

Form **990-PF**

Return of Private Foundation

OMB No. 1545-0052

2017

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation
VALLEY BAPTIST LEGACY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1267 NORTH STUART PLACE ROAD

City or town, state or province, country, and ZIP or foreign postal code
HARLINGEN, TX 78552

A Employer identification number
74-1936869

B Telephone number (see instructions)
(956) 335-3044

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply

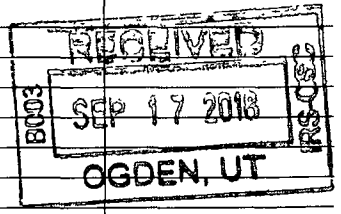
☐ Initial return	☐ Initial return of a former public charity
☐ Final return	☐ Amended return
☐ Address change	☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 380,834,128. **J Accounting method** ☐ Cash ☒ Accrual ☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	11,913,616.			
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.				
	4 Dividends and interest from securities	9,689,399.	9,689,399.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,309,558.			
	b Gross sales price for all assets on line 6a	67,711,172.			
	7 Capital gain net income (from Part IV, line 2)		7,309,558.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	75,000.			
	12 Total. Add lines 1 through 11	28,987,573.	16,998,957.		
	13 Compensation of officers, directors, trustees, etc.	486,803.	135,744.		310,404.
	14 Other employee salaries and wages	222,127.	34,363.		153,418.
	15 Pension plans, employee benefits	114,112.	17,751.		96,542.
	16a Legal fees (attach schedule)	15,143.			1,827.
	b Accounting fees (attach schedule)	24,680.	3,839.		22,601.
	c Other professional fees (attach schedule) . [2]	956,225.	956,225.		
	17 Interest	137,114.			
	18 Taxes (attach schedule) (see instructions) [3]	221,999.	8,374.		45,459.
	19 Depreciation (attach schedule) and depletion	38,745.			
	20 Occupancy	37,377.	5,472.		30,450.
	21 Travel, conferences, and meetings	82,826.	5,212.		72,538.
	22 Printing and publications	2,766.	430.		3,145.
	23 Other expenses (attach schedule) ATCH 4	161,134.	17,753.		150,933.
	24 Total operating and administrative expenses. Add lines 13 through 23.	2,501,051.	1,185,163.		887,317.
	25 Contributions, gifts, grants paid	27,445,790.			20,095,756.
	26 Total expenses and disbursements. Add lines 24 and 25	29,946,841.	1,185,163.		20,983,073.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-959,268.			
	b Net investment income (if negative, enter -0-)		15,813,794.		
	c Adjusted net income (if negative, enter -0-)				



4/3/2018 OCT 23 2018

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		38,303.	49,626.	49,626.
	2	Savings and temporary cash investments		15,859,429.	10,587,179.	10,587,179.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ 22,500.				
		Less: allowance for doubtful accounts ▶		22,500.	22,500.	22,500.
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges ATCH 5.		22,259.	30,081.	30,081.
	10a	Investments - U.S. and state government obligations (attach schedule) [6]		2,390,154.	5,394,392.	5,394,392.
	b	Investments - corporate stock (attach schedule) ATCH 7		235,385,561.	273,831,986.	273,831,986.
	c	Investments - corporate bonds (attach schedule) ATCH 8		46,558,854.	49,797,446.	49,797,446.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9		26,612,974.	28,691,469.	28,691,469.	
14	Land, buildings, and equipment basis ▶ 899,995.					
	Less: accumulated depreciation (attach schedule) ▶ 145,344.		790,473.	754,651.	754,651.	
15	Other assets (describe ▶ ATCH 10)		8,576,425.	11,674,798.	11,674,798.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		336,256,932.	380,834,128.	380,834,128.	
Liabilities	17	Accounts payable and accrued expenses		76,143.	157,438.	
	18	Grants payable		3,203,328.	10,553,361.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 11)		2,625,965.	2,534,262.	
23	Total liabilities (add lines 17 through 22)		5,905,436.	13,245,061.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted		321,972,808.	358,322,439.	
	25	Temporarily restricted		3,409,261.	4,302,963.	
	26	Permanently restricted		4,969,427.	4,963,665.	
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		330,351,496.	367,589,067.	
	31	Total liabilities and net assets/fund balances (see instructions)		336,256,932.	380,834,128.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	330,351,496.
2	Enter amount from Part I, line 27a	2	-959,268.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	38,399,835.
4	Add lines 1, 2, and 3	4	367,792,063.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	5	202,996.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	367,589,067.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	7,309,558.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8		3	0.	

