

DEER VALLEY CORP  
Form 424B3  
November 06, 2009  
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Filed pursuant to Rule 424(b)(3)  
Registration No. 333-133377

**PROSPECTUS SUPPLEMENT NO. 18**

to prospectus dated July 26, 2006

**DEER VALLEY CORPORATION**

**Up to 43,556,851 Shares**

**Common Stock**

This prospectus supplement supplements information contained in the prospectus dated July 26, 2006 relating to the offer and sale by the selling shareholders identified in the prospectus of up to 43,556,851 shares of our common stock. This prospectus supplement includes our attached 10-Q Quarterly Report, which was filed with the U.S. Securities and Exchange Commission on November 6, 2009.

The information contained in such report is dated as of the date of such report. This prospectus supplement should be read in conjunction with the prospectus dated July 26, 2006, which is to be delivered with this prospectus supplement. This prospectus supplement is qualified by reference to the prospectus except to the extent that the information in this prospectus supplement updates and supersedes the information contained in the prospectus dated July 26, 2006, including any supplements or amendments thereto.

**Investing in the shares involves risks and uncertainties. See Risk Factors beginning on page 10 of the prospectus dated July 26, 2006.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is November 6, 2009.

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-05388

**DEER VALLEY CORPORATION**

(Exact name of Registrant as specified in its charter)

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**Florida**  
(State or other jurisdiction of  
incorporation or organization)

**20-5256635**  
(I.R.S. employer  
identification no.)

**3111 W. Dr. MLK Blvd., Ste 100, Tampa, FL**  
(Address of principal executive offices)

**33607**  
(Zip code)

**Registrant's telephone number, including area code: (813) 418-5250**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated Filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The Registrant had 19,449,517 shares of Common Stock, par value \$0.001 per share, outstanding as of November 5, 2009.

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Unless otherwise indicated or the context otherwise requires, all references in this filing to we, us, the Company, and Deer Valley are to Deer Valley Corporation, a Florida corporation, together with its wholly-owned subsidiaries, Deer Valley Homebuilders, Inc., an Alabama corporation, and Deer Valley Finance Corp., a Florida corporation.

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**PART I FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**Deer Valley Corporation & Subsidiaries**

**Condensed Consolidated Financial Statements**

**Contents:**

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**Table of Contents****Deer Valley Corporation & Subsidiaries****Consolidated Balance Sheets****ASSETS**

	September 30, 2009 (unaudited)	December 31, 2008
<b>Current Assets:</b>		
Cash	\$ 8,215,855	\$ 8,960,479
Accounts receivable	1,471,991	1,451,536
Inventory	1,518,698	1,439,908
Deferred tax asset	737,222	951,827
Prepaid expenses and other current assets	277,310	99,500
<b>Total Current Assets</b>	<b>12,221,076</b>	<b>12,903,250</b>
<b>Fixed Assets:</b>		
Property, plant and equipment, net	2,782,720	3,051,214
<b>Other Assets:</b>		
Goodwill	7,256,917	7,256,917
Other assets	447,167	76,673
<b>Total Other Assets:</b>	<b>7,704,084</b>	<b>7,333,590</b>
<b>Total Assets</b>	<b>\$ 22,707,880</b>	<b>\$ 23,288,054</b>

**LIABILITIES AND STOCKHOLDERS EQUITY**

<b>Current Liabilities:</b>		
Current maturities on long term debt	\$ 93,423	\$ 81,009
Notes payable		
Accounts payable	784,140	610,443
Accrued expenses	1,994,267	2,340,867
Accrued warranties	1,533,000	2,220,000
Income tax payable		90,279
Warrant liability	873,644	
Accrued preferred dividends		
<b>Total Current Liabilities</b>	<b>5,278,474</b>	<b>5,342,598</b>
<b>Long Term Liabilities:</b>		
Long-term debt, net of current maturities	1,648,888	1,719,424
Deferred tax liability	879,327	711,942
Put liability	811,844	569,844
<b>Total Long Term Liabilities</b>	<b>3,340,059</b>	<b>3,001,210</b>
<b>Total Liabilities</b>	<b>8,618,533</b>	<b>8,343,808</b>

**Stockholders Equity:**

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Series A Preferred stock, \$0.01 par value, 750,000 shares authorized, 25,250 and 548,550 shares issued and outstanding, respectively.	252,495	5,485,495
Series C Preferred stock, \$0.01 par value, 26,750 shares authorized, 22,463 and 22,463 shares issued and outstanding, respectively.	224	224
Series E Preferred stock, \$0.01 par value, 1,000,000 authorized, 1,000,000 and 1,000,000 shares issued and outstanding, respectively.	10,000	10,000
Common stock, \$0.001 par value, 100,000,000 shares authorized, 19,449,517 and 12,472,182 shares issued and outstanding, respectively.	19,451	12,473
Additional paid-in capital	36,452,486	37,399,377
Common stock payable-Earnout Agreement	(2,000,000)	(2,000,000)
Accumulated deficit	(20,645,309)	(25,963,323)
<b>Total Stockholders Equity</b>	14,089,347	14,944,246
<b>Total Liabilities and Stockholders Equity</b>	<b>\$ 22,707,880</b>	<b>\$ 23,288,054</b>

*See notes to consolidated financial statements*

**Table of Contents****Deer Valley Corporation & Subsidiaries****Consolidated Statements of Operations**

	For The Three Month Period Ended		For The Nine Month Period Ended	
	September 30, 2009 (unaudited)	September 30, 2008 (unaudited)	September 30, 2009 (unaudited)	September 30, 2008 (unaudited)
<b>REVENUE</b>	\$ 6,840,725	\$ 15,637,809	\$ 19,516,349	\$ 51,304,164
<b>COST OF REVENUE</b>	5,478,287	13,431,136	15,951,015	42,456,467
<b>GROSS PROFIT</b>	1,362,438	2,206,673	3,565,334	8,847,697
<b>OPERATING EXPENSES:</b>				
Depreciation and Amortization		11,880		101,101
Selling, general and administrative	905,263	1,607,684	3,029,421	5,544,316
<b>TOTAL OPERATING EXPENSES</b>	905,263	1,619,564	3,029,421	5,645,417
<b>OPERATING INCOME</b>	457,175	587,109	535,913	3,202,280
<b>OTHER INCOME (EXPENSES)</b>				
Derivative income (expense)	(374,377)	(35,827)	(479,953)	(55,898)
Other income (expense)	201		201	
Interest income	25,306	40,043	86,602	75,953
Interest expense	(35,647)	(37,403)	(106,898)	(118,511)
<b>TOTAL OTHER INCOME/(EXPENSES)</b>	(384,517)	(33,187)	(500,048)	(98,456)
<b>INCOME BEFORE INCOME TAXES</b>	72,658	553,922	35,865	3,103,824
<b>INCOME TAX EXPENSE</b>	(198,511)	(157,868)	(255,073)	(1,005,444)
<b>NET INCOME (LOSS)</b>	\$ (125,853)	\$ 396,054	\$ (219,208)	\$ 2,098,380
Dividends to preferred stockholders				(23,308)
<b>Net Income Available to Common Shareholders</b>	\$ (125,853)	\$ 396,054	\$ (219,208)	\$ 2,075,072
<b>Net Income/(Loss) Per Share (Basic)</b>	\$ (0.01)	\$ 0.03	\$ (0.01)	\$ 0.18
<b>Net Income/(Loss) Per Share (Fully Diluted)</b>	\$ (0.01)	\$ 0.02	\$ (0.01)	\$ 0.09
<b>Weighted Average Common Shares Outstanding</b>	18,873,693	12,390,909	14,713,698	11,836,381
<b>Weighted Average Common and Common Equivalent Shares Outstanding</b>	18,873,693	24,499,534	14,713,698	23,522,197

*See notes to consolidated financial statements*



**Table of Contents****Deer Valley Corporation & Subsidiaries****Consolidated Statements of Cash Flows**

	<b>For The Nine Month September 30, 2009 (unaudited)</b>	<b>Periods Ended September 30, 2008 (unaudited)</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ (219,208)	\$ 2,098,380
Adjustments to reconcile net income (loss) to net cash provided for/used in operating activities:		
Depreciation and amortization	199,420	278,991
Derivative income (expense)	479,953	55,898
Changes in assets and liabilities:		
(Increase)/decrease in receivables	(20,454)	1,285,032
(Increase)/decrease in inventories	(78,790)	(220,702)
(Increase)/decrease in deferred tax asset	214,605	
(Increase)/decrease in prepayments and other	(548,304)	45,009
Increase/(decrease) in accounts payable	173,696	(246,753)
Increase/(decrease) in income tax payable	(90,279)	52,163
Increase/(decrease) in estimated services and warranties	(687,000)	195,000
Increase/(decrease) in accrued expenses	(346,602)	929,287
Increase/(decrease) in deferred tax liability	167,385	
<b>CASH FLOW PROVIDED FOR/USED IN OPERATING ACTIVITIES</b>	<b>\$ (755,578)</b>	<b>\$ 4,472,305</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of equipment		(253,665)
Proceeds from sale of property, plant and equipment	69,075	
<b>CASH FLOW USED IN INVESTING ACTIVITIES</b>	<b>\$ 69,075</b>	<b>\$ (253,665)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repayment of long-term debt	(58,121)	(60,191)
Proceeds (repayment) of notes payable, net		(1,916,000)
Increase (Decrease) in Treasury Stock		
Increase (Decrease) in Paid in Capital		
Proceeds from the exercise of warrants		
<b>CASH FLOW PROVIDED BY FINANCING ACTIVITIES</b>	<b>\$ (58,121)</b>	<b>\$ (1,976,191)</b>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>\$ (744,624)</b>	<b>\$ 2,242,449</b>
<b>CASH, Beginning</b>	<b>\$ 8,960,479</b>	<b>\$ 4,778,333</b>
<b>CASH, Ending</b>	<b>\$ 8,215,855</b>	<b>\$ 7,020,782</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash paid during the period for:		
Interest	\$ 95,326	\$ 121,065
Taxes	\$ 163,304	\$ 685,000
<b>SUPPLEMENTAL DISCLOSURE OF NON CASH INVESTING AND FINANCING ACTIVITIES:</b>		

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Dividends on preferred stock	\$	\$	225,109
Conversion of preferred stock for common stock-net	\$	5,233,000	\$ 762,250
Put liability	\$		\$ 165,654
Warrant liability	\$	635,691	\$

*See notes to consolidated financial statements*

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**Deer Valley Corporation & Subsidiaries**

**Notes to Condensed Consolidated Financial Statements**

**(unaudited)**

**1. BASIS OF PRESENTATION**

The accompanying unaudited consolidated financial statements for the three and nine month periods ended September 30, 2009 and 2008 have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission for Form 10-Q. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements.

