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

2009

Department of the Treasury
Internal Revenue Service

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

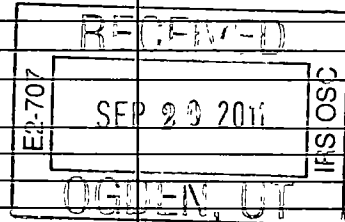
For calendar year 2009, or tax year beginning 11/01, 2009, and ending 10/31, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	VALLEY CLEAN AIR NOW 2300 TULARE STREET, #210 FRESNO, CA 93721	A Employer identification number 37-1450235	B Telephone number (see the instructions) 916-288-2209
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	C If exemption application is pending, check here <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ _____		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input checked="" type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)	750,000.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	750,000.	0.	0.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) SEE ST 1	17,297.			
b Accounting fees (attach sch) SEE ST 2	14,124.			
c Other prof fees (attach sch) SEE ST 3	377,898.			277,705.
17 Interest				
18 Taxes (attach schedule)(see instr) SEE STM 4	4,077.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	3,421.			
22 Printing and publications	1,350.			
23 Other expenses (attach schedule) SEE STATEMENT 5	116,420.			98,230.
24 Total operating and administrative expenses. Add lines 13 through 23	534,587.			375,935.
25 Contributions, gifts, grants paid PART XV	22,500.			22,500.
26 Total expenses and disbursements. Add lines 24 and 25	557,087.	0.	0.	398,435.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	192,913.			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			0.	

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P-12

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments	280,136.	473,049.		
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)				
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	280,136.	473,049.	0.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
NET ASSETS OR FUND BALANCES	<input type="checkbox"/> Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	<input checked="" type="checkbox"/> Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	280,136.	473,049.		
30	Total net assets or fund balances (see the instructions)	280,136.	473,049.			
31	Total liabilities and net assets/fund balances (see the instructions)	280,136.	473,049.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	280,136.
2	Enter amount from Part I, line 27a	2	192,913.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	473,049.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	473,049.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a N/A			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). [If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8]	3

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

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

N/A

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

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

Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2
3 Average distribution ratio for the 5-year base period— divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)	1	0.	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.	
3 Add lines 1 and 2	3	0.	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.	
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	0.	
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6 a		
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	0.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities *Continued*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.VALLEY-CAN.ORG	13	X	
14	The books are in care of TOM KNOX Telephone no. 916-288-2209 Located at 921 11TH STREET, STE. 250 SACRAMENTO CA ZIP + 4 95814			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15	N/A		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years 20__ , 20__ , 20__ , 20__ .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement- see the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__ .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) SEE STATEMENT 11

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

5b		X
6b		X
7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services- (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PORTER NOVELLI 1215 K STREET, , SUITE 2100 SACRAMENTO, CA 95814	PROJECT MGMT, PB REL	91,390.
EDELMAN 921 11TH STREET SACRAMENTO, CA 95814	PROJECT MGMT, PB REL	216,414.

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 7 -----	217,940.
2 SPONSORED THE TUNE IN & TUNE UP SMOG PROGRAM, AN OUTREACH EFFORT TO HELP ELIMINATE MOBILE SOURCE POLLUTANTS GENERATED BY OLDER, "OUT OF TUNE" CARS IN THE SAN JOAQUIN VALLEY. -----	67,745.
3 SEE STATEMENT 8 -----	67,000.
4 SEE STATEMENT 9 -----	47,000.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A -----	
2 -----	
All other program-related investments. See instructions.	
3 -----	
Total. Add lines 1 through 3 ▶	0.

BAA

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1a	
b Average of monthly cash balances	1b	212,785.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	212,785.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	212,785.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,192.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	209,593.
6 Minimum investment return Enter 5% of line 5	6	10,480.

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

1 Minimum investment return from Part X, line 6		1	10,480.
2a Tax on investment income for 2009 from Part VI, line 5	2a		
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c		
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		10,480.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		10,480.
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7		10,480.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	398,435.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	398,435.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	398,435.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				10,480.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	766,622.			
f Total of lines 3a through e	766,622.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 398,435.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				10,480.
e Remaining amount distributed out of corpus	387,955.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,154,577.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,154,577.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	766,622.			
e Excess from 2009	387,955.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>GREATER STOCKTON CHAMBER OF COMMERCE 445 W. WEBER AVENUE, SUITE 220 STOCKTON, CA 95203</p> <p>GREATER BAKERSFIELD CHAMBER OF COMMERCE 1725 EYE ST. BAKERSFIELD, CA 93303</p>		<p>501 (C) (6)</p> <p>501 (C) (6)</p>	<p>GREEN TEAM SAN JOAQUIN PROGRAM.</p> <p>GREEN SCORECARD ASSESSMENT PROGRAM</p>	<p>17,500.</p> <p>5,000.</p>
Total				▶ 3a 22,500.
<p><i>b Approved for future payment</i></p> <p>BAKERSFIELD DOWNTOWN BUSINESS ASSN 2000 K ST., SUITE 120 BAKERSFIELD, CA 93301</p>		<p>501 (C) (6)</p>	<p>TROLLEY CLEAN AIR PROGRAM</p>	<p>15,000.</p>
Total				▶ 3b 15,000.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization

VALLEY CLEAN AIR NOW

Employer identification number

37-1450235

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

- 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule –

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules –

- For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for *arexclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ▶ \$ _____

