2,121,865.	2,121,865.		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	148,273.	148,273.		
10 Payroll taxes	166,086.	166,086.		
11 Fees for services (non-employees)				
a Management	0			
b Legal	0			
c Accounting	42,382.		42,382.	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	8,391.		8,391.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	2,671,910.	2,626,364.	45,546.	
12 Advertising and promotion	13,436.	13,436.		
13 Office expenses	38,125.	12,969.	25,156.	
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	32,549.	1,132.	31,417.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	32,874.		32,874.	
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	8,012.	8,012.		
23 Insurance	378,407.	376,203.	2,204.	
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 BAD DEBT EXPENSE	798,686.	798,686.		
b DRUGS/VACCINES	50,665.	50,665.		
c EQUIPMENT	39,299.	39,299.		
d TRAINING & DEVELOPMENT	37,118.	37,118.		
e All other expenses	130,738.	27,541.	103,197.	
25 Total functional expenses. Add lines 1 through 24e	7,887,273.	7,596,106.	291,167.	
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 ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	611.	1	611.
	2 Savings and temporary cash investments	3,215,008.	2	2,848,571.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	1,036,282.	4	1,101,304.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6 Loans and other 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). Complete Part II of Schedule L	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	0
	10a Land, buildings, and equipment, cost or other basis Complete Part VI of Schedule D	10a 135,332.		
	b Less accumulated depreciation	10b 85,177.	10c 58,167.	50,155.
	11 Investments - publicly traded securities	4,095,364.	11	5,063,085.
	12 Investments - other securities See Part IV, line 11	298,090.	12	288,300.
	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	111,347.	15	5,134.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	8,814,869.	16	9,357,160.
Liabilities	17 Accounts payable and accrued expenses	1,275,162.	17	1,132,149.
	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 Loans and other 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	0	25	0
	26 Total liabilities. Add lines 17 through 25	1,275,162.	26	1,132,149.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	7,539,707.	27	8,225,011.
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	0	30	0
	31 Paid-in or capital surplus, or land, building, or equipment fund	0	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	0	32	0
	33 Total net assets or fund balances	7,539,707.	33	8,225,011.
	34 Total liabilities and net assets/fund balances	8,814,869.	34	9,357,160.

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

1 Total revenue (must equal Part VIII, column (A), line 12)	1	8,512,943.
2 Total expenses (must equal Part IX, column (A), line 25)	2	7,887,273.
3 Revenue less expenses Subtract line 2 from line 1	3	625,670.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,539,707.
5 Net unrealized gains (losses) on investments	5	59,634.
6 Donated services and use of facilities	6	0
7 Investment expenses	7	0
8 Prior period adjustments	8	0
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0
10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	8,225,011.

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

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?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis

2b Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis

2c 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

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?

3b 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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

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.

2012

Open to Public
Inspection

Name of the organization

THE VALLEY FOUNDATION

Employer identification number

23-7352886

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

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

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state.
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
 9 An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)
 10 An organization organized and operated exclusively to test for public safety See section 509(a)(4).
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III-Functionally integrated d Type III-Non-functionally integrated
 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 monetary 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) 2012

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Part III. Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.)

If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	0	0	0	0	0	0
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	7,315,091.	7,458,183.	7,639,924.	8,012,192.	8,313,985.	38,739,375.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	7,315,091.	7,458,183.	7,639,924.	8,012,192.	8,313,985.	38,739,375.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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						0
c Add lines 7a and 7b.						0
8 Public support (Subtract line 7c from line 6)						38,739,375.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6.	7,315,091.	7,458,183.	7,639,924.	8,012,192.	8,313,985.	38,739,375.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	182,786.	87,913.	93,271.	369,287.	198,958.	932,215.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	182,786.	87,913.	93,271.	369,287.	198,958.	932,215.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
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.)	7,497,877.	7,546,096.	7,733,195.	8,381,479.	8,512,943.	39,671,590.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	97.65 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	97.27 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	2.35 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	2.38 %
19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>		
b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

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).

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

2012

**Open to Public
Inspection**

Name of the organization

THE VALLEY FOUNDATION

Employer identification number
23-7352886

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

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

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

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

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
2a	
2b	
2c	
2d	

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► -----

4 Number of states where property subject to conservation easement is located ► -----

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes 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 XIII, 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 its 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 XIII, 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) 2012

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
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs
 e Other _____

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

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 XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

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

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

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

4 Describe in Part XIII 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		135,332	85,177	50,155
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). ► 50,155

Schedule D (Form 990) 2012

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ►

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

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

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

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

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

2. FIN 48 (ASC 740) Footnote In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	7,765,500.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	59,634.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	-798,686.
e	Add lines 2a through 2d	2e	-739,052.
3	Subtract line 2e from line 1	3	8,504,552.
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	8,391.
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	8,391.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	8,512,943.