The unaudited financial information included in this report includes all adjustments which are, in the opinion of management, necessary to reflect a fair statement of the results for the interim periods. The operations for the three and nine month periods ended September 30, 2009 and 2008 are not necessarily indicative of the results of the full fiscal year.

The condensed consolidated financial statements included in this report should be read in conjunction with the financial statements and notes thereto included in the Registrant's December 31, 2008 Annual Report on Form 10-K and subsequent filings on Form 10-Q or Form 8-K.

The Company has evaluated subsequent events that occurred after September 30, 2009 through the date that the financial statements were issued on November 5, 2009.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Principles of Consolidation*** - The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

***Accounting Estimates*** - The Company's financial statements are prepared in conformity with accounting principles generally accepted in the United States of America which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

***Fiscal Year*** - The Company's operating subsidiaries, Deer Valley Homebuilders, Inc. and Deer Valley Finance Corp., operate on a 52-53 week fiscal year end. For presentation purposes, the reporting period has been presented as ending on September 30, the Company's quarter end.

***Cash Equivalents*** - The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company considers its investment in Variable Rate Demand Bonds (VRDB's) as highly liquid investments. The VRDB's can be redeemed with 7 days notice and are guaranteed by a Letter of Credit from Fifth Third Bank. At September 30, 2009 and December 31, 2008, the Company owned \$2,879,300 and \$4,605,428 of VRDB's, respectively.

The Company maintains its cash balances in two different financial institutions. The balances are insured by the Federal Deposit Insurance Corporation up to \$250,000 or in the case of non-interest bearing checking accounts, the insurance is unlimited for a specified period of time.

***Revenue Recognition*** - Revenue for manufactured homes sold to independent dealers generally is recorded when all of the following conditions have been met; (a) an order for the home has been received from the dealer, (b) an agreement with respect to payment terms (usually in the form of a written or verbal approval for payment has been received from the dealer's flooring institution), and (c) the home has been shipped and risk of loss has passed to the dealer.

***Cost of Sales*** - The Company includes the following types of expenses in cost of sales: purchase and receiving costs, freight in, direct labor, supply costs, warehousing, direct and indirect overhead costs, inspection, transfer, actual and accrued warranty, depreciation, and amortization costs.

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***Selling, General and Administrative*** - The Company includes the following types of expenses in selling, general and administrative expense: sales salaries, sales commissions, bad debt expense, advertising, administrative overhead, administrative salaries and bonuses and legal and professional fees.

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**Derivative Financial Instruments** - Upon the adoption of FASB ASC guidance on Topic 815 Derivatives and Hedging in Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock on January 1, 2009, certain of our financial instruments with down-round protection features are no longer considered indexed to our Company's stock for purposes of determining whether they meet the first part of the scope exception ASC 815-10-15-74. As such, these instruments no longer meet the conditions to obtain equity classification and are required to be carried as derivative liabilities, at fair value with changes in fair value reflected in our income (loss). See Note 6 Derivative Liabilities of the consolidated financial statements for additional disclosure data.

**Stock Based Compensation** - The Company uses the guidance set forth under FASB topic ASC 718 Compensation Stock Compensation and Staff Accounting Bulletin 107 to measure its share based payments. This guidance considers the historical volatility over a period generally commensurate with the expected or contractual term of the share option.

The Company uses a trinomial lattice model granted to determine the fair value of stock options and employee stock purchase plan shares. The determination of the fair value of share-based payment awards on the date of grant using an option-valuation model is affected by the Company's stock price as well as assumptions regarding a number of complex variables. These variables include the Company's expected stock price volatility over the term of the awards, projected employee stock option exercise behavior, expected risk-free interest rate and expected dividends.

The Company estimates the expected term and volatility of options granted based on values derived from its industry peer group. In estimating our expected volatility and term, we have applied the guidance in Question 6 of Topic D of Staff Accounting Bulletin 107 and established a peer group consisting of five companies with similar characteristics to our Company and used a blended average of historical volatilities of these peers over historical periods commensurate with the expected term of each option. As a result, the expected term was generated using the trinomial lattice model. The model uses the contractual term of ten years and then arrives at the expected term based upon the assumptions used in valuing the instrument. Our decision to use these measures was based upon the lack of availability of actively traded options in the Company's own common stock and the Company's assessment that the peer group measure of volatility is more representative of future stock price trends than the Company's historical volatility. The Company bases the risk-free interest rate for option valuation on Constant Maturity Rates provided by the U.S. Treasury with remaining terms similar to the expected term of the options. The Company does not anticipate paying any cash dividends in the foreseeable future and therefore uses an expected dividend yield of zero in the option valuation model. In addition, forfeitures of share-based awards are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. As this is the Company's initial issuance and no historical data exists to estimate pre-vesting option forfeitures the Company has recorded stock-based compensation expense for the all the awards vested. The Company uses the straight-line attribution as its expensing method of the value of share-based compensation for options and awards.

Deer Valley uses a trinomial lattice model to estimate the fair value of the Company's option awards. No options were granted during the three month period ended September 30, 2009.

**2007 Long Term Incentive Plan** - On July 1, 2007 the Company established a Long Term Incentive (the 2007 Incentive Plan) plan for the purposes of advancing the interests of the Company and our shareholders by providing incentives to certain of our employees and other key individuals who perform services for us, including those who contribute significantly to the strategic and long-term performance objectives and growth of the Company. The 2007 Incentive Plan is administered by a committee (the Committee) appointed by the Board of Directors. Currently, the Committee is comprised of all members of the Board of Directors acting as a group. The Committee has the power to interpret the 2007 Incentive Plan and to prescribe rules, regulations and procedures in connection with the operations of the 2007 Incentive Plan. The Committee may delegate administrative responsibilities under the 2007 Incentive Plan to any one or more of its members or other persons, except as may otherwise be required under applicable law or listing standards for an exchange on which the Company's common stock may be listed. The 2007 Incentive Plan provides for the granting of several types of awards, including stock options, performance grants and other awards deemed by the Committee to be consistent with the purposes of the 2007 Incentive Plan. Awards may be granted alone, or in conjunction with one or more other awards, as determined by the Committee.

The 2007 Incentive Plan was effective as of July 1, 2007, and was approved by the Company's board of directors. The Company's shareholders have not voted on approval of the 2007 Incentive Plan. A maximum of one million eight hundred thousand (1,800,000) shares of common stock has been authorized to be issued under the 2007 Incentive Plan in connection with the grant of awards, subject to adjustment for corporate transactions, including, without limitation, any stock dividend, forward stock split, reverse stock split, merger or recapitalization. Of this amount, no more than one million (1,000,000) shares of common stock may be issued as incentive stock options. Common stock issued under the 2007 Incentive Plan may be either newly issued shares, treasury shares, reacquired shares or any combination thereof. If common stock issued as restricted stock, restricted stock units or otherwise subject to repurchase or forfeiture rights is reacquired by us pursuant to such rights, or if any award is cancelled, terminates, or expires unexercised, the common stock which would otherwise have been issuable pursuant to such awards will be available for issuance under new awards. All awards under the 2007 Incentive Plan shall be granted within 10 years of the date the plan was adopted.

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The Committee has exclusive discretion to select to whom awards will be granted; to determine the type, size, terms and conditions of each award; to modify or waive, within certain limits, the terms and conditions of any award; to determine the time when awards will be granted; to establish performance objectives; to prescribe the form of documents representing awards under the 2007 Incentive

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Plan; and to make all other determinations which it deems necessary, advisable or desirable in the interpretation and administration of the 2007 Incentive Plan. At the discretion of the Committee, awards may be made under the 2007 Incentive Plan in assumption of, or in substitution for, outstanding awards previously granted by the Company, any predecessor or a company acquired by the Company or with which it combines. The Committee has the authority to administer and interpret the 2007 Incentive Plan, and its decisions are final, conclusive and binding. We anticipate that all of our employees and directors will be eligible to participate in the 2007 Incentive Plan.

The following table summarizes the activity related to all Company stock options and warrants for the nine-month period ended September 30, 2009:

	Warrants	Stock Options	Exercise Price		Weighted Average	
			Per Share Warrants	Per Share Options	Per Share Warrants	Per Share Options
<b>Outstanding at December 31, 2008</b>	<b>22,731,704</b>	<b>700,000</b>	<b>\$ 0.75-3.00</b>	<b>\$ 1.09-\$1.14</b>	<b>\$ 1.64</b>	<b>\$ 1.12</b>
Granted						
Exercised						
Cancelled or expired	<b>(910,544)</b>		<b>\$ 1.50-2.25</b>		<b>\$ 1.75</b>	
<b>Outstanding at September 30, 2009</b>	<b>21,821,160</b>	<b>700,000</b>	<b>\$ 0.75-3.00</b>	<b>\$ 1.09-\$1.14</b>	<b>\$ 1.64</b>	<b>\$ 1.12</b>

The warrants expire at various dates ranging from August 2011 through November 2016. The stock options are fully vested and expire at various dates ranging from July 2017 to September 2017.

**Earning (Loss) Per Share** - The Company uses the guidance set forth under FASB topic ASC 260, *Earnings Per Share* for calculating the basic and diluted loss per share. Basic income/(loss) per share is computed by dividing net income/(loss) and net income/(loss) attributable to common shareholders by the weighted average number of common shares outstanding. Diluted income/(loss) per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential shares had been issued and if the additional shares were dilutive. Common equivalent shares are excluded from the computation of net loss per share if they would be anti-dilutive.

	For the three month periods		For the nine month periods	
	ended September 30, 2009	ended September 30, 2008	ended September 30, 2009	ended September 30, 2008
<b>Net income/( loss) available to common shareholders</b>	<b>\$ (125,853)</b>	<b>\$ 396,054</b>	<b>\$ (219,208)</b>	<b>\$ 2,075,072</b>
Weighted average shares outstanding:				
Basic	18,873,693	12,390,909	14,713,698	11,836,381
Diluted	18,873,693	24,499,534	14,713,698	23,522,197
<b>Income/Loss per share:</b>				
Basic	<b>\$ (0.01)</b>	<b>\$ 0.03</b>	<b>\$ (0.01)</b>	<b>\$ 0.18</b>
Diluted*	<b>\$ (0.01)</b>	<b>\$ 0.02</b>	<b>\$ (0.01)</b>	<b>\$ 0.09</b>

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The Company's dilutive common stock equivalent shares as of September 30, 2009 and 2008 include all of the Convertible Preferred shares and any incremental shares associated with the Company's outstanding warrants and stock options.

