

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning 12/01, 2010, **and ending** 11/30, 2011

G Check all that apply: Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

VALENTINE FOUNDATION
409 MERION HILL LANE
WEST CONSHOHOCKEN, PA 19428

A Employer identification number
23-6806061

B Telephone number (see the instructions)
610-525-7200

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.

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, column (c), line 16)
\$ 3,041,978.

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 the 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 (att sch)	151,947.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	8,174.	8,174.	8,174.	
	4 Dividends and interest from securities	55,272.	55,272.	55,272.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10.	47,383.			
	b Gross sales price for all assets on line 6a 563,802.				
	7 Capital gain net income (from Part IV, line 2)		47,383.		
	8 Net short-term capital gain			9,668.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11.	262,776.	110,829.	73,114.		
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc.	42,551.			34,040.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST. 1	4,250.			
	c Other prof fees (attach sch) SEE ST. 2	15,093.	12,375.		
	17 Interest				
	18 Taxes (attach schedule)(see instr.) SEE STM. 3	4,232.			3,386.
	19 Depreciation (attach sch) and depletion	538.			
	20 Occupancy	1,620.			
	21 Travel, conferences, and meetings	6,965.			
	22 Printing and publications	3,762.			
	23 Other expenses (attach schedule) SEE STATEMENT 4	16,162.			
	24 Total operating and administrative expenses. Add lines 13 through 23.	95,173.	12,375.		37,426.
	25 Contributions, gifts, grants paid PART. XV.	159,300.			159,300.
26 Total expenses and disbursements. Add lines 24 and 25.	254,473.	12,375.	0.	196,726.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	8,303.				
b Net investment income (if negative, enter -0-)		98,454.			
c Adjusted net income (if negative, enter -0-)			73,114.		

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		
A S S E T S	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments	748,516.	884,439.	884,439.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch.)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)	158,545.	146,896.	174,066.	
	b	Investments — corporate stock (attach schedule)	1,158,870.	1,042,274.	1,903,720.	
	c	Investments — corporate bonds (attach schedule)	74,585.	74,584.	77,722.	
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment: basis	3,819.				
	Less: accumulated depreciation (attach schedule) SEE STMT 5	1,788.	790.	2,031.		
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	2,141,306.	2,150,224.	3,041,978.		
L I A B I L I T I E S	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 6)	148.	763.		
	23	Total liabilities (add lines 17 through 22)	148.	763.		
N E T A S S E T B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted	2,141,158.	2,149,461.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)	2,141,158.	2,149,461.			
31	Total liabilities and net assets/fund balances (see the instructions)	2,141,306.	2,150,224.			

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	2,141,158.
2	Enter amount from Part I, line 27a	2	8,303.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,149,461.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,149,461.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation

(c) Date acquired
(month, day, year)

(d) Date sold
(month, day, year)

1 a SEE STATEMENT 7			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
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	47,383.
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 the instructions). If (loss), enter -0- in Part I, line 8.]	3	9,668.

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 does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(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 (column (b) divided by column (c))
2009	175,667.	2,921,462.	0.060130
2008	172,231.	2,656,703.	0.064829
2007	236,973.	3,228,825.	0.073393
2006	185,910.	3,166,147.	0.058718
2005	172,000.	2,897,539.	0.059361

2 Total of line 1, column (d)	2	0.316431
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.063286
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,080,339.
5 Multiply line 4 by line 3	5	194,942.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	985.
7 Add lines 5 and 6	7	195,927.
8 Enter qualifying distributions from Part XII, line 4	8	196,726.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.		1	985.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		2	0.
3 Add lines 1 and 2.		3	985.
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	985.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010.	6 a	533.	
b Exempt foreign organizations — tax withheld at source.	6 b		
c Tax paid with application for extension of time to file (Form 8868).	6 c		
d Backup withholding erroneously withheld.	6 d		
7 Total credits and payments. Add lines 6a through 6d.		7	533.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.		8	3.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.		9	455.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax.		11	
			Refunded.