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

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

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	15,423,657.	324,410,116.	0.047544
2015	6,439,600.	310,003,948.	0.020773
2014	250,208.	105,677,844.	0.002368
2013			
2012			
2 Total of line 1, column (d)			2 0.070685
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.023562
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 359,408,862.
5 Multiply line 4 by line 3.			5 8,468,392.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 158,138.
7 Add lines 5 and 6.			7 8,626,530.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 20,983,073.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	158,138.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	158,138.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	158,138.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	159,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	159,000.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	862.
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☒ 862. Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☒ TX, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.VBLF.ORG		
14 The books are in care of ► KIMBERLY ANDERSON Telephone no ► 956-335-3044 Located at ► 1267 NORTH STUART PLACE ROAD HARLINGEN, TX ZIP+4 ► 78552		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		
Organizations relying on a current notice regarding disaster assistance, check here ► ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year, did the foundation pay or incur any amount to		Yes	No		Yes	No
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐	Yes	☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐	Yes	☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐	Yes	☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐	Yes	☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐	Yes	☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.				5b		
	Organizations relying on a current notice regarding disaster assistance, check here	☐					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐	Yes	☒ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)						
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐	Yes	☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				6b		X
	If "Yes" to 6b, file Form 8870						
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐	Yes	☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				7b		X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		486,803.	63,574.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		162,321.	33,919.	0.

Total number of other employees paid over \$50,000. 0.

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 16		952,532.
Total number of others receiving over \$50,000 for professional services		0.

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments. See instructions.		
3	NONE	
Total. Add lines 1 through 3		

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	356,065,956.
b	Average of monthly cash balances	1b	40,973.
c	Fair market value of all other assets (see instructions).	1c	8,775,164.
d	Total (add lines 1a, b, and c)	1d	364,882,093.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	364,882,093.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,473,231.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	359,408,862.
6	Minimum investment return. Enter 5% of line 5	6	17,970,443.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	17,970,443.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	158,138.
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	158,138.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,812,305.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	17,812,305.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	17,812,305.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	20,983,073.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,983,073.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	158,138.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,824,935.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				17,812,305.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			14,527,626.	
b Total for prior years 20 15 , 20 14 , 20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 20,983,073.				
a Applied to 2016, but not more than line 2a			14,527,626.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				6,455,447.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				11,356,858.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Form 990-PF (2017)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed.

ATCH 17

b The form in which applications should be submitted and information and materials they should include.

ATCH 18

c Any submission deadlines

ATCH 19

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

ATCH 20

Part XV Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 21				
Total			▶ 3a	20,095,756.
b Approved for future payment ATCH 22				
Total			▶ 3b	9,114,492.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .						
4 Dividends and interest from securities			14	9,689,399.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			26	7,309,558.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a OTHER REVENUE	541610	75,000.				
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		75,000.		16,998,957.		
13 Total. Add line 12, columns (b), (d), and (e)					13	17,073,957.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
------------	---

[illegible]

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

- | | | | |
|--|--|-----|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| | | | |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here				May the IRS discuss this return with the preparer shown below? See instructions
	Signature of officer or trustee	Date	Title	☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below?