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See the detailed list of Common Stock Equivalents below.

**Common Stock Equivalents**

as of

Securities	Exercise Price	September 30, 2009	2008
<i>Preferred:</i>			
Series A Preferred		336,667	8,255,325
Series C Preferred		2,246,300	2,246,300
Series E Preferred		1,000,000	1,000,000
<b>Total</b>		<b>3,582,967</b>	<b>11,501,625</b>
<i>Warrants:</i>			
Class A Warrants	\$ 1.50	10,369,351	10,369,351
Class B Warrants	\$ 2.25	4,970,824	4,970,824
Class C Warrants	\$ 0.75	2,000,000	2,000,000
Class D Warrants	\$ 0.75	2,000,000	2,000,000
Class E Warrants	\$ 3.00		880,544
Class F Warrants	\$ 2.25	1,000,000	1,000,000
Class BD-2 Warrants	\$ 1.50	899,162	919,162
Class BD-3 Warrants	\$ 2.25	449,581	459,581
Class BD-4 Warrants	\$ 1.50	66,121	66,121
Class BD-5 Warrants	\$ 3.00	66,121	66,121
<b>Total</b>		<b>21,821,160</b>	<b>22,731,704</b>
<i>Stock Options:</i>			
7/1/07 Issuance	\$ 1.14	350,000	350,000
9/7/07 Issuance	\$ 1.09	350,000	350,000
<b>Total</b>		<b>700,000</b>	<b>700,000</b>
<b>Total common stock equivalents</b>		<b>26,104,127</b>	<b>34,933,329</b>

**Income Taxes** - The Company utilizes the liability method of accounting for income taxes as set forth under FASB Topic ASC 740 Income Taxes. Under the liability method, deferred taxes are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse.

**Recent accounting pronouncements** - We have reviewed accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. We believe that the following impending standards may have an impact on our future filings. Also see Fair Value Measurements, above. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

In June 2009, the Financial Accounting Standards Board ( FASB ) issued the FASB Accounting Standards Codification ( Codification ). The Codification is the single source for all authoritative Generally Accepted Accounting Principles ( GAAP ) recognized by the FASB to be applied for financial statements issued for periods ending after September 15, 2009. The Codification does not change GAAP and did not have a material impact on the Company s financial statements.

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In May 2009, the FASB issued guidance under ASC 855 Subsequent Events which established general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This guidance required the Company to disclose the date through which the Company has evaluated subsequent events and the basis for the date. The guidance was effective for interim periods which ended after June 15, 2009. See Note 1, Basis of Presentation, for disclosure of the date to which subsequent events are disclosed.

In June 2008, the FASB issued authoritative guidance as required by the Derivative and Hedging ASC Topic 815-10-15-74 in Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock. The objective is to provide guidance for determining whether an equity-linked financial instrument (or embedded feature) is indexed to an entity's own stock and it applies to any freestanding financial instrument or embedded feature that has all the characteristics of a derivative, for purposes of determining whether that instrument or embedded feature qualifies for the first part of the scope exception. This Issue also applies to any freestanding financial instrument that is potentially settled in an entity's own stock, regardless of whether the instrument has all the characteristics of a derivative. We currently have warrants that embody terms and conditions that require the reset of their strike prices upon our sale of shares or equity-indexed financial instruments at amounts less than the conversion prices. These features will

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no longer be treated as equity once it becomes effective. Rather, such instruments will require classification as liabilities and measurement at fair value. Early adoption is precluded. This standard required the Company's warrants outstanding to be fair valued on the adoption date (January 1, 2009) and reclassified to liabilities. See Note 6 Derivative Liabilities of the consolidated financial statements for additional disclosure data.

In March 2008, the FASB issued guidance under ASC 815 Derivatives and Hedging. The guidance is intended to improve financial standards for derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. Entities are required to provide enhanced disclosures about: (a) how and why an entity uses derivative instruments; (b) how derivative instruments and related hedged items are accounted for and its related interpretations; and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. It is effective for financial statements issued for fiscal years beginning after November 15, 2008, with early adoption encouraged. The Company has provided the required disclosures in the accompanying Notes to Condensed Consolidated Financial Statements. See Note 6 Derivative Liabilities of the consolidated financial statements for additional disclosure data.

In December 2007, the FASB issued revised guidance under ASC 805 Business Combinations, which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in an acquiree, including the recognition and measurement of goodwill acquired in a business combination. ASC 805 is effective as of the beginning of the first fiscal year beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of ASC 805 did not have a material impact on the Company's financial position, results of operations or cash flows because the Company has not been involved in any business combinations during the nine months ended September 30, 2009.

In December 2007, the FASB issued guidance under ASC 810 Consolidation. This guidance establishes new accounting and reporting standards for the Non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. This guidance will change the classification and reporting for minority interest and non-controlling interests of variable interest entities. The guidance requires the minority interest and non-controlling interest of variable interest entities to be carried as a component of stockholders' equity. Accordingly we will reflect non-controlling interest in our consolidated variable interest entities as a component of stockholders' equity. This guidance is effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008 and earlier adoption is prohibited. The Company adopted this guidance beginning January 1, 2009. Since we do not currently have minority interest or Variable Interest Entities consolidated in our financial statements, adoption of this guidance has no impact on the Company's financial statements.

In July 2006, the FASB issued guidance under ASC 740 Income Taxes. This interpretation clarifies the accounting for uncertainty in income taxes recognized in an entity's financial. It prescribes a recognition threshold and measurement attribute for financial statement disclosure of tax positions taken, or expected to be taken, on a tax return. The adoption of this guidance did not have any impact on our financial statements.

**3. INVENTORY**

Inventory consisted of the following components:

	September 30, 2009	December 31, 2008
Raw Materials	745,062	905,568
Work-in-Process	204,339	196,500
Finished Goods	569,297	337,840
<b>Total Inventory</b>	<b>\$ 1,518,698</b>	<b>\$ 1,439,908</b>

**Table of Contents****NOTE 4 ACCRUED EXPENSES**

Accrued expenses consisted of the following:

Category	September 30, 2009	December 31, 2008
Accrued dealer incentive program	339,689	694,886
Accrued third party billings	597,970	702,983
Accrued compensation	382,137	301,535
Accrued repurchase commitment	286,000	265,000
Other	388,471	376,463
<b>Total Accrued Expenses</b>	<b>\$ 1,994,267</b>	<b>\$ 2,340,867</b>

**NOTE 5 PRODUCT WARRANTIES**

The Company provides the retail home buyer a one-year limited warranty covering defects in material or workmanship in home structure, plumbing and electrical systems. The Company estimated warranty costs are accrued at the time of the sale to the dealer following industry standards and historical warranty cost incurred. Periodic adjustments to the estimated warranty accrual are made as events occur which indicate changes are necessary. As of September 30, 2009, the Company has provided a liability of \$1,533,000 for estimated warranty costs relating to homes sold, based upon management's assessment of historical experience factors and current industry trends.

Management reviews its warranty requirements at the close of each reporting period and adjusts the reserves accordingly. The following tabular presentation reflects activity in warranty reserves during the periods presented:

	For The Three Month Period Ended		For The Nine Month Period Ended	
	September 30, 2009	September 30, 2008	September 30, 2009	September 30, 2008
Balance at beginning of period	\$ 1,660,000	\$ 2,235,000	\$ 2,220,000	\$ 2,130,000
Warranty charges	409,913	1,138,237	1,245,238	4,087,165
Warranty payments	(536,913)	(1,048,237)	(1,932,238)	(3,892,165)
Balance at end of period	\$ 1,533,000	\$ 2,325,000	\$ 1,533,000	\$ 2,325,000

**NOTE 6 DERIVATIVE LIABILITIES**

In June 2008, the FASB issued authoritative guidance required by the Derivatives and Hedging Topic ASC 815-10-15-74 Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock. Under this guidance, instruments which contain full ratchet anti-dilution provisions will no longer be considered indexed to a company's own stock for purposes of determining whether it meets the first part of the scope exception. The adoption of this guidance required us to (1) evaluate our instrument's contingent exercise provisions and (2) evaluate the instrument's settlement provisions. Based upon applying this approach to instruments within the scope of the consensus, we have determined that certain of our warrants which were classified in stockholders' equity on December 31, 2008, no longer meet the definition of Indexed to a Company's Own Stock provided in the Consensus. Accordingly, effective on January 1, 2009, we were required to reclassify those Warrants, at their fair value to liabilities. This requires that the fair value of these liabilities be re-measured at the end of every reporting period with the change in value reported in the statement of operations. The difference between the amount the warrants were originally recorded in the financials and the fair value of the instruments on January 1, 2009 was considered a cumulative effect of a change in accounting principle and required an adjustment to the opening balance of retained earnings in the amount of \$5,537,222 and a reduction of additional paid-in capital of \$6,172,913.

The fair value of the derivative warrant liability was \$635,691 at the remeasurement date of January 1, 2009 and \$873,644 on September 30, 2009. The change in the warrant liability resulted in a derivative expense of \$128,377 and \$237,953 for the three and nine month period ended September 30, 2009, respectively.



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The following is a list of the common shares indexed to derivative financial instruments as of September 30, 2009:

Class A Warrants (Class A-1 & Class A-2)	10,369,351
Class B Warrants	4,970,824
Class C Warrants	2,000,000
Class D Warrants	2,000,000
Class F Warrants (Class F-1 & Class F-2)	1,000,000
Class BD-2 Warrants	899,162
Class BD-3 Warrants	449,581
Class BD-4 Warrants	66,121
Class BD-5 Warrants	66,121
 Total number of common shares indexed to derivative instruments	 21,821,160

We estimate fair values of derivative financial instruments using various techniques (and combinations thereof) that are considered to be consistent with the objective measuring fair values. In selecting the appropriate technique, we consider, among other factors, the nature of the instrument, the market risks that it embodies and the expected means of settlement. For less complex derivative instruments, such as free-standing warrants, we generally use the Black-Scholes-Merton ( BSM ) option valuation technique, adjusted for the effect of dilution, because it embodies all of the requisite assumptions (including trading volatility, estimated terms, dilution and risk free rates) necessary to fair value these instruments. Estimating fair values of derivative financial instruments requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors. In addition, option-based techniques (such as BSM) are highly volatile and sensitive to changes in the trading market price of our common stock. Since derivative financial instruments are initially and subsequently carried at fair values, our income (loss) will reflect the volatility in these estimate and assumption changes.