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 definition)? <i>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.</i>		X
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. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
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? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions). PA		
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? <i>If 'No,' attach explanation.</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

Part VII-A: Statements Regarding Activities (Continued)

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).....	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?.....	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?.... Website address..... ▶ <u>WWW.VALENTINEFOUNDATION.ORG</u>	13	X	
14	The books are in care of ▶ <u>ALEXANDRA FRAZIER</u> Telephone no. ▶ <u>610-525-7200</u> Located at ▶ <u>409 MERION HILL LANE WEST CONSHOHOCKEN PA</u> ZIP + 4 ▶ <u>19428</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here..... N/A .. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year..... ▶ 15 N/A			
16	At any time during calendar year 2010, 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?..... See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16	Yes	No X

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
1 a	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?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)?..... Organizations relying on a current notice regarding disaster assistance check here..... ▶ <input type="checkbox"/>	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1 a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?.....	1 c	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
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 the instructions.).....	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__ .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2010 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>).....	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?.....	4 a	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 2010?.....	4 b	X

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:

- (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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

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). N/A

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? Yes No
 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? N/A

5b	N/A	
6b		X
7b		

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
SEE STATEMENT 8		42,551.	0.	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
NONE				

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
NONE		
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

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	2,648,613.
b Average of monthly cash balances.....	1b	478,635.
c Fair market value of all other assets (see instructions).....	1c	
d Total (add lines 1a, b, and c).....	1d	3,127,248.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).....	1e	0.
2 Acquisition indebtedness applicable to line 1 assets.....	2	0.
3 Subtract line 2 from line 1d.....	3	3,127,248.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions).....	4	46,909.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.....	5	3,080,339.
6 Minimum investment return. Enter 5% of line 5.....	6	154,017.

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	154,017.
2a Tax on investment income for 2010 from Part VI, line 5.....	2a	985.
b Income tax for 2010. (This does not include the tax from Part VI.).....	2b	
c Add lines 2a and 2b.....	2c	985.
3 Distributable amount before adjustments. Subtract line 2c from line 1.....	3	153,032.
4 Recoveries of amounts treated as qualifying distributions.....	4	
5 Add lines 3 and 4.....	5	153,032.
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	153,032.

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	196,726.
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	196,726.
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	985.
6 Adjusted qualifying distributions. Subtract line 5 from line 4.....	6	195,741.

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.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				153,032.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	74,695.			
b From 2006	117,124.			
c From 2007	77,320.			
d From 2008	40,599.			
e From 2009	30,361.			
f Total of lines 3a through e	340,099.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 196,726.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				153,032.
e Remaining amount distributed out of corpus	43,694.			
5 Excess distributions carryover applied to 2010. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	383,793.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	74,695.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	309,098.			
10 Analysis of line 9:				
a Excess from 2006	117,124.			
b Excess from 2007	77,320.			
c Excess from 2008	40,599.			
d Excess from 2009	30,361.			
e Excess from 2010	43,694.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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).)
 NONE

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.
 NONE

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, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

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 <i>Paid during the year</i> SEE STATEMENT 9				
Total ▶ 3a				159,300.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

	Yes	No
(1) Cash.....		X
(2) Other assets.....		X

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization.....	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization.....	1 b (2)		X
(3) Rental of facilities, equipment, or other assets.....	1 b (3)		X
(4) Reimbursement arrangements.....	1 b (4)		X
(5) Loans or loan guarantees.....	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations.....	1 b (6)		X

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees..... 1 c

	Yes	No
		X

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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here			
	Signature of officer or trustee	Date	Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if <input type="checkbox"/> if self-employed	PTIN
	RONALD P. FELDMAN, CPA				N/A
	Firm's name ▶ GITOMER & BERENHOLZ, P.C.		Firm's EIN ▶ N/A		
	Firm's address ▶ 445 SHADY LANE HUNTINGDON VALLEY, PA 19006		Phone no. (215) 379-3500		

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF

OMB No. 1545-0047

2010

Name of the organization VALENTINE FOUNDATION	Employer identification number 23-6806061
---	---

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 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 foundation

Check 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, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year. ▶ \$ _____

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

VALENTINE FOUNDATION

Employer identification number

23-6806061

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE HESS FOUNDATION 307 BRENTFORD ROAD HAVERFORD, PA 19041	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	PHOEBE V VALENTINE TRUST 5 RADNOR CORPORATE CENTER #450 RADNOR, PA 19087	\$ 105,415.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	PAM PHELAN 110 KNIGHTSBRIDGE ROAD WYNNEWOOD, PA 19096	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	WALTER R. GARRISON 800 MANCHESTER AVENUE MEDIA, PA 19063	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	SUSAN GARRISON 220 NORTH JACKSON STREET MEDIA, PA 19063	\$ 5,581.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

VALENTINE FOUNDATION

23-6806061

Part II Noncash Property (see instructions.)