See instructions ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name M P GERICH		Preparer's signature <i>M Paige Gerich</i>		Date 09.05.2018	Check ☐ if self-employed	PTIN P00226776
	Firm's name ▶ BKD, LLP					Firm's EIN ▶ 44-0160260	
	Firm's address ▶ 2700 POST OAK BLVD., STE 1500 HOUSTON, TX 77056					Phone no 713.499.4600	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
21295670.		US TRUST BOA ST - ATTACHMENT D-1 PROPERTY TYPE: SECURITIES 20073218.				P	VARIOUS 1,222,452.	VARIOUS
35915711.		US TRUST BOA LT - ATTACHMENT D-1 PROPERTY TYPE: SECURITIES 31723739.				P	VARIOUS 4,191,972.	VARIOUS
211,480.		HEALTH ENTERPRISE PARTNERS LP PROPERTY TYPE: SECURITIES				P	VARIOUS 211,480.	VARIOUS
121,207.		SANTE HEALTH VENTURES I, LP PROPERTY TYPE: SECURITIES				P	VARIOUS 121,207.	VARIOUS
9,501,449.		36,845 SHS ISHARES CORE S&P 500ETF PROPERTY TYPE: SECURITIES 7,833,996.				P	2/26/15 1,667,453.	VARIOUS
665,655.		30,025.013 SHS IVY ASSET STRATEGY FD CLA PROPERTY TYPE: SECURITIES 770,661.				P	VARIOUS -105,006.	VARIOUS
TOTAL GAIN(LOSS)							<u>7,309,558.</u>	

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

VALLEY BAPTIST LEGACY FOUNDATION

Employer identification number

74-1936869

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

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Name of organization VALLEY BAPTIST LEGACY FOUNDATION

Employer identification number
74-1936869**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MM & NA EVERETT FOUNDATION US TRUST/BOA, 901 MAIN ST, 19TH FLOOR DALLAS, TX 75202	\$ 9,399.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	VALLEY BAPTIST SERVICE CORPORATION 1267 N. STUART PLACE RD. HARLINGEN, TX 78552	\$ 2,478,404.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	VB MEDICAL HOLDINGS 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78522	\$ 6,574,643.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	VB REALTY CORPORATION 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	\$ 2,469,628.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	MR. DAVID R SMITH 1626 SAM HOUSTON HARLINGEN, TX 78550	\$ 12,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	PINK RIBBON GOLF CLASSIC 1001 SOUTH ED CAREY DRIVE #221 HARLINGEN, TX 78552	\$ 7,750.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **VALLEY BAPTIST LEGACY FOUNDATION**Employer identification number
74-1936869**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	TR U/A JOHN O. REBER MEM COBALT US TRUST/BOA, 901 MAIN ST, 19TH FLOOR DALLAS, TX 75202	\$ 16,694.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
8	TENET HEALTH - VALLEY HEALTHCARE NETWORK 2121 PEASE ST HARLINGEN, TX 78550	\$ 28,200.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
9	ROLLINS M. & AMALIE L. KOPPEL FOUNDATION P.O. BOX 271 HARLINGEN, TX 78551	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
10	LINCOLN FINANCIAL LIFE INSURANCE CO. 100 NORTH GREENE ST. GREENSBORO, NC 27401	\$ 300,049.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization VALLEY BAPTIST LEGACY FOUNDATION

Employer identification number

74-1936869

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

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

Name of organization VALLEY BAPTIST LEGACY FOUNDATION

Employer identification number

74-1936869

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
MANAGEMENT FEE REVENUE	75,000.
TOTALS	<u>75,000.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBS INVESTMENT MGMT FEES	254,516.	254,516.
US TRUST INVESTMENT MGMT FEES	701,709.	701,709.
TOTALS	<u>956,225.</u>	<u>956,225.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	53,833.	8,374.	45,459.
FEDERAL EXCISE TAX	168,166.		
TOTALS	<u>221,999.</u>	<u>8,374.</u>	<u>45,459.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE AND COMPUTER EXPENSE	59,036.	7,258.	53,072.
INSURANCE	50,865.	7,099.	38,537.
OTHER EXPENSE	29,302.		34,694.
PURCHASED SERVICES	21,931.	3,396.	24,630.
TOTALS	<u>161,134.</u>	<u>17,753.</u>	<u>150,933.</u>