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

1	Total expenses and losses per audited financial statements	1	7,080,196.
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 XIII)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	7,080,196.
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	8,391.
b	Other (Describe in Part XIII)	4b	798,686.
c	Add lines 4a and 4b	4c	807,077.
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	7,887,273.

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

PART XI, LINE 2D:

PROVISION FOR BAD DEBTS: (\$798,686)

PART XII, LINE 4B:

PROVISIONS FOR BAD DEBTS: \$798,686

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

2012

Open to Public
Inspection

Name of the organization

THE VALLEY FOUNDATION

Employer identification number

23-7352886

Part I Questions Regarding Compensation

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

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)

	Yes	No
1a	X	
2	X	
3		
4a	X	
4b	X	
4c	X	
5a	X	
5b	X	
6a	X	
6b	X	
7	X	
8	X	
9		

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, but 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)?

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

Schedule J (Form 990) 2012

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 and Title	(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				
MR. SCOTT BENCE	99,262.	31,250.	0	5,594.	3,173.	139,279.	
1 TREASURER	128,768.	0	334.	20,450.	19,236.	168,788.	
DR. ROBERT CENTOR	5,000.	37,450.	0	1,828.	1,094.	45,372.	
2 PRESIDENT, CEO	244,070.	0	4,048.	37,215.	4,277.	289,610.	
DR. TARAK VASAVADA	55,990.	94,738.	0	3,789.	3,438.	157,955.	
3 BOARD MEMBER	125,955.	0	680.	18,918.	599.	146,152.	
DR. RALPH SAMILOWSKI	92,300.	37,157.	0	0	3,047.	132,504.	
4 PHYSICIAN	107,417.	600.	531.	11,675.	20,790.	141,013.	
DR. PIPPA ABSTON	67,485.	7,792.	0	3,652.	1,809.	80,738.	
5 BOARD MEMBER	52,243.	0	174.	5,895.	18,009.	76,321.	
DR. AMY TAKACS	80,628.	32,480.	0	4,339.	2,676.	120,123.	
6 PHYSICIAN	57,049.	0	119.	9,747.	16,987.	83,902.	
MR. WILLIAM FERNIANY	0	0	0	0	0	0	
7 BOARD MEMBER	599,737.	375,435.	367,526.	172,881.	21,268.	1,536,847.	
DR. DAVID FAHEY	88,488.	21,000.	0	3,443.	2,954.	115,885.	
8 PHYSICIAN	72,739.	7,500.	397.	13,930.	26,514.	121,080.	
DR. ANUPAM AGARWAL (FRC)	0	0	0	0	0	0	
9 CHAIRMAN OF THE BOARD	150,131.	1,000.	610.	21,215.	1,304.	174,260.	
DR. JAMES LIGHT	68,180.	40,234.	0	3,977.	2,728.	115,119.	
10 PHYSICIAN	115,983.	0	1,825.	17,831.	8,364.	144,003.	
DR. RACHEL ACUFF	78,848.	32,480.	0	4,056.	2,576.	117,960.	
11 PHYSICIAN	51,790.	0	78.	8,312.	17,332.	77,512.	
DR. RAY WATTS (TO 02/13)	0	0	0	0	0	0	
12 FORMER CHAIRMAN OF THE BOARD	671,484.	130,012.	4,119.	172,430.	45,988.	1,024,033.	
13	0	0	0	0	0	0	
14	0	0	0	0	0	0	
15	0	0	0	0	0	0	
16	0	0	0	0	0	0	

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

HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES DETAIL

SCHEDULE J, PART I, LINE 1A

SOCIAL CLUB DUES WERE PAID FOR W. SCOTT BENCE TO THE LEDGES IN THE AMOUNT OF \$1,350 TO ALLOW ACCESS TO CLUB FOR VALLEY AND UAB FUNCTIONS/ACTIVITIES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

THE VALLEY FOUNDATION

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

2012

**Open to Public
Inspection**

Employer identification number
23-7352886

FORM 990, PART VI, LINE 2:

JOHN WYNN & W. F. SANDERS - BUSINESS RELATIONSHIP

FORM 990, PART VI, LINE 11A:

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

FORM 990, PART VI, LINE 12C:

ANNUAL DISCLOSURES ARE MADE AND SUBMITTED TO LEGAL COUNSEL FOR REVIEW AND
MITIGATION SUGGESTIONS. AN AD-HOC COMMITTEE OF THE BOARD THEN REVIEWS AND
ENFORCES COMPLIANCE WITH THE POLICY.