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

Name of organization

Employer identification number

VALENTINE FOUNDATION

23-6806061

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
(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	

Underpayment of Estimated Tax by Corporations

2010

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

Name **VALENTINE FOUNDATION** Employer identification number **23-6806061**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	985.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
c	Credit for federal tax paid on fuels (see instructions)	2c	
d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	985.
4	Enter the tax shown on the corporation's 2009 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5.	4	767.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	767.

Part II Reasons for Filing – Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220, even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (<i>Form 990 – PF filers:</i> Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	4/15/11	5/15/11	8/15/11	11/15/11
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	10	191.	192.	192.	192.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	533.			
<i>Complete lines 12 through 18 of one column before going to the next column.</i>					
12 Enter amount, if any, from line 18 of the preceding column	12		342.	150.	
13 Add lines 11 and 12	13		342.	150.	
14 Add amounts on lines 16 and 17 of the preceding column	14				42.
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	533.	342.	150.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17			42.	192.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	342.	150.		

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 – no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19		4/15/12	4/15/12
20 Number of days from due date of installment on line 9 to the date shown on line 19	20		244	152
21 Number of days on line 20 after 4/15/2010 and before 7/1/2010	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 4%	22			
23 Number of days on line 20 after 6/30/2010 and before 10/1/2010	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 4%	24			
25 Number of days on line 20 after 9/30/2010 and before 1/1/2011	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 4%	26			
27 Number of days on line 20 after 12/31/2010 and before 4/1/2011	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x 3%	28			
29 Number of days on line 20 after 3/31/2011 and before 7/1/2011	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x %	30			
31 Number of days on line 20 after 6/30/2011 and before 10/1/2011	31		46	
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365}$ x 4%	32		0.21	
33 Number of days on line 20 after 9/30/2011 and before 1/1/2012	33		92	46
34 Underpayment on line 17 $\frac{\text{Number of days on line 33}}{365}$ x 3%	34		0.32	0.73
35 Number of days on line 20 after 12/31/2011 and before 2/16/2012	35		105	105
36 Underpayment on line 17 $\frac{\text{Number of days on line 35}}{366}$ x 3%	36		0.36	1.66
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37		0.89	2.39
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns	38			3.

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

VALENTINE FOUNDATION

23-6806061

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING.....	\$ 4,250.			
TOTAL	<u>\$ 4,250.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT.....	\$ 12,375.	\$ 12,375.		
VIDEOGRAPHY.....	2,718.			
TOTAL	<u>\$ 15,093.</u>	<u>\$ 12,375.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES.....	\$ 4,232.			\$ 3,386.
TOTAL	<u>\$ 4,232.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 3,386.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS.....	\$ 5,370.			
INSURANCE.....	1,367.			
LICENSES AND PERMITS.....	20.			
OFFICE EXPENSE.....	3,700.			
OUTSIDE SERVICES.....	765.			
PARKING.....	79.			
POSTAGE AND DELIVERY.....	774.			
RECORD STORAGE.....	1,740.			
TELEPHONE.....	1,020.			
WEBSITE.....	1,327.			
TOTAL	<u>\$ 16,162.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

VALENTINE FOUNDATION

23-6806061

STATEMENT 5
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	\$ 3,819.	\$ 1,788.	\$ 2,031.	\$ 2,031.
TOTAL	\$ 3,819.	\$ 1,788.	\$ 2,031.	\$ 2,031.