ATTACHMENT 5FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INSURANCE	2,399.	2,399.
PREPAID OTHER	27,043.	27,043.
PREPAID INCOME TAX	639.	639.
TOTALS	<u>30,081.</u>	<u>30,081.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ATTACHMENT 6	
	ENDING BOOK VALUE	ENDING FMV
BOA INVESTMENTS-ATTACHMENT 6-1	5,394,392.	5,394,392.
US OBLIGATIONS TOTAL	5,394,392.	5,394,392.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HIGH GROUND ENDOWMENT FUND	8,182,786.	8,182,786.
RESTRICTED BURIAL PLOT	925.	925.
INTEREST RECEIVABLE	201,402.	201,402.
INSURANCE POLICIES CASH VALUE	831,800.	831,800.
OTHER RECEIVABLE	138.	138.
NOTE RECEIVABLE	402,747.	402,747.
LAND HELD FOR RESALE	2,055,000.	2,055,000.
TOTALS	<u>11,674,798.</u>	<u>11,674,798.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
ANNUITY LIABILITIES	2,534,262.
TOTALS	<u>2,534,262.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN/LOSS	37,511,895.
TEMP & PERM RESTRICTED NET ASSET CHANGES	887,940.
TOTAL	<u>38,399,835.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

NET ASSETS RELEASED FROM RESTRICTION

202,996.

TOTAL

202,996.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
QUITA WITTENBACH 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	SECRETARY 1.00	0.	0.	0.
LEONEL VELA, MD 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	DIRECTOR 1.00	0.	0.	0.
YOLANDA DE LEON 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	CHAIRMAN 1.00	0.	0.	0.
ARNIE GONZALEZ 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	DIRECTOR 1.00	0.	0.	0.
CHRISTINA GARCIA 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	DIRECTOR 1.00	0.	0.	0.
BILLY BRADFORD 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	VICE CHAIRMAN 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KIMBERLY ANDERSON 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	VICE PRESIDENT, CFO 40.00	170,191.	28,446.	0.
JACK ABBOTT 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	DIRECTOR 1.00	0.	0.	0.
FRANK COSTILLA 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	DIRECTOR 1.00	0.	0.	0.
BETH PACE 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	DIRECTOR 1.00	0.	0.	0.
JULIO CAVAZOS 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	DIRECTOR 1.00	0.	0.	0.
JUDY QUISENBERRY 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	GRANTS DIRECTOR 40.00	131,015.	19,939.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RANDY BAKER 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	EXEC VP, COO 40.00	185,597.	15,189.	0.
BOB DUNCAN 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	DIRECTOR 1.00	0.	0.	0.
GRAND TOTALS		486,803.	63,574.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
JAMIE AMAYA 1267 NORTH STUART ROAD HARLINGEN, TX 78552	BOARD SECRETARY 40.00	56,921.	6,428. 0.
JUANITA REYES - ALMANZA 1267 NORTH STUART ROAD HARLINGEN, TX 78552	STAFF ACCOUNTANT 30.00	50,677.	16,195. 0.
EVELYN CASTILLEJA GARZA 1267 NORTH STUART ROAD HARLINGEN, TX 78552	GRANTS SPECIALIST 40.00	54,723.	11,296. 0.
	TOTAL COMPENSATION	162,321.	33,919. 0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
UBS FINANCIAL SERVICES, INC. 1100 POYDRAS STREET, STE 900 NEW ORLEANS, LA 70163-0900	INVESTMENT BROKER	250,823.
US TRUST, BOA PRIVATE WEALTH MGMT 300 COVENANT STREET, 8TH FLOOR SAN ANTONIO, TX 78205	INVESTMENT BROKER	701,709.
TOTAL COMPENSATION		<u>952,532.</u>

ATTACHMENT 17

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JUDY QUISENBERRY
1267 N. STUART PLACE RD.
HARLINGEN, TX 78552
956-335-3037

ATTACHMENT 18990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

JUDY QUISENBERRY

APPLICATION FORM AVAILABLE ON VALLEY BAPTIST LEGACY FOUNDATION

WEBSITE INCLUDE 501(C)(3) DETERMINATION, PROGRAM BUDGET, 2 PRIOR YEAR
FINANCIAL STATEMENTS, CURRENT YEAR BUDGET, AUDIT, BUDGET NARRATIVE
AND BOARD MEMBER LISTING, IF APPLICABLE.