The following tables summarize the components of derivative liabilities as of September 30, 2009 and the remeasurement date, January 1, 2009:

	September 30, 2009	Remeasurement date January 1, 2009
Class A Warrants (Class A-1 & Class A-2)	\$ 301,814	\$ 143,308
Class B Warrants	188,891	143,657
Class C Warrants	140,000	113,400
Class D Warrants	183,600	207,000
Class E Warrants (a)		
Class F Warrants (Class F-1 & Class F-2)	22,500	11,200
Class BD-2 Warrants	25,986	12,319
Class BD-3 Warrants	8,182	3,597
Class BD-4 Warrants	1,911	906
Class BD-5 Warrants	760	304
 Fair values	 \$ 873,644	 \$ 635,691
 Derivative Expense	 \$ 237,953	
 Significant assumptions (or ranges):		
Trading market values (1)	\$ .67	\$ 1.20
Term (years)	1.86 3.87	.61 4.61
Volatility (1)	62.51% - 82.99%	50.97% - 75.78%
Risk-free rate (2)	.95 1.45%	.27% - 1.55%



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Fair value hierarchy:

- (1) Level 1 inputs are quoted prices in active markets for identical assets and liabilities, or derived there from. Our trading market values and the volatilities that are calculated thereupon are level 1 inputs.
  - (2) Level 2 inputs are inputs other than quoted prices that are observable. We use the current published yields for zero-coupon US Treasury Securities, with terms nearest the remaining term of the warrants for our risk free rate.
  - (3) Level 3 inputs are unobservable inputs. Inputs for which any parts are level 3 inputs are classified as level 3 in their entirety. The remaining term used equals the remaining contractual term as our best estimate of the expected term.
- (a) As of the remeasurement date, the Series E warrants had a fair value of zero. As of the quarter ended September 30, 2009 the Series E warrants expired.

The following tables summarize the effects on our derivative expense (income) associated with changes in the fair values of our derivative financial instruments by financing arrangement for the quarter ended September 30, 2009:

	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2009
Class A Warrants (Class A-1 & Class A-2)	\$ 108,733	\$ 158,506
Class B Warrants	3,479	45,234
Class C Warrants	26,800	26,600
Class D Warrants	(32,400)	(23,400)
Class F Warrants (Class F-1 & Class F-2)	7,800	11,300
Class BD-2 Warrants	9,352	13,667
Class BD-3 Warrants	3,416	4,585
Class BD-4 Warrants	787	1,005
Class BD-5 Warrants	410	456
	\$ 128,377	\$ 237,953



**Table of Contents****NOTE 7 INCOME TAXES****Income Taxes:**

The components of the provision for income taxes are as follows:

	<b>September 30, 2009</b>
Current taxes	\$ (199,942)
Deferred taxes	455,015
<b>Provision for income taxes</b>	<b>\$ 255,073</b>

The items accounting for the difference between income taxes computed at the federal statutory rate and the provision for income taxes are as follows:

	<b>September 30, 2009</b>	
	<b>Amount</b>	<b>Impact on Rate</b>
Income tax at federal rate	\$ 12,194	34.00%
State tax, net of Federal effect	1,517	4.23%
<b>Permanent Differences:</b>		
Derivative expense	183,486	511.60%
State tax expense	21,819	60.84%
<b>Total Permanent Differences</b>	<b>\$ 205,305</b>	<b>572.44%</b>
<b>True Up to Tax Return - Deferred Assets</b>	<b>\$ 36,057</b>	<b>100.53%</b>
<b>Total Provision</b>	<b>\$ 255,073</b>	<b>711.20%</b>

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's net deferred income taxes are as follows:

	<b>September 30, 2009</b>
<b>Current Deferred Tax Assets:</b>	
Warranty Reserve	\$ 586,903
Repurchase Reserve	109,326
Inventory Reserve	10,412
Accrued Legal fees	28,670
Allowance for Doubtful Accounts	1,911

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Total Current Deferred Tax Asset	\$ 737,222
Non-Current Deferred Tax Assets:	
Share based compensation	\$ 45,834
Goodwill	
Accelerated Depreciation	
Rounding	
Total Non-Current Deferred Tax Assets	\$ 45,834
Non-Current Deferred Tax Liability:	
Accelerated Depreciation	\$ (208,787)
Goodwill	(670,540)
Total Non-Current Deferred Tax Liability	\$ (879,327)
Total Deferred Tax Assets (Liabilities) - Net	\$ (96,271)

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**Table of Contents****NOTE 8 COMMITMENTS AND CONTINGENCIES**

**Litigation** - The Company in the normal course of business is subject to claims and litigation. Management of the Company is of the opinion that, based on information available, such legal matters will not ultimately have a material adverse effect on the financial position or results of operation of the Company.

**Reserve for Repurchase Commitments** - Deer Valley Homebuilders, Inc. ( DVH ) is contingently liable under the terms of repurchase agreements with financial institutions providing inventory financing for retailers of DVH s products. These arrangements, which are customary in the industry, provide for the repurchase of products sold to retailers in the event of default by the retailer. The risk of loss under these agreements is spread over numerous retailers. The price DVH is obligated to pay generally declines over the period of the agreement (typically 18 to 24 months) and the risk of loss is further reduced by the sale value of repurchased homes. The maximum amount for which the Company is contingently liable under repurchase agreements is approximately \$9,350,000 at September 30, 2009.

**Earnout Agreement** - On January 18, 2006, the Company s wholly-owned subsidiary, DeerValley Acquisitions Corp. (dissolved on July 1, 2006), entered into an Earnout Agreement (the Earnout Agreement ), between Deer Valley Homebuilders, Inc., DeerValley Acquisitions Corp., and the former owners of Deer Valley Homebuilders, Inc. In connection with the Capital Stock Purchase Agreement, the Company entered into the Earnout Agreement, pursuant to which, additional payments may be paid to the former owners of Deer Valley Homebuilders, Inc. as an earnout based upon the Net Income Before Taxes of Deer Valley Homebuilders, Inc. during the next five (5) years, up to a maximum of \$6,000,000. In any given year during the term of the Earnout Agreement, 50% of the pre-tax profit exceeding \$1,000,000 per year will be accrued and become distributable to the prior shareholders.

On November 19, 2007, the Company entered into an amendment to the Earnout Agreement dated January 18, 2006, with the original founders (the Founders ), now the core operating management for the Company s wholly owned subsidiary, Deer Valley Homebuilders, Inc. (the Earnout Amendment ).

In exchange for the elimination of future performance based cash accruals that were expected to total an additional \$2 million over the next 12 to 36 months, the Company issued to the Founders two million shares of Deer Valley s common stock. In addition, accrued liabilities related to the earnout agreement, totaling \$2.75 million on December 31, 2007, were paid to the Founders just prior to year end. The common stock will be held in escrow for a period of approximately three and one half years pending completion of the employment agreement requirements. The final number of shares released to recipients may be reduced in accordance with vesting requirements if the original earnout criteria are not met. For those shares that are ultimately released, if the open market price of the shares at the time of the release should be less than \$1.00/share, the Company has agreed to either issue additional shares or pay a cash amount equal to the difference between \$1.00 and the share price (i.e. make whole ).

The Company accounted for the right to be made whole as a put liability. The Company determines the fair value of the put liability with a commercially available software product that utilizes a proven Monte Carlo valuation methodology. The Monte Carlo model was utilized to incorporate more complex variables than closed-form models such as the Black-Scholes option valuation model. Based on this analysis, the value of the put liability was determined to be approximately \$811,844 at September 30, 2009.

On January 1, 2008 the Company adopted the guidance under FASB topic ASC 820 Fair Value Measurements and Disclosures , for our financial assets and financial liabilities. The guidance defines fair value, provides guidance for measuring fair value and requires certain disclosures. The guidance discusses valuation techniques such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

**Level 1:** Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities

**Level 2:** Inputs, other than quoted prices, that are observable for the asset or liability; either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

**Level 3:** Unobservable inputs that reflect the reporting entity s own assumptions.

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The following table summarizes the level inputs used to measure the put liability at fair value:

	September 30, 2009
Settlement guaranteed value	\$ 2,000,000
Indexed shares	2,000,000
Expected volatility (Level 1)	55.90%-66.69%
Effective strike price	\$ 1.00
Trading Market Price (Level 1)	\$ 0.67
Expected dividends	
Expected term in years	1-2 years
Risk free rate of return (Level 2)	.18%-.40%

As a result of the fair value adjustments the Company has recognized expense for the three month period ended September 30, 2009 and 2008 of \$246,000 and \$35,827, respectively. The Company recognized expense for the nine month period ended September 30, 2009 and 2008 of \$242,000 and \$55,898, respectively.

**Loans and Letter of Credit** - On May 26, 2006, DVH entered into a Loan Agreement with Fifth Third Bank (the Lender) providing for a loan of Two Million and No/100 Dollars (\$2,000,000) (the Loan) evidenced by a promissory note and secured by a first mortgage on DVH's properties in Guin, Alabama and Sulligent, Alabama, including the structures and fixtures located thereon, as well as DVH's interest in any lease thereof. The purpose of the loan is to pay off an existing loan from another bank secured by the Guin property and to reduce the outstanding balance on DVH's revolving credit facility with the Lender. The net effect of the reduction in the revolving credit balance is to increase the credit available to the Company for working capital under its revolving facility. The Loan has a term from May 26, 2006 through June 1, 2011 and has a variable interest rate at 2.25% above LIBOR. There is no prepayment penalty. Future advances are available under the Loan Agreement, subject to approval by the Lender. Also on May 26, 2006, the Company and DVH guaranteed the Loan. Should Deer Valley default, thereby triggering acceleration of the Loan, the Company would become liable for payment of the Loan.

On April 12, 2008, DVH renewed and consolidated its existing revolving credit line of \$2,500,000 with Fifth Third Bank, and its existing revolving bridge line of credit of \$5,000,000 with Fifth Third Bank (the Consolidated Facility). The Consolidated Facility is a revolving line of credit in an amount not to exceed \$7,500,000 evidenced by a revolving credit note and secured by accounts receivable, inventory, equipment and all other tangible and intangible personal property of DVH and guaranteed by Deer Valley Corporation. The purpose of the Consolidated Facility is to provide working capital and letters of credit required in the normal course of the Company's business. The Consolidated Facility has a one-year term and has a variable interest rate at 2.50% above LIBOR and provides for conditions to meet, including financial ratios, prior to each advance.

Effective April 12, 2009, DVH renewed and amended its existing Loan and Security Agreement with Fifth Third Bank, providing for a line of credit secured by accounts receivable, inventory, equipment and all other tangible and intangible personal property of DVH. In connection with the renewal the maximum principal amount of the facility was reduced from \$7,500,000 to \$5,000,000. The purpose of the Credit Facility is to provide working capital and letters of credit required in the normal course of the Company's business. The Credit Facility has a one-year term and has a variable interest rate at 2.50% above LIBOR and provides for conditions to meet, including financial ratios, prior to each advance. See Note 10 Subsequent Event related to the Company's revolving credit loans.