STATEMENT 6
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

PAYROLL TAXES WITHHELD.....	\$	763.
TOTAL	\$	763.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	39.49 GOVT NATL MTG ASSN	PURCHASED	VARIOUS	VARIOUS
2	19.83 GOVT NATL MTG ASSN	PURCHASED	VARIOUS	VARIOUS
3	10000 PITTSBURGH PA WT	PURCHASED	6/19/1995	9/01/2011
4	75000 BMW NORTH AMER CD	PURCHASED	5/20/2009	11/28/2011
5	100000 CATHAY BANK NA CD	PURCHASED	9/24/2009	10/05/2011
6	1000 AMGEN INC	PURCHASED	VARIOUS	3/22/2011
7	400 ANADARKO PETROLEUM CORP	PURCHASED	12/27/2004	5/24/2011
8	400 CARDINAL HEALTH INC	PURCHASED	9/18/1986	3/22/2011
9	500 DEVON ENERGY CORP	PURCHASED	1/16/2008	10/04/2011
10	1000 DISNEY WALT CO	PURCHASED	VARIOUS	10/04/2011
11	500 FEDEX CORPORATION	PURCHASED	12/20/1999	VARIOUS
12	500 HOME DEPOT INC	PURCHASED	3/03/2000	3/22/2011
13	300 JP MORGAN CHASE & CO.	PURCHASED	6/03/1993	10/04/2011
14	300 KANSAS CITY SOUTHERN	PURCHASED	11/23/2010	5/24/2011
15	500 WASH REAL EST INV TR	PURCHASED	5/25/1994	10/04/2011
16	75000 AMER EXP CENT BANK	PURCHASED	10/01/2009	4/07/2011
17	50000 GOLDMAN SACHS	PURCHASED	5/26/2010	3/02/2011
18	800 CDI CORP	PURCHASED	VARIOUS	10/04/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	39.		39.	0.				\$ 0.
2	20.		20.	0.				0.
3	10,000.		11,589.	-1,589.				-1,589.
4	75,000.		75,000.	0.				0.
5	100,000.		100,000.	0.				0.
6	52,762.		29,202.	23,560.				23,560.
7	30,348.		12,970.	17,378.				17,378.
8	16,376.		1,647.	14,729.				14,729.
9	25,999.		41,440.	-15,441.				-15,441.
10	28,493.		28,498.	-5.				-5.

VALENTINE FOUNDATION

23-6806061

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
11	34,895.		20,488.	14,407.				\$ 14,407.
12	18,192.		27,863.	-9,671.				-9,671.
13	8,550.		7,156.	1,394.				1,394.
14	16,698.		7,030.	9,668.				9,668.
15	13,397.		9,943.	3,454.				3,454.
16	75,000.		75,000.	0.				0.
17	50,000.		50,000.	0.				0.
18	8,033.		18,534.	-10,501.				-10,501.
							TOTAL	\$ 47,383.

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ALEXANDRA V.A. FRAZIER 300 QUARRY LANE HAVERFORD, PA 19041	EXECUTIVE DIREC 20	\$ 42,551.	\$ 0.	\$ 0.
ALEXANDRA SAMUELS 810 KATER STREET PHILADELPHIA, PA 19147	CHAIRWOMEN 2	0.	0.	0.
PEGGY CURCHACK 7306 EMLIN STREET PHILADELPHIA, PA 19119	TRUSTEE 2	0.	0.	0.
BARBARA J. SILZLE 24 ELDON ROAD LANSDOWNE, PA 19050	TRUSTEE 2	0.	0.	0.
TRACY TRIPP 2112 SPRING STREET PHILADELPHIA, PA 19103	TRUSTEE 2	0.	0.	0.
LINDA A. WHITE 6128 MCCALLUM STREET PHILADELPHIA, PA 19144	TRUSTEE 2	0.	0.	0.
NANCY J KIRBY 909 MONTGOMERY AVENUE, APT H1 BRYN MAWR, PA 19010	TRUSTEE 2	0.	0.	0.