ATTACHMENT 19

990PF, PART XV - SUBMISSION DEADLINES

JUDY QUISENBERRY
NOVEMBER 1, MAY 1

ATTACHMENT 20990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

JUDY QUISENBERRY

MUST SERVE 4 COUNTIES- CAMERON, HIDALGO, WILLACY & STARR

SHOULD BE HEALTHCARE RELATED, 501(C)(3) OR GOVERNMENT ENTITY

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 21

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILD ABUSE EDUCATION PROGRAM OF SOUTH TEXAS 321 SOUTH 21ST STREET HARLINGEN, TX 78550	NONE PC		CHARITABLE	20,000.
COMMUNITY HOPE PROJECTS, INC. 2332 JORDAN AVENUE MCALLEN, TX 78503	NONE PC		CHARITABLE	450,372.
PROYECTO JUAN DIEGO, INC. 2216 EDUARDO AVE BROWNSVILLE, TX 78526	NONE PC		CHARITABLE	100,000.
RIO GRANDE COUNCIL BOY SCOUTS P O BOX 2424 HARLINGEN, TX 78551	NONE PC		CHARITABLE	1,500,000.
SOUTH TEXAS JUVENILE DIABETES P O BOX 720727 MCALLEN, TX 78504	NONE PC		CHARITABLE	50,000.
THE SALVATION ARMY - HARLINGEN 119 E MONROE HARLINGEN, TX 78550	NONE PC		CHARITABLE	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AURORA HOUSE FOUNDATION 2646 W 18TH STREET WESLACO, TX 78596	NONE PC		CHARITABLE	50,000.
BUCKNER CHILDREN & FAMILY SERVICES 600 N PEARL ST SUITE 2000 DALLAS, TX 75201	NONE PC		CHARITABLE	50,000
GOOD SAMARITAN COMMUNITY SERVICES 1600 SALTILLO SAN ANTONIO, TX 78207	NONE PC		CHARITABLE	50,000
THE VANNIE COOK CHILDRENS CANCER CENTER - TCH 101 WEST EXPRESSWAY 83 MCALLEN, TX 78503	NONE PC		CHARITABLE	100,000.
NUUESTRA CLINICA DEL VALLEY P O BOX 1689 PHARR, TX 78577	NONE PC		CHARITABLE	383,839.
UT HEALTH SCIENCE CENTER AT HOUSTON 7000 FANNIN, SUITE 1200 HOUSTON, TX 77030	NONE PC		CHARITABLE	1,057,638.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AGAPE MISSIONARIES FOR LIFE 2813 PLUMERIA LN HARLINGEN, TX 78552	NONE PC	CHARITABLE	82,000.
CULTURE OF LIFE MINISTRIES PO BOX 533162 HARLINGEN, TX 78553	NONE PC	CHARITABLE	86,600
FAMILY CRISIS CENTER INC 616 W TAYLOR ST HARLINGEN, TX 78550	NONE PC	CHARITABLE	100,000
HOLY FAMILY SERVICES 5819 N FM 88 WESLACO, TX 78596	NONE PC	CHARITABLE	327,360
LOAVES & FISHES OF THE RIO GRANDE VALLEY INC 514 S E ST HARLINGEN, TX 78550	NONE PC	CHARITABLE	100,000.
LOS FRESNOS AMBULANCE SERVICE INC 200 N ALAMO ST LOS FRESNOS, TX 78566	NONE PC	CHARITABLE	109,517.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOODY MEDICAL CLINIC ASSOCIATION INC 16628 ELM CREEK RD MOODY, TX 76557	NONE PC	CHARITABLE	100,000.
TEXAS A&M UNIVERSITY COLONIA PROGRAM 9350 S PRESA, STE. 110 SAN ANTONIO, TX 78223	NONE PC	CHARITABLE	157,183.
TRAUMA SERVICE AREA-H REGIONAL ADVISORY COUNCIL PO BOX 190 LUFKIN, TX 75902	NONE PC	CHARITABLE	500,000.
SOUTH TEXAS EMERGENCY CARE FOUNDATION INC PO BOX 533668 HARLINGEN, TX 78553	NONE PC	CHARITABLE	913,036
BOYS AND GIRLS CLUB OF MCALLEN INC 2620 GALVESTON AVE MCALLEN, TX 78501	NONE PC	CHARITABLE	20,000.
BOYS AND GIRLS CLUB OF HARLINGEN PO BOX 1982 HARLINGEN, TX 78551	NONE PC	CHARITABLE	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
C.A.M.P UNIVERSITY PO BOX 2294 MCALLEN, TX 78502	NONE PC		CHARITABLE	26,810.
CATCH GLOBAL FOUNDATION 8000 CENTRE PARK DR STE 350 AUSTIN, TX 78754	NONE PC		CHARITABLE	30,000
INFANT AND FAMILY NUTRITION AGENCY 1225 BOCA CHICA BLVD BROWNSVILLE, TX 78520	NONE PC		CHARITABLE	29,810.
PLANNED PARENTHOOD SOUTH TEXAS 2140 BABCOCK ROAD, STE. 201 SAN ANTONIO, TX 78229	NONE PC		CHARITABLE	35,000.
PROYECTO DESARROLLO HUMANO PO BOX 1017 PENITAS, TX 78576	NONE PC		CHARITABLE	10,000.