The amount available under the revolving line of credit is equal to the lesser of \$5,000,000 or an amount based on defined percentages of accounts receivable and inventories reduced by any outstanding letters of credit. At September 30, 2009, \$1,44,3,535 was available under the revolving line of credit after deducting letters of credit of \$375,000.

In addition to the revolving line of credit described in the preceding paragraph, DVH, during its normal course of business, is required to issue irrevocable standby letters of credit in the favor of independent third party beneficiaries to cover obligations under repurchase agreements. As of September 30, 2009, no amounts had been drawn on the above irrevocable letters of credit by the beneficiaries.

**NOTE 9 EQUITY TRANSACTIONS**

**Series A Convertible Preferred Stock** - During the three month period ended September 30, 2009 certain shareholders converted 507,500 shares of Series A Preferred stock, stated value of \$5,075,000 into 6,766,667 shares of the Company's common stock. During the nine month period ended September 30, 2009 certain shareholders converted 523,300 shares of Series A Preferred stock, stated value of \$5,233,000, into 6,977,335

shares of the Company's common stock.

***Common Stock Dividends*** - There were no dividends paid during the nine month period ended September 30, 2009.

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**NOTE 10 SUBSEQUENT EVENTS**

On October 14, 2009, Deer Valley entered into Revolving Credit Loan and Security Agreement with Fifth Third Bank, which provides for a revolving line of credit in an amount not to exceed Seven Million Five Hundred Thousand and No/100 Dollars (\$7,500,000.00) (the \$7,500,000 Loan ). The \$7,500,000 Loan is evidenced by a revolving credit note and secured by accounts receivable, inventory, equipment and all other tangible and intangible personal property of Deer Valley. The purpose of the \$7,500,000 Loan is to provide display model financing for dealers of the products produced by DVHB. Said financing will be provided through DVC s new subsidiary DVFC, and administration of individual dealer loans will initially be handled by a third party administrator. The \$7,500,000 Loan has a two year term and has a variable interest rate at 4.00% above LIBOR. An event of default such as non-payment of amounts when due under the loan agreement or a breach of a covenant may accelerate the maturity date of the facility. The facility provides for conditions to meet prior to each advance, including financial ratios.

On October 14, 2009, Deer Valley entered into Revolving Credit Loan and Security Agreement with Fifth Third Bank, which provides for a revolving line of credit in an amount not to exceed Five Million and No/100 Dollars (\$5,000,000.00) (the \$5,000,000 Loan ). The \$5,000,000 Loan is evidenced by a revolving credit note and secured by accounts receivable, inventory, equipment and all other tangible and intangible personal property of Deer Valley. The \$5,000,000 Loan is to be utilized for short term working capital financing, letters of credit and as a bridge loan on financing the sale of retail units by DVHB. Said financing will be provided through DVC s new subsidiary DVFC, and administration of individual dealer loans will initially be handled by a third party administrator. The \$5,000,000 Loan has a two year term and has a variable interest rate at 2.50% above LIBOR. An event of default such as non-payment of amounts when due under the loan agreement or a breach of a covenant may accelerate the maturity date of the facility. The facility provides for conditions to meet prior to each advance, including financial ratios.

**Table of Contents****Item 2. Management's Discussion and Analysis  
Cautionary Notice Regarding Forward Looking Statements**

We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. This filing contains a number of forward-looking statements which reflect management's current views and expectations with respect to our business, strategies, products, future results and events, and financial performance. All statements made in this filing other than statements of historical fact, including statements addressing operating performance, events, or developments which management expects or anticipates will or may occur in the future, including statements related to distributor channels, volume growth, revenues, profitability, new products, adequacy of funds from operations, statements expressing general optimism about future operating results, and non-historical information, are forward looking statements. In particular, the words believe, expect, intend, anticipate, estimate, may, variations of such words, and similar expressions identify forward-looking statements, but are not the exclusive means of identifying such statements, and their absence does not mean that the statement is not forward-looking. These forward-looking statements are subject to certain risks and uncertainties, including those discussed below. Our actual results, performance or achievements could differ materially from historical results as well as those expressed in, anticipated, or implied by these forward-looking statements. We do not undertake any obligation to revise these forward-looking statements to reflect any future events or circumstances.

Readers should not place undue reliance on these forward-looking statements, which are based on management's current expectations and projections about future events, are not guarantees of future performance, are subject to risks, uncertainties and assumptions (including those described below), and apply only as of the date of this filing. Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. Factors which could cause or contribute to such differences include, but are not limited to, risks discussed in our Annual Report on form 10-K. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

**Overview**

The Company, through its wholly owned subsidiary Deer Valley Homebuilders, Inc. ( DVH ), designs and manufactures factory-built homes which are sold to a network of independent dealers, builders, developers and government agencies located primarily in the southeastern and south central regions of the United States. The Company does not maintain separate operating segments for these regions and does not separately report financial information by geographic sales area because they are similar products using similar production techniques and sold to the same class of customer. Its principal manufacturing plant is located in Guin, Alabama. The Company owns a separate idled manufacturing plant in Sulligent, Alabama.

In recent years, the HUD Code housing industry has suffered a downturn in sales as a result of a tightening of credit standards, restricted availability of retail and wholesale financing, excessive inventory levels and zoning restrictions in certain urban and coastal areas. This industry decline began in 1999, approximately five years before we successfully launched and began to grow our business in January, 2004 by focusing on efficient manufacturing processes, engineering leading industry products, experienced and capable relations oriented sales and management teams, stringent cost controls, and attention to dealer support, customer satisfaction, and service efforts.

The Company's executives are continuing to focus on matters relating to challenges faced by our industry and the general economy.

(i) Management has been addressing the well-publicized slowdown in the housing industry by adjusting capacity with market demand. The Company will continue to monitor demand and may take additional steps to adjust capacity based on our views of and direction of the industry. (ii) In recognition of an important trend in the housing market toward modular homes and the recurring need for emergency housing as part of the Company's strategic plan, management will continue to increase the Company's involvement in the modular segment of the factory-built housing industry. The Company believes that establishing these alternative distribution channels will add stability and position the company for growth when market conditions improve. The Company has targeted the production of smaller units (less than 3,000 square feet) that are readily producible, in a cost efficient manner, using the Company's existing manufacturing capabilities. The Company sells these models to large tract developers, government agencies and individuals through independent dealers. (iii) Management is addressing the reduced availability of dealer inventory financing with a newly created wholly owned subsidiary, Deer Valley Finance Corp (DVFC). The subsidiary was created to provide short-term inventory-secured loans to qualified retail dealers and developers. (iv) The Company continues to focus on operating activities to improve manufacturing efficiencies, reduce overall costs and increase gross margins.

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In April 2008, the Company was awarded a \$16.1 million contract to build more than 120 twin-town home units for first phase of a multi-phase 264-acre master-planned residential rental community called Savanna Trials in Ocean Springs, Mississippi by M&C Development LLC. Construction and delivery of the first homes in Phase I of the development began in the second quarter of 2008, and the Company received \$2.4 million in revenue during the year ended December 31, 2008 based on initial deliveries on the contract. Due to delays in the project the completion date has been extended. Due to these delays deliveries on the contract were halted during the second quarter of 2009, but have recently resumed at a slower than anticipated pace. The Company's revenues from deliveries on the contract for the three and nine month period ended September 30, 2009 were \$212,000 and \$529,000, respectively. The Company is unable to predict when project delays will be resolved or whether it will be awarded additional contracts for other development phases of the community.

In late 2008, the Company received advisories from national financial service companies which provide floor plan financing for the majority of the Company's independent retail dealers of HUD-Code homes. Because of the worldwide volatility and disruption in the capital markets, these traditional lenders are suspending or modifying their retail dealer financing programs in an effort to reduce their asset based portfolios. If a significant number of dealers are unable to secure alternative sources of financing, and if the availability from traditional sources does not rapidly improve, then such developments could have a material adverse effect on our future operating results.

In October 2009, the Company created Deer Valley Finance Corp. (DVFC), a new, wholly owned subsidiary. The subsidiary was created to provide short-term inventory-secured loans to qualified retail dealers and developers. Since September 2008, the nation-wide credit crisis has resulted in a precipitous reduction in the availability of inventory financing for retail outlets in the factory built housing industry. This reduction in credit facilities has impaired the short-term marketing thrust and the long-term viability of many independent dealers and residential developers including some who distribute Deer Valley Homes. Through the establishment of the new financial subsidiary, Deer Valley is aggressively moving to counter the credit squeeze that many of the Company's existing dealers are experiencing. The existence of DVFC also positions the Company to potentially gain shelf space at additional independent dealer sales centers in regions where the Company is not currently represented. The Company will fund the new financial subsidiary through the reallocation of existing cash reserves in combination with funds available from an enhanced commercial bank credit facility with Fifth Third Bank. Administrative services for DVFC's new floor plan loan program will be provided by Triad Financial Services, Inc. (Triad) of Jacksonville, Florida.

On October 14, 2009, Deer Valley entered into Revolving Credit Loan and Security Agreement with Fifth Third Bank, which provides for a revolving line of credit in an amount not to exceed Seven Million Five Hundred Thousand and No/100 Dollars (\$7,500,000.00) (the \$7,500,000 Loan). The \$7,500,000 Loan is evidenced by a revolving credit note and secured by accounts receivable, inventory, equipment and all other tangible and intangible personal property of Deer Valley. The purpose of the \$7,500,000 Loan is to provide display model financing for dealers of the products produced by DVHB. Said financing will be provided through DVC's new subsidiary DVFC, and administration of individual dealer loans will initially be handled by a third party administrator. The \$7,500,000 Loan has a two year term and has a variable interest rate at 4.00% above LIBOR. An event of default such as non-payment of amounts when due under the loan agreement or a breach of a covenant may accelerate the maturity date of the facility. The facility provides for conditions to meet prior to each advance, including financial ratios.

On October 14, 2009, Deer Valley entered into Revolving Credit Loan and Security Agreement with Fifth Third Bank, which provides for a revolving line of credit in an amount not to exceed Five Million and No/100 Dollars (\$5,000,000.00) (the \$5,000,000 Loan). The \$5,000,000 Loan is evidenced by a revolving credit note and secured by accounts receivable, inventory, equipment and all other tangible and intangible personal property of Deer Valley. The \$5,000,000 Loan is to be utilized for short term working capital financing, letters of credit and as a bridge loan on financing the sale of retail units by DVHB. Said financing will be provided through DVC's new subsidiary DVFC, and administration of individual dealer loans will initially be handled by a third party administrator. The \$5,000,000 Loan has a two year term and has a variable interest rate at 2.50% above LIBOR. An event of default such as non-payment of amounts when due under the loan agreement or a breach of a covenant may accelerate the maturity date of the facility. The facility provides for conditions to meet prior to each advance, including financial ratios.