VALENTINE FOUNDATION

23-6806061

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
SHAWN TOWEY 6135 MCCALLUM STREET PHILADELPHIA, PA 19144	TRUSTEE 2	\$ 0.	\$ 0.	\$ 0.
		TOTAL \$ 42,551.	\$ 0.	\$ 0.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CHILDSPACE COOPERATIVE DEVELOPMENT, INC. 5517 GREENE STREET PHILADELPHIA, PA 19144	NONE	501C 3	LEADERSHIP DEVELOPMENT & ORGANIZING THE CHILDCARE WORKFORCE.	\$ 10,000.
PUBLIC CITIZENS FOR CHILDREN AND YOUTH 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	501C 3	ADVOCATING TO PRESERVE ACCESS TO EARLY EDUCATION AT A TIME OF PUBLIC SCHOOL CHANGE.	10,000.
WOMEN'S COMMUNITY REVITALIZATION PROJECT 407-11 FAIRMONT AVENUE PHILADELPHIA, PA 19123	NONE	501C 3	PUBLIC LAND FOR PUBLIC BENEFIT INITIATIVE	10,000.
WOMEN'S WAY 123 SOUTH BROAD STREET, SUITE 1399 PHILADELPHIA, PA 19109	NONE	501C 3	EDUCATION AND ADVOCACY INITIATIVE	13,000.
COMMUNITY LEGAL SERVICES 1424 CHESTNUT STREET PHILADELPHIA, PA 19131	NONE	501C 3	FAMILY ADVOCACY UNIT	8,000.
ATTIE & GOLDWATER PRODUCTIONS 16 LEVERING CIRCLE BALA CYNWYD, PA 19004	NONE	501C 3	BADDDDD SONIA SANCHEZ, A DOCUMENTARY	10,000.
CAMDEN REPERTORY THEATER PO BOX 3245 CAMDEN, NJ 08101	NONE	501C 3	LEADERSHIP GRANT	6,900.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
COALITION AGAINST TRAFFICKING IN WOMEN PO BOX 7427 NEW YORK, NY 10116	NONE	501C 3	GENERAL OPERATING	\$ 10,000.
DAWN'S PLACE PO BOX 48253 PHILADELPHIA, PA 19144	NONE	501C 3	ADVOCACY	7,000.
DELAWARE VALLEY ASSOCIATION FOR THE EDUC 1608 WALNUT STREET, SUITE 300 PHILADELPHIA, PA 19103	NONE	501C 3	PUBLIC POLICY STRATEGIES	10,000.
LAUREL HOUSE PO BOX 764 NORRISTOWN, PA 19404	NONE	501C 3	LEADERSHIP GRANT	2,500.
MATERNAL AND CHILD HEALTH CONSORTIUM OF 30 WEST BARNARD STREET, SUITE 1 WEST CHESTER, PA 19382	NONE	501C 3	COMMUNITY VOICES PROJECT	10,000.
MATERNITY CARE COALITION 2000 HAMILTON STREET, SUITE 205 PHILADELPHIA, PA 19130	NONE	501C 3	LEADERSHIP GRANT	2,500.
PEOPLE'S EMERGENCY CENTER 325 N 39TH STREET PHILADELPHIA, PA 19104	NONE	501C 3	LEADERSHIP GRANT	5,500.
PHILLY COLLABORATIVE FOR REPRODUCTIVE JU 2003 WALLACE STREET PHILADELPHIA, PA 19130	NONE	501C 3	GENERAL OPERATING	8,400.
STUDENTS ACTIVE FOR ENDING RAPE 32 BROADWAY, SUITE 1101 NEW YORK, NY 10004	NONE	501C 3	GENERAL OPERATING	10,000.
WHY NOT PROSPER, INC PO BOX 949 NORRISTOWN, PA 19404	NONE	501C 3	LEADERSHIP AND COMMUNITY ORGANIZING PROJECT	7,500.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
WOMEN'S LAW PROJECT 125 SOUTH NINTH STREET, SUITE 300 PHILADELPHIA, PA 19107	NONE	501C 3	GENERAL OPERATING	\$ 10,000.
WOMEN'S MEDICAL FUND PO BOX 40748 PHILADELPHIA, PA 19107	NONE	501C 3	RETIRING TRUSTEE GRANT	500.
WOMEN'S OPPORTUNITIES RESOURCE CENTER 2010 CHESTNUT STREET PHILADELPHIA, PA 19103	NONE	501C 3	ADVOCACY FOR THE FAMILY SAVINGS ACCOUNT PROGRAM	7,500.
			TOTAL	\$ <u>159,300.</u>