RONALD McDONALD HOUSE CHARITIES OF THE RIO GRANDE 1720 TREASURE HILLS BLVD HARLINGEN, TX 78550	NONE PC		CHARITABLE	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUNSHINE HAVEN INC 7105 W LAKESIDE BLVD OLMITO, TX 78575	NONE PC	CHARITABLE	30,000.
BOYS & GIRLS CLUB OF WESLACO 300 N AIRPORT WESLACO, TX 78596	NONE PC	CHARITABLE	50,000.
TX TROPICAL TEXAS BEHAVIOR HEALTH PO BOX 1108 EDINBURG, TX 78540	NONE PC	CHARITABLE	1,098,896
SU CLINICA FAMILIAR 1706 TREASURE HILLS BLVD HARLINGEN, TX 78550	NONE PC	CHARITABLE	161,157
AMERICAN HEART ASSOCIATION, INC. 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE PC	CHARITABLE	143,480
STATE OF TEXAS KIDNEY FOUNDATION 45 NE LOOP 410, SUITE 255 SAN ANTONIO, TX 78216	NONE PC	CHARITABLE	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 21 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WOMEN TOGETHER FOUNDATION INC 511 N CYNTHIA ST MCALLEN, TX 78501	NONE PC	CHARITABLE	30,058
UTRGV ONE WEST UNIVERSITY BLVD BROWNSVILLE, TX 78520	NONE PC	CHARITABLE	9,851,151.
CAMERON COUNTY PARKS & REC 33174 STATE PARK RD 100 SOUTH PADRE ISLAND, TX 78597	NONE PC	CHARITABLE	500,000
CHILDREN'S DEFENSE FUND OF TEXAS 5410 BELLAIRE BLVD, STE 203 BELLAIRE, TX 77401	NONE PC	CHARITABLE	67,770.
RIO GRANDE STATE CENTER CITIZEN'S VOLUNTEER COUNCIL P O. BOX 451 HARLINGEN, TX 78551	NONE PC	CHARITABLE	25,000.
EL MILAGRO CLINIC 901 E VERMONT AVE MCALLEN, TX 78503	NONE PC	CHARITABLE	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S HUNGER FUND 4940 EISENHOWER RD #146 SAN ANTONIO, TX 78218	NONE PC	CHARITABLE	30,186.
BOYS AND GIRLS CLUB OF PHARR 1026 S. FIR STREET PHARR, TX 78577	NONE PC	CHARITABLE	27,804
CITY OF MERCEDES 400 SOUTH OHIO MERCEDES, TX 78570	NONE GOV	CHARITABLE	150,000.
CITY OF PRIMERA 22893 STUART PLACE ROAD HARLINGEN, TX 78552	NONE GOV	CHARITABLE	30,600.
CITY OF PHARR 118 S CAGE BLVD PHARR, TX 78577	NONE GOV	CHARITABLE	191,598.
AMERICAN RED CROSS 6914 W EXPRESSWAY 83 HARLINGEN, TX 78552	NONE PC	CHARITABLE	150,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
FOOD BANK OF THE RIO GRANDE VALLEY, INC 2601 ZINNIA P.O. BOX 6251 MCALLEN, TX 78502	NONE	PC	CHARITABLE	300,000.
GOOD NEIGHBOR SETTLEMENT HOUSE 1254 E TYLER ST BROWNSVILLE, TX 78520	NONE	PC	CHARITABLE	30,000.
IT'S TIME TEXAS 911 W ANDERSON LANE SUITE 202 AUSTIN, TX 78757	NONE	PC	CHARITABLE	250,000.
MEND FOUNDATION 72-11 AUSTIN STREET, #390 FOREST HILLS, NY 11375	NONE	PC	CHARITABLE	130,757.
THE SALVATION ARMY - MCALLEN 1600 N. 23RD STREET MCALLEN, TX 78501	NONE	PC	CHARITABLE	25,000.
TIP OF TEXAS FAMILY OUTREACH INC 455 E. LEVEE BROWNSVILLE, TX 78520	NONE	PC	CHARITABLE	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 21 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE STREET STE 300 AUSTIN, TX 78751	NONE PC	CHARITABLE	25,000.
COLLABORATIVE FAMILY HEALTH CARE ASSOCIATION P O. BOX 23980 ROCHESTER, NY 14692-3980	NONE PC	HEALTHCARE SCHOLARSHIPS	5,000.
THE TSTC FOUNDATION 1902 N LOOP 499 HARLINGEN, TX 78550	NONE PC	HEALTHCARE SCHOLARSHIPS	10,000.
VALLEY INITIATIVE FOR DEVELOPMENT AND ASSISTANCE 417 S. OHIO AVENUE MERCEDDES, TX 78570	NONE PC	HEALTHCARE SCHOLARSHIPS FOR VETERANS	15,000
78 NURSING SCHOLARSHIPS RANGING FROM \$250-\$1000 C/O 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	NONE I	NURSING SCHOLARSHIP	30,520.
123 VOUCHERS FOR MAMMOGRAMS OR BREAST PROSTHETICS C/O 1267 NORTH STUART PLACE ROAD HARLINGEN, TX 78552	NONE I	PROVIDE MAMMOGRAMS OR BREAST PROSTHETICS	12,614.
TOTAL CONTRIBUTIONS PAID			<u>20,095,756.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 22