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### **Manufacturing Operations**

We produce all of our factory built homes at our plant in Guin, Alabama, which is functioning on a eight-hour shift, five-day work week. During the third quarter of 2009, the Company's average production rate was approximately 20 floors produced per week. As of September 30, 2009, our backlog of orders stood at 13 days.

Our plant in Guin, Alabama operated at a capacity of 57% during the quarter ended September 30, 2009. We have one idle plant located in Sulligent, Alabama.

The Company manufactures homes that are designed as primary residences ready for immediate occupancy. The homes, most of which are customized at the company's factory to the home buyers specifications, are constructed with many of the same components and building materials used in site-built homes. The Company has concentrated on the medium to higher priced segments of the manufactured housing market.

The principal raw materials used in the production of HUD Code and modular homes include wood, wood products, panels, steel, sheetrock, vinyl siding, gypsum wallboard, fiberglass insulation, carpet, appliances, electrical items, windows, roofing materials, electrical supplies, roof trusses, and plumbing fixtures. We believe that the raw materials used in the production of our factory-built homes are readily available from a wide variety of suppliers and that the loss of any single supplier would not have a material adverse effect on our business.

While our HUD Code and modular homes are constructed with many of the same components and building materials used in site-built homes, we utilize a cost-efficient assembly line manufacturing process which enables us to produce a quality home at a significantly lower cost per square foot than a traditional, site-built home. Our homes are built with residential features, including 1/2 inch drywall, thermally sealed double-paned low-e windows, enhanced insulation, oak cabinets, and two inch by six inch exterior wall construction standards.

Because the cost of transporting a factory-built home is significant, substantially all of our homes are sold to dealers within a 500 mile radius of our manufacturing facility. DVH arranges, at dealers' expense, for the transportation of finished homes to dealer locations using independent trucking companies. Customary sales terms are cash-on-delivery or guaranteed payment from a floor-plan financing source. Dealers or other independent installers are responsible for placing the home on site and connecting utilities.

When evaluating the Company's operating performance, the key performance indicators management examines are (1) the Company's production rate, in floors produced per day, (2) the cost of sales, and (3) the size of the Company's sales backlog. For more information on these performance indicators, please see the attached financial statements and notes thereto and the section of the Company's Annual Report on Form 10-K titled "Description of Business."

### **Results of Operations**

*The following discussion examines the results of the Company's operations for the three month period ended September 30, 2009. This discussion of our financial condition and results of operations should be read in conjunction with our financial statements and notes to the financial statements, included herewith. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment by our management. It is also imperative that one read our December 31, 2008 Annual Report on Form 10-K and subsequent filings on Form 8-K.*

### **HISTORICAL RESULTS THREE MONTH PERIOD ENDED September 30, 2009 AND September 30, 2008.**

**Revenues.** Overall gross revenue for the three month period ended September 30, 2009 was \$6,840,725 compared to \$15,637,809 for the three month period ended September 30, 2008, representing a decrease of \$8,797,084, or approximately 56%. Overall gross revenue for the nine month period ended September 30, 2009 was \$19,516,349 compared to \$51,304,164 for the nine month period ended September 30, 2008, representing a decrease of \$31,788,815, or approximately 62%. Revenue for the three month period ended September 30, 2009 decreased over the same periods in 2008, primarily due to the overall decline in the manufactured housing industry. Revenue for the nine month period ended September 30, 2009 decreased over the same periods in 2008, primarily due to the overall decline in the manufactured housing industry and the company's completion in 2008 of its contract with the State of Mississippi for the production of two-bedroom and three-bedroom cottages as part of its program that is designed to test and evaluate future disaster housing units. During the nine month period ended September 30, 2009 the Company delivered 0 units and recognized \$0 revenue under its contract with the State of Mississippi compared to 275 units and \$13,435,000 revenue for the same nine month period in 2008.



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**Gross Profit.** Gross profit for the three month period ended September 30, 2009 was \$1,362,438 or 19.9% of total revenue compared to \$2,206,673 or 14.1% of total revenue for the three month period ended September 30, 2008. Gross profit for the nine month period ended September 30, 2009 was \$3,565,334 or 18.3% of total revenue compared to \$8,847,697 or 17.2% of total revenue for the nine month period ended September 30, 2008. The decrease in gross profit is attributable to the decline in revenues. Based on management's assessment of historical experience and current trends in wholesale shipments and dealer inventories we reduced our warranty provision by \$127,000 for the three month period ended September 30, 2009 and \$687,000 for the nine month period ended September 30, 2009. The Company includes the following types of expenses in cost of sales: purchase and receiving costs, freight in, direct labor, supply costs, warehousing, direct and indirect overhead costs, inspection, transfer, actual and accrued warranty, depreciation, and amortization costs.

**Selling, General, and Administrative Expenses.** Selling, general, and administrative expenses for the three month period ended September 30, 2009 were \$905,263 compared to \$1,607,684 for the three month period ended September 30, 2008. General and administrative costs decreased for the three month period ended September 30, 2009 in comparison to the corresponding period for 2008. Selling, general, and administrative expenses for the nine month period ended September 30, 2009 were \$3,029,421 compared to \$5,544,316 for the nine month period ended September 30, 2008. General and administrative costs decreased for the nine month period ended September 30, 2009 in comparison to the corresponding period for 2008. These changes are primarily due to reduced overhead cost associated with ideling of Sulligent, Alabama manufacturing facility in September 2008 and consolidation of manufacturing processes at our Guin, Alabama manufacturing facility and an overall decrease in salaries, wages and employee benefits as a result of reduced number of employees. The Company includes the following types of expenses in selling, general and administrative expense: sales salaries, sales commissions, bad debt expense, advertising, administrative overhead, administrative salaries and bonuses and legal and professional fees.

**Other Income (Expense).** Derivative expense for the three month period ended September 30, 2009 was \$374,377 compared to \$35,827 for the three month period ended September 30, 2008. The increase is attributable to the adoption of guidance required by the Derivatives and Hedging topic 815-10-15-74 Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock and the increase in fair value of the put liability. See Note 6 Derivative Liabilities and Note 6 Commitments and Contingencies of the consolidated financial statements for additional disclosure data.

**Net Income.** The net income (loss) for the three month period ended September 30, 2009 was \$(125,853) compared to net income (loss) of \$396,054 for the three month period ended September 30, 2008. The net loss (loss) for the nine month period ended September 30, 2009 was \$(219,208) compared to net income of \$2,098,380 for the nine month period ended September 30, 2008. This decrease in net income is primarily due to a decrease in revenues discussed above. .

## **Liquidity and Capital Resources**

Management believes that the Company currently has sufficient cash flow from operations, available bank borrowings, cash, and cash equivalents to meet its short-term working capital requirements. The Company had \$8,215,855 in cash and cash equivalents as of September 30, 2009, compared to \$8,960,479 in cash and cash equivalents as of December 31, 2008. The Company's decrease in cash at September 30, 2009 compared to December 31, 2008 is primarily attributable to cash used in the Company's operations. Should our costs and expenses prove to be greater than we currently anticipate, or should we change our current business plan in a manner which will increase or accelerate our anticipated costs or capital demand, such as through the acquisition of new products, our working capital could be depleted at an accelerated rate.

The Company's operations may require significant use of cash reserves during 2009 compared to 2008. In October 2009, the Company created Deer Valley Finance Corp. (DVFC), a new, wholly owned subsidiary. The subsidiary was created to provide short-term inventory-secured loans to qualified retail dealers and developers. The newly formed finance company will be funded by cash reserves of the Company and advances under its credit facility with Fifth Third Bank.

The net cash used in operating activities of \$755,578 for the nine month period ended September 30, 2009 was primarily attributable to (i) an increase in other assets, (ii) a decrease in accrued dealer incentive programs, (iii)

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a decrease in estimated warranty reserves. The net cash provided in operating activities of \$4,472,305 for the nine month period ended September 30, 2008 was primarily attributable to (i) an increase in inventories and accounts payable, (ii) a decrease in accounts receivables primarily due to the collection of accounts receivables under the Company's contract with the State of Mississippi, (iii) an increase in accrued expenses, and (iv) the net income for the nine month period ended September 30, 2008.

The net cash provided in investing activities for the nine month period ending September 30, 2009 was \$69,075, which reflects proceeds from sale of equipment. The net cash used in investing activities for the nine month period ending September 30, 2008 was \$253,665, which reflects capitalization of normal operating purchases of equipment.

The net cash used in financing activities for the nine month period ending September 30, 2009 was \$58,121, which reflects a decrease in long-term debt due to scheduled principal payments of the Company's commercial real estate mortgage. The net cash used in financing activities for the nine month period ending September 30, 2008 was \$1,976,191, which primarily relates to payments of the Company's borrowings under its line of credit with its senior lender that were used to finance the accounts receivable of the cottages for the State of Mississippi contract.

Effective April 12, 2009, DVH renewed and amended its existing debt facility with Fifth Third Bank, providing for a line of credit secured by accounts receivable, inventory, equipment and all other tangible and intangible personal property of DVH. In connection with the renewal, the maximum principal amount of the facility was reduced from \$7,500,000 to \$5,000,000. The purpose of the Credit Facility is to provide working capital and letters of credit required in the normal course of the Company's business. The Credit Facility has a one-year term and has a variable interest rate at 2.50% above LIBOR and provides for conditions to meet, including financial ratios, prior to each advance. The terms on the debt facility were renewed and amended on October 14, 2009 as discussed below.

On October 14, 2009, Deer Valley entered into Revolving Credit Loan and Security Agreement with Fifth Third Bank, which provides for a revolving line of credit in an amount not to exceed Five Million and No/100 Dollars (\$5,000,000.00) (the "\$5,000,000 Loan"). The \$5,000,000 Loan is evidenced by a revolving credit note and secured by accounts receivable, inventory, equipment and all other tangible and intangible personal property of Deer Valley. The \$5,000,000 Loan is to be utilized for short term working capital financing, letters of credit and as a bridge loan on financing the sale of retail units by DVHB. Said financing will be provided through DVC's new subsidiary DVFC, and administration of individual dealer loans will initially be handled by a third party administrator. The \$5,000,000 Loan has a two year term and has a variable interest rate at 2.50% above LIBOR. An event of default such as non-payment of amounts when due under the loan agreement or a breach of a covenant may accelerate the maturity date of the facility. The facility provides for conditions to meet prior to each advance, including financial ratios.