FORM 990, PART VI, LINE 15A & 15B:

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

FORM 990, PART VI, LINE 19:

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

Name of the organization

THE VALLEY FOUNDATION

Employer identification number

23-7352886

FORM 990, PART IX, LINE 11G:

THE FOUNDATION SHARES WITH THE UNIVERSITY OF ALABAMA THE COSTS OF OPERATING HEALTH CLINICS INCLUDING CHARGES FOR THE USE OF BUILDINGS AND EQUIPMENT OWNED BY THE UNIVERSITY; CHARGES FOR PATIENT TREATMENT SUPPORT COSTS SUCH AS LABORATORY, RADIOLOGY, NURSING, MEDICAL RECORD MAINTENANCE, AND SUPPLIES AND MATERIALS; AND CHARGES FOR ADMINISTRATION AND ACCOUNTING SERVICES. THE FOUNDATION THEN REIMBURSES THE UNIVERSITY FOR THE SERVICES PERFORMED AND EXPENDITURES. THE TOTAL AMOUNT OF THE REIMBURSEMENT FOR 2013 WAS APPROXIMATELY \$2,7 MILLION.

FORM 990, PART XI, LINE 5:

NET UNREALIZED GAIN RELATED TO INVESTMENTS: \$59,634

ATTACHMENT 1

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

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

**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service

Name of the organization

THE VALLEY FOUNDATION

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
 ► Attach to Form 990.
 ► See separate instructions.

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

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) 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?
SEE ATTACHMENT	Yes	No				
(1) _____	_____	_____	_____	_____	N/A	_____
(2) _____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____	_____
(7) _____	_____	_____	_____	_____	_____	_____

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

Schedule R (Form 990) 2012

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 allocation?	(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	Yes	No	Yes	No	Yes
(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	(i) Section 512(b)(13) controlled entity?	Yes	No
Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

		Yes	No
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	X
b	Gift, grant, or capital contribution to related organization(s)	1b	X
c	Gift, grant, or capital contribution from related organization(s)	1c	X
d	Loans or loan guarantees to or for related organization(s)	1d	X
e	Loans or loan guarantees by related organization(s)	1e	X
f	Dividends from related organization(s)	1f	X
g	Sale of assets to related organization(s)	1g	X
h	Purchase of assets from related organization(s)	1h	X
i	Exchange of assets with related organization(s)	1i	X
j	Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k	Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o	Sharing of paid employees with related organization(s)	1o	X
p	Reimbursement paid to related organization(s) for expenses	1p	X
q	Reimbursement paid by related organization(s) for expenses	1q	X
r	Other transfer of cash or property to related organization(s)	1r	X
s	Other transfer of cash or property from related organization(s)	1s	X
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds			
(a) Name of other organization		(b) Transaction type (a-s)	(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? Yes No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes No	(k) Percentage ownership
[1]										
[2]										
[3]										
[4]										
[5]										
[6]										
[7]										
[8]										
[9]										
[10]										
[11]										
[12]										
[13]										
[14]										
[15]										
[16]										

Part VII Supplemental Information

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

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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

01

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

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

- The books are in the care of ► **UAHSE**
Telephone No. ► **205-731-9881** Fax No ►
- If the organization does not have an office or place of business in the United States, check this box ▶
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ▶ If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension is for.

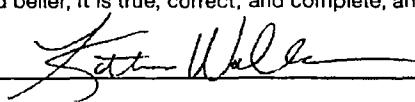
- I request an additional 3-month extension of time until **AUGUST 15, 2014**
- For calendar year , or other tax year beginning **OCTOBER 1, 2012**, and ending **SEPTEMBER 30, 2013**
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension **AWAITING INFORMATION FROM THIRD PARTIES WHICH IS NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ N/A
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ N/A
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ N/A

Signature and Verification must be completed for Part II only.

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

Signature ►



Title ► TAX MANAGER

Date ► 5-15-2014

Form 8868 (Rev. 1-2014)

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

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

Enter filer's identifying number, see instructions			
Type or print	Name of exempt organization or other filer, see instructions. THE VALLEY FOUNDATION	Employer identification number (EIN) or 23-7352886	
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 301 GOVERNORS DRIVE, SW	Social security number (SSN)	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HUNTSVILLE, AL 35801		

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

01

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

- The books are in the care of ► **UAHSF**

Telephone No. ► **205-731-9881**

FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MAY 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year **2013** or

► tax year beginning **OCTOBER 1, 2012**, and ending **JUNE 30, 2013**.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. **3a \$ N/A**

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. **3b \$ N/A**

c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. **3c \$ N/A**

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

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

Form 8868 (Rev. 1-2013)