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CITY OF MISSION 1201 E 8 STREET MISSION, TX 78572	NONE GOV	CHARITABLE	500,000.
UTRGV ONE WEST UNIVERSITY BLVD BROWNSVILLE, TX 78520	NONE PC	CHARITABLE	7,452,452.
CITY OF PRIMERA 22893 STUART PLACE ROAD HARLINGEN, TX 78552	NONE GOV	CHARITABLE	469,400.
HOLY FAMILY SERVICES 5819 N FM 88 WESLACO, TX 78596	NONE PC	CHARITABLE	192,640.
CITY OF PORT ISABEL 305 E MAXAN ST PORT ISABEL, TX 78578	NONE GOV	CHARITABLE	500,000
TOTAL CONTRIBUTIONS APPROVED			<u>9,114,492.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UBS - ATTACHMENT 8-1	32,629,961.	32,629,961.
BOA - SEE ATTACHMENT 8-2	17,167,485.	17,167,485.
TOTALS	<u>49,797,446.</u>	<u>49,797,446.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SANTA FE VENTURES INVESTMENT	4,664,799.	4,664,799.
HEALTH ENTERPRISE INVESTMENT	3,668,628.	3,668,628.
UBS - SEE ATTACHMENT 9-1	3,455,323.	3,455,323.
BOA - SEE ATTACHMENT 9-2	2,024,315.	2,024,315.
BOA - SEE ALT INV ATT 9-3	9,766,634.	9,766,634.
TIFF ABSOLUTE RETURN POOL II	5,111,770.	5,111,770.
TOTALS	<u>28,691,469.</u>	<u>28,691,469.</u>