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We are contingently liable under the terms of repurchase agreements with financial institutions providing inventory financing for retailers of our products. For more information on the repurchase agreements, including the Company's contingent liability thereunder, please see Reserve for Repurchase Commitments below.

**Recent Developments**

In April 2008, the Company was awarded a \$16.1 million contract to build more than 120 twin-town home units for first phase of a multi-phase 264-acre master-planned residential rental community called Savanna Trials in Ocean Springs, Mississippi by M&C Development LLC. Construction and delivery of the first homes in Phase I of

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the development began in the second quarter of 2008, and the Company received \$2.4 million in revenue during the year ended December 31, 2008 based on initial deliveries on the contract. Due to delays in the project the completion date has been extended. Due to these delays deliveries on the contract were halted during the second quarter of 2009, but have recently resumed at a slower than anticipated pace. The Company's revenues from deliveries on the contract for the three and nine month period ended September 30, 2009 were \$212,000 and \$529,000, respectively. The Company is unable to predict when project delays will be resolved or whether it will be awarded additional contracts for other development phases of the community.

In late 2008, the Company received advisories from national financial service companies which provide floor plan financing for the majority of the Company's independent retail dealers of HUD-Code homes. Because of the worldwide volatility and disruption in the capital markets, these traditional lenders are suspending or modifying their retail dealer financing programs in an effort to reduce their asset based portfolios. If a significant number of dealers are unable to secure alternative sources of financing, and if the availability from traditional sources does not rapidly improve, then such developments could have a material adverse effect on our future operating results.

In October 2009, the Company created Deer Valley Finance Corp. (DVFC), a new, wholly owned subsidiary. The subsidiary was created to provide short-term inventory-secured loans to qualified retail dealers and developers. Since September 2008, the nation-wide credit crisis has resulted in a precipitous reduction in the availability of inventory financing for retail outlets in the factory built housing industry. This reduction in credit facilities has impaired the short-term marketing thrust and the long-term viability of many independent dealers and residential developers including some who distribute Deer Valley Homes. Through the establishment of the new financial subsidiary, Deer Valley is aggressively moving to counter the credit squeeze that many of the Company's existing dealers are experiencing. The existence of DVFC also positions the Company to potentially gain shelf space at additional independent dealer sales centers in regions where the Company is not currently represented. The Company will fund the new financial subsidiary through the reallocation of existing cash reserves in combination with funds available from an enhanced commercial bank credit facility. Administrative services for DVFC's new floor plan loan program will be provided by Triad Financial Services, Inc. (Triad) of Jacksonville, Florida.

### **Critical Accounting Policies**

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and judgments which affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. For a description of those estimates, see Note 2, Summary of Significant Accounting Policies, contained in the explanatory notes to the Company's financial statements for the quarter ended September 30, 2009, contained in this filing and the Company's Form 10-K for December 31, 2008. On an ongoing basis, we evaluate our estimates, including those related to reserves, deferred tax assets, valuation allowances, impairment of long-lived assets, fair value of equity instruments issued to consultants for services, and estimates of costs to complete contracts. We base our estimates on historical experience and on various other assumptions which we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities which are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. However, we believe that our estimates, including those for the above-described items, are reasonable.

### **Critical Accounting Estimates**

Management is aware that certain changes in accounting estimates employed in generating financial statements can have the effect of making the Company look more or less profitable than it actually is. Management believes the Company's estimates are reasonable. A summary of the most critical accounting estimates employed by the Company in generating financial statements follows below.

### **Warranties**

We provide our retail buyers with a one-year limited warranty covering defects in material or workmanship, including plumbing and electrical systems. We record a liability for estimated future warranty costs relating to homes sold, based upon our assessment of historical experience and industry trends. In making this estimate, we evaluate historical sales amounts, warranty costs related to homes sold and timing in which any work orders are completed. The Company has accrued a warranty liability reserve of \$1,533,000 on its balance sheet as of September 30, 2009. Although we maintain reserves for such claims, there can be no assurance that warranty

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expense levels will remain at current levels or that the reserves that we have set aside will continue to be adequate. A large number of warranty claims which exceed our current warranty expense levels could have a material adverse affect upon our results of operations.

### **Volume Incentives Payable**

We have relied upon volume incentive payments to our independent dealers who retail our products. These volume incentive payments are accounted for as a reduction to gross sales, and are estimated and accrued when sales of our factory-built homes are made to our independent dealers. Volume incentive reserves are recorded based upon the annualized purchases of our independent dealers who purchase a qualifying amount of home products from us. We accrue a liability to our dealers, based upon estimates derived from historical payout rates. We had a reserve for volume incentives payable of \$339,689 as of September 30, 2009.

### **Reserve for Repurchase Commitments**

Most of our independent dealers finance their purchases under a wholesale floor plan financing arrangement under which a financial institution provides the dealer with a loan for the purchase price of the home and maintains a security interest in the home as collateral. When entering into a floor plan arrangement, the financial institution routinely requires that we enter into a separate repurchase agreement with the lender, under which we are obligated, upon default by the independent dealer, to repurchase the factory-built home at our original invoice price less the cost of administrative and shipping expenses. Our potential loss under a repurchase obligation depends upon the estimated net resale value of the home, as compared to the repurchase price that we are obligated to pay. This amount generally declines on a predetermined schedule over a period that usually does not exceed 24 months.

The risk of loss that we face under these repurchase agreements is lessened by several factors, including the following:

- (i) the sales of our products are spread over a number of independent dealers,
- (ii) historically we have had only isolated instances where we have incurred a repurchase obligation, although with the declining market and deteriorating financial conditions of dealer network there is no guarantee that such historical trends will continue,
- (iii) the price we are obligated to pay under such repurchase agreements declines based upon a predetermined amount over a period which usually does not exceed 24 months, and
- (iv) we have been able to resell homes repurchased from lenders at current market prices, although there is no guarantee that we will continue to be able to do so.

The maximum amount for which the Company is contingently liable under such agreements amounted to approximately \$9,350,000 as of September 30, 2009, as compared to \$20,165,000 as of September 30, 2008. As of September 30, 2009 and September 30, 2008, we had reserves of \$286,000 and \$240,000, respectively, established for future repurchase commitments, based upon our prior experience and evaluation of our independent dealers' financial conditions.

Due to the downturn in the HUD Code housing industry and the difficulties that our dealers are experiencing in obtaining floor plan financing, we have increased our reserves as a percentage of our aggregate repurchase obligations. The current economic climate has caused stress on the financial condition of our dealer network, based on these changes we have elevated the probability of default for the group and adjusted our estimated reserves accordingly. During the nine month period ended September 30, 2009 we repurchased 15 homes due to dealer failures compared to 1 home repurchased during the nine month period ended Sept 30, 2008. If the number of dealers become insolvent, or default on their inventory financing loans, exceeds our estimates this could have a material adverse affect upon our results of operations.

### **Derivative Liability**

In June 2008, the FASB issued authoritative guidance required by the Derivatives and Hedging Topic 815-10-15-74 Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock. Under this guidance, instruments which contain full ratchet anti-dilution provisions will no longer be considered indexed to a company's own stock for purposes of determining whether it meets the first part of the scope

exception. The adoption of this guidance required us to (1) evaluate our instrument s contingent exercise provisions and (2)

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evaluate the instrument's settlement provisions. Based upon applying this approach to instruments within the scope of the consensus, we have determined that certain of our warrants which were classified in stockholders' equity on December 31, 2008, no longer meet the definition of Indexed to a Company's Own Stock provided in the Consensus. Accordingly, effective on January 1, 2009, we were required to reclassify those Warrants, at their fair value to liabilities. This requires that the fair value of these liabilities be re-measured at the end of every reporting period with the change in value reported in the statement of operations. The difference between the amount the warrants were originally recorded in the financials and the fair value of the instruments on January 1, 2009 was considered a cumulative effect of a change in accounting principle and required an adjustment to the opening balance of retained earnings in the amount of \$5,537,222 and a reduction of additional paid-in capital of \$6,172,913.

The fair value of the derivative warrant liability was \$635,691 at the remeasurement date of January 1, 2009 and \$873,644 on September 30, 2009. The change in the warrant liability resulted in a derivative expense of \$128,377 and \$237,953 for the three and nine month period ended September 30, 2009, respectively. See Note 6 Derivative Liabilities of the consolidated financial statements for additional disclosure data.

### **Recent accounting pronouncements**

In June 2009, the Financial Accounting Standards Board ( FASB ) issued the FASB Accounting Standards Codification ( Codification ). The Codification is the single source for all authoritative Generally Accepted Accounting Principles ( GAAP ) recognized by the FASB to be applied for financial statements issued for periods ending after September 15, 2009. The Codification does not change GAAP and did not have a material impact on the Company's financial statements.

In May 2009, the FASB issued guidance under ASC 855 Subsequent Events which established general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This guidance required the Company to disclose the date through which the Company has evaluated subsequent events and the basis for the date. The guidance was effective for interim periods which ended after June 15, 2009. See Note 1, Basis of Presentation, for disclosure of the date to which subsequent events are disclosed.

In June 2008, the FASB issued authoritative guidance as required by the Derivative and Hedging Topic 815-10-15-74 in Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock. The objective is to provide guidance for determining whether an equity-linked financial instrument (or embedded feature) is indexed to an entity's own stock and it applies to any freestanding financial instrument or embedded feature that has all the characteristics of a derivative, for purposes of determining whether that instrument or embedded feature qualifies for the first part of the scope exception. This Issue also applies to any freestanding financial instrument that is potentially settled in an entity's own stock, regardless of whether the instrument has all the characteristics of a derivative. We currently have warrants that embody terms and conditions that require the reset of their strike prices upon our sale of shares or equity-indexed financial instruments at amounts less than the conversion prices. These features will no longer be treated as equity once it becomes effective. Rather, such instruments will require classification as liabilities and measurement at fair value. Early adoption is precluded. This standard required the Company's warrants outstanding to be fair valued on the adoption date (January 1, 2009) and reclassified to liabilities. See Note 6 Derivative Liabilities of the consolidated financial statements for additional disclosure data.

In March 2008, the FASB issued guidance under ASC 815 Derivatives and Hedging . The guidance is intended to improve financial standards for derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. Entities are required to provide enhanced disclosures about: (a) how and why an entity uses derivative instruments; (b) how derivative instruments and related hedged items are accounted for and its related interpretations; and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. It is effective for financial statements issued for fiscal years beginning after November 15, 2008, with early adoption encouraged. The Company has provided the required disclosures in the accompanying Notes to Condensed Consolidated Financial Statements. See Note 6 Derivative Liabilities of the consolidated financial statements for additional disclosure data.