Tax Year Ended: November 30, 2011

Statement 11 - Form 990-PF - Part II Balance Sheets, Line 10(a), 10(b) and 10(c) - Columns (b) and (c)

Shares/Face	Description	Book Value	Fair Market Value
<u>US Government Obligations</u>			
50,000	US Infl Index	49,627	64,501
50,000	UST Infl Indx	50,364	64,640
234	GNMA	254	269
269	GNMA	294	315
40,000	Pittsburgh PA WT	46,357	44,341
		<u>146,896</u>	<u>174,066</u>
<u>Corporate Stock</u>			
3,000	American Express Company	26,584	144,120
2,000	Anadarko Petroleum Corp.	53,558	162,540
2,000	Baxter International Inc.	24,942	103,320
400	Becton Dickinson & Co	28,837	29,512
500	C V S Corporation	17,963	19,420
600	Edwards Lifesciences CP	1,692	39,618
2,500	Intel Corp	48,935	62,275
2,500	Johnson and Johnson	109,601	161,800
1,000	JPMorgan Chase & Co.	23,945	30,970
700	Kansas City Southern	12,231	47,621
3,000	Pepsico Incorporated	88,467	192,000
3,000	Procter & Gamble	68,645	193,710
2,000	UDR Inc. REIT	28,856	47,000
500	Watts Water Tech Inc.	14,350	19,100
500	Williams Companies	20,045	16,140
400	Yum Brands Inc.	1,354	22,416
2,000	3M Company	61,243	162,080
470	Cohen & Steers	25,000	27,583
325	Schwab Dividend Equity Fund investor Shares	5,000	4,291
4,921	Vanguard Inflation Protected Securities FD	65,086	70,421
500	American Express Co	20,020	24,020
290	Amgen Inc.	16,336	16,794
200	Anadarko Petroleum Corp.	8,305	16,254
300	Costco Whsl Corp. New	15,020	25,590
137	General Electric Co.	5,199	2,180
1,000	Intel Corp	20,264	24,910
600	Johnson & Johnson	36,319	38,832
400	Pepsico	25,614	25,600
700	Procter and Gamble	43,548	45,199
400	3M Company	30,505	32,416
149	Cohen & Steers Realty	10,000	8,764
615	Domini Social Equity FD	20,000	18,472
542	Schwab Core Equity Fund	10,000	9,122
1,058	Schwab Dividend Equity Fund	15,000	13,975
1,067	Vanguard Wellington Fd	31,254	33,156
100	SPDR Trust Unit SR 1	8,556	12,499
		<u>1,042,274</u>	<u>1,903,720</u>
25,000	GE Capital Fin	24,744	25,087
25,000	Wal-Mart	24,878	27,548
25,000	Genl Elec	24,962	25,087
		<u>74,584</u>	<u>77,722</u>
		<u>1,263,754</u>	<u>2,155,508</u>

Valuation Method: The book values of the above investments are reported at cost.

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
FORM 990/990-PF																
MACHINERY AND EQUIPMENT																
4	COMPUTER	9/01/04	11/30/11	1,908							1,908	1,908	S/L	HY	5	0
5	COMPUTER SOFTWARE	11/25/08		1,425							1,425	1,188	S/L	HY	3	.16670
6	COMPUTER EQUIPMENT	12/21/09		615							615	62	S/L	HY	5	.20000
7	COMPUTER	12/01/10		1,779							1,779		S/L	HY	5	.10000
TOTAL MACHINERY AND EQUIPME																
				5,727		0	0	0	0	0	5,727	3,158				538
TOTAL DEPRECIATION																
				5,727		0	0	0	0	0	5,727	3,158				538
GRAND TOTAL DEPRECIATION																
				5,727		0	0	0	0	0	5,727	3,158				538
DEPRECIATION ASSETS SOLD																
				1,908		0	0	0	0	0	1,908	1,908				0
DEPR REMAINING ASSETS																
				3,819		0	0	0	0	0	3,819	1,250				538