In December 2007, the FASB issued revised guidance under ASC 805 Business Combinations , which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in an acquiree, including the recognition and measurement of goodwill acquired in a business combination. This standard is effective as of the beginning of the first fiscal year beginning on or after December 15, 2008. Earlier adoption is prohibited. The



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adoption of this standard did not have a material impact on the Company's financial position, results of operations or cash flows because the Company has not been involved in any business combinations during the nine months ended September 30, 2009.

In December 2007, the FASB issued guidance under ASC 810 Consolidation. This guidance establishes new accounting and reporting standards for the Non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. This guidance will change the classification and reporting for minority interest and non-controlling interests of variable interest entities. The guidance requires the minority interest and non-controlling interest of variable interest entities to be carried as a component of stockholders' equity. Accordingly we will reflect non-controlling interest in our consolidated variable interest entities as a component of stockholders' equity. This guidance is effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008 and earlier adoption is prohibited. The Company adopted this guidance beginning January 1, 2009. Since we do not currently have minority interest or Variable Interest Entities consolidated in our financial statements, adoption of this guidance has no impact on the Company's financial statements.

In July 2006, the FASB issued guidance under ASC 740 Income Taxes. This interpretation clarifies the accounting for uncertainty in income taxes recognized in an entity's financial. It prescribes a recognition threshold and measurement attribute for financial statement disclosure of tax positions taken, or expected to be taken, on a tax return. The adoption of this guidance did not have any impact on our financial statements.

**Commitments and Contingencies**

On January 18, 2006, the Company entered into the Earnout Agreement, which provided for contingent additional payments to the former owners of DVH, as an earnout, based upon the Net Income Before Taxes of DVH during the next five (5) years, up to a maximum of \$6,000,000.

On November 19, 2007, the Company entered into an amendment to the Earnout Agreement with the original founders (the Founders), now the core operating management for the Company's wholly owned subsidiary, Deer Valley Homebuilders, Inc. (the Earnout Amendment).

In exchange for the elimination of future performance based cash accruals that were expected to total an additional \$2 million over the next 12 to 36 months, the Company issued to the Founders two million shares of Deer Valley's common stock. Through December 31, 2007, the Company has paid \$4,000,000 to the Founders, under its Earnout Agreement, including \$2.75 million in December of 2007. At December 31, 2008, the Company Founders have vested rights amounting to \$1,738,010 of the remaining \$2,000,000 under the Amended Earnout Agreement subject to completing requirements of the Founders employment agreement. The common stock will be held in escrow until January 18, 2011 pending completion of the employment agreement requirements. The final number of shares released to recipients may be reduced in accordance with vesting requirements if the original earnout criteria are not met. For those shares that are ultimately released, if the open market price of the shares at the time of the release should be less than \$1.00/share, the Company has agreed to either issue additional shares or pay a cash amount equal to the difference between \$1.00 and the share price (i.e. make whole).

The Company accounted for the right to be made whole as a put liability. The Company determines the fair value of the put liability with a commercially available software product that utilizes a proven Monte Carlo valuation methodology. The Monte Carlo model was utilized to incorporate more complex variables than closed-form models such as the Black-Scholes option valuation model. Based on this analysis, the value of the put liability was determined to be approximately \$811,844 September 30, 2009.

On January 1, 2008 the Company adopted the guidance under FASB topic ASC 820 Fair Value Measurements and Disclosures, for our financial assets and financial liabilities. The guidance defines fair value, provides guidance for measuring fair value and requires certain disclosures. The guidance discusses valuation techniques such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs, other than quoted prices, that are observable for the asset or liability; either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

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Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

The following table summarizes the level inputs used to measure the put liability at fair value:

	<b>September 30, 2009</b>
Settlement guaranteed value	<b>\$ 2,000,000</b>
Indexed shares	<b>2,000,000</b>
Expected volatility (Level 1)	55.90% - 66.69%
Effective strike price	\$ 1.00
Trading Market Price (Level 1)	\$ 0.67
Expected dividends	
Expected term in years	1-2 years
Risk free rate of return (Level 2)	.18% - .40%

As a result of the fair value adjustments the Company has recognized income (expense) for the three month period ended September 30, 2009 and 2008 of (\$246,000) and (\$35,827), respectively. The Company recognized income (expense) for the nine month period ended September 30, 2009 and 2008 of \$(242,000) and (\$55,898), respectively.

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**Item 4T. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

The Company's Chief Executive Officer and Chief Financial Officer has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the fiscal period ending September 30, 2009 covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, the Chief Executive Officer and Chief Financial Officer has concluded that, as of the end of such period, the Company's disclosure controls and procedures were not effective as required under Rules 13a-15(e) and 15d-15(e) under the Exchange Act.

**Changes in Internal Controls over Financial Reporting**

On January 27, 2009, the Board of Directors of Deer Valley Corporation appointed John Steven Lawler to serve as its Chief Financial Officer and Executive Vice President. Prior to such appointment, Mr. Lawler was a member of the Board of Directors and Assistant Secretary of Deer Valley Corporation, and a member of the Board of Directors, Secretary, and Director of Finance of Deer Valley Homebuilders, a wholly-owned subsidiary of Deer Valley Corporation. Mr. Lawler will continue to serve in each of these positions.

Except for the appointment of Mr. Lawler on January 27, 2009, no change in the Company's internal control over financial reporting occurred during the three and nine month periods ended September 30, 2009, that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**Inherent Limitations of the Effectiveness of Disclosure and Internal Controls**

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure control system or internal control system are met. Because of the inherent limitations of any disclosure control system or internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

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**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

Although the Company in the normal course of business is subject to claims and litigation, the Company is not a party to any material legal proceeding nor is the Company aware of any circumstance which may reasonably lead a third party to initiate legal proceeding against the Company.

As of the date of this filing, there are no material pending legal or governmental proceedings relating to our Company or properties to which we are a party, and to our knowledge there are no material proceedings to which any of our directors, executive officers, or affiliates are a party adverse to us or which have a material interest adverse to us.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

*Series A Convertible Preferred Stock* - During the three month period ended September 30, 2009 certain shareholders converted 507,500 shares of Series A Preferred stock, stated value of \$5,075,000 into 6,766,667 shares of the Company's common stock. During the nine month period ended September 30, 2009 certain shareholders converted 523,300 shares of Series A Preferred stock, stated value of \$5,233,000, into 6,977,335 shares of the Company's common stock.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

**Item 5. Other Information**

None.

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**Item 6. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
3.01	Articles of Incorporation of Deer Valley Corporation. (1)
3.02	Bylaws of Deer Valley Corporation. (1)
4.01	Certificate of Designation, Rights, and Preferences of Series A Convertible Preferred Stock. (1)
4.02	Certificate of Designation, Rights, and Preferences of Series B Convertible Preferred Stock. (1)
4.03	Certificate of Designation, Rights, and Preferences of Series C Convertible Preferred Stock. (1)
4.04	Certificate of Designation, Rights, and Preferences of Series D Convertible Preferred Stock. (1)
4.05	Certificate of Designation, Rights, and Preferences of Series E Convertible Preferred Stock. (2)
10.01	Revolving Credit Loan and Security Agreement - \$7,500,000 Revolving Credit Loan (3)
10.02	Revolving Credit Note - \$7,500,000 (3)
10.03	Revolving Credit Loan and Security Agreement - \$5,000,000 Revolving Credit Loan (3)
10.04	Revolving Credit Note - \$5,000,000 (3)
21.01	Subsidiaries of Registrant (4)
31.01	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated May 13, 2009. (4)
31.02	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated May 13, 2009. (4)
32.01	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 13, 2009. (4)
32.02	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 13, 2009. (4)

- (1) Previously filed as an exhibit to the Form 8-K, filed with the SEC on July 28, 2006 and incorporated herein by reference.
- (2) Previously filed as an exhibit to the Form 10-QSB, filed with the SEC on November 20, 2006 and incorporated herein by reference.
- (3) Previously filed as an exhibit to the Form 8-K, filed with the SEC on October 19, 2009 and incorporated herein by reference.
- (4) Filed herewith.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Deer Valley Corporation  
(Registrant)

Dated: November 5, 2009

By: **/s/ CHARLES G. MASTERS**  
**Charles G. Masters**  
**President & Chief Executive Officer**

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**Exhibit 21.01**

**SUBSIDIARIES OF REGISTRANT**

- 1) **Deer Valley Homebuilders, Inc.**
  
- 2) **Deer Valley Finance Corp.**

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**Exhibit 31.01**

CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002

I, Charles G. Masters, certify that:

- (1) I have reviewed this quarterly report on Form 10-Q of Deer Valley Corporation;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted account principles;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of small business issuer's board of directors (or persons



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performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

November 5, 2009

*/s/ Charles G. Masters*  
Charles G. Masters  
President, Chief Executive Officer

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**Exhibit 31.02**

CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002

I, John S. Lawler, certify that:

- (1) I have reviewed this quarterly report on Form 10-Q of Deer Valley Corporation;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted account principles;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of small business issuer's board of directors (or persons

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performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

November 5, 2009

*/s/ John S. Lawler*  
John S. Lawler  
Chief Financial Officer

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**Exhibit 32.01**

**DEER VALLEY CORPORATION**

CERTIFICATION PURSUANT TO RULE 13a-14(b) OR RULE 15d-14(b) OF THE

SECURITIES EXCHANGE ACT OF 1934,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this quarterly report on Form 10-Q for the quarter ended September 30, 2009 of Deer Valley Corporation (the Company), as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Charles G. Masters, President and Chief Executive Officer of the Company, certify pursuant to Rule 13a-14(b) or 15d-14(b) of the Securities and Exchange Act of 1934, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ Charles G. Masters*  
Charles G. Masters  
President and Chief Executive Officer  
November 5, 2009

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**Exhibit 32.02**

**DEER VALLEY CORPORATION**

CERTIFICATION PURSUANT TO RULE 13a-14(b) OR RULE 15d-14(b) OF THE

SECURITIES EXCHANGE ACT OF 1934,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this quarterly report on Form 10-Q for the quarter ended September 30, 2009 of Deer Valley Corporation (the Company), as filed with the Securities and Exchange Commission on the date hereof (the Report), I, John S. Lawler, Chief Financial Officer of the Company, certify pursuant to Rule 13a-14(b) or 15d-14(b) of the Securities and Exchange Act of 1934, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ John S. Lawler*  
John S. Lawler  
Chief Financial Officer  
November 5, 2009