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

VALLEY CLEAN AIR NOW

37-1450235

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHEVRON CORPORATION ----- P.O. BOX 9034 ----- CONCORD, CA 94524 -----	\$ 750,000. -----	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

VALLEY CLEAN AIR NOW

Employer identification number

37-1450235

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

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

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

CLIENT 84053

VALLEY CLEAN AIR NOW

37-1450235

9/14/11

04 20PM

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADLER & CALVIN - TAX MATTERS	\$ 17,297.			
TOTAL	<u>\$ 17,297.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BREGANTE & CO. - TAX PREPARATION	\$ 2,749.			
DESIREE WEBB - ACCOUNTING	3,450.			
JOHN WADDELL & CO. - TAX PREPARATION	5,425.			
VLC FINANCIAL SERVICES - ACCOUNTING	2,500.			
TOTAL	<u>\$ 14,124.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASTONE - FRESNO OUTREACH	\$ 5,000.			\$ 5,000.
ASTONE - WEBSITE MANITENANCE	1,000.			1,000.
CAPITOL PUBLIC AFFAIRS - PUBLIC AFAIRS	5,050.			5,050.
DOUGLAS LAWSON - TITU CONSULTANT ANALYS	2,200.			2,200.
EDELMAN - BAKERSFIELD OUTREACH	19,276.			19,276.
EDELMAN - FRESNO OUTREACH	33,509.			33,509.
EDELMAN - PROJECT MANAGEMENT	120,000.			108,000.
EDELMAN - PUBLIC AFFAIRS	20,500.			20,500.
EDELMAN - STOCKTON OUTREACH	21,301.			21,301.
EDELMAN - WEBSITE MANTENANCE	4,300.			4,300.
EDELMAN- ADMINISTRATIVE FEES	10,193.			
JUDITH BUETHE COM - STOCKTN OUTREACH	11,000.			11,000.
JULIA BLANTON - DOMAIN NAMES	998.			998.
LUCAS ADVOCATES - AIR RESOURCES BD LBY	30,000.			
MARIE GALGANI - DATA ENTRY	1,395.			1,395.
PORTER NOVELLI - ADMINISTRATIVE FEES	8,000.			
PORTER NOVELLI - GRANT MANAGEMENT	10,000.			10,000.
PORTER NOVELLI - MEDIA RELATIONS	12,000.			12,000.

CLIENT 84053

VALLEY CLEAN AIR NOW

37-1450235

9/14/11

04 20PM

STATEMENT 3 (CONTINUED)
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTER NOVELLI - STRATEGIC PLANNING				
	\$ 40,000.			
PORTER NOVELLI - TITU CONSULTING	10,000.			\$ 10,000.
PORTER NOVELLI - WEBSITE MAINTENANCE				
	4,200.			4,200.
TONY MORENO - BAKERSFIELD OUTREACH	7,976.			7,976.
TOTAL	<u>\$ 377,898.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 277,705.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTY GENERAL	\$ 75.			
FORM 4720	4,000.			
INVESTMENT INCOME	2.			
TOTAL	<u>\$ 4,077.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	\$ 1,000.			\$ 1,000.
ENERGY AND CLEAN AIR EXPO SPONSORSHIP				
	60,000.			60,000.
EVENT HARD COSTS	2,334.			2,334.
EVENT SPONSORSHIPS	8,996.			7,746.
MISC	4,484.			
OFFICE EXPENSES	12,456.			
TITU PROGRAM EXPENSE	27,150.			27,150.
TOTAL	<u>\$ 116,420.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 98,230.</u>

CLIENT 84053

VALLEY CLEAN AIR NOW

37-1450235

9/14/11

04 20PM

STATEMENT 6
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
DOUGLAS WILHOIT, JR. 445 W. WEBER AVENUE, SUITE 220 STOCKTON, CA 95203	PRESIDENT 1.00	\$ 0.	\$ 0.	\$ 0.
RICK SCHELLENBERG 42718 ROAD 56 REEDLEY, CA 93654	VICE PRESIDENT 1.00		0.	0.
PAUL BETANCOURT 311 N. GOLDENROD AVENUE KERMAN, CA 93630	SECTY/TREAS 1.00		0.	0.
MICHAEL MARTIN 1918 H STREET BAKERSFIELD, CA 93301	DIRECTOR 1.00		0.	0.
OCTAVIA DIENER 2054 W. ALLUVIAL FRESNO, CA 93711	DIRECTOR 1.00		0.	0.
JOHN HARRIS 23300 W. OAKLAND COALINGA, CA 93210	DIRECTOR 1.00		0.	0.
FRED RUIZ 501 S. ALTA DINUBA, CA 93618	DIRECTOR 1.00		0.	0.
JOSEPH E. DREW 4436 LEBEC ROAD LEBEC, CA 93243	DIRECTOR 1.00		0.	0.
K. C. BISHOP 1201 K STREET, ROOM 1910 SACRAMENTO, CA 95814	DIRECTOR 0		0.	0.
TOTAL		<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 7
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
CONDUCTED VARIOUS COMMUNITY OUTREACH ACTIVITIES, INCLUDING MEDIA BUYS AND EVENT SPONSORSHIPS, TO PROMOTE VOLUNTARY ACTIONS TO REDUCE AIR POLLUTION BY INDIVIDUALS, GOVERNMENT, AGRICULTURE, BUSINESS AND INDUSTRY.	\$ 217,940.

CLIENT 84053

VALLEY CLEAN AIR NOW

37-1450235

9/14/11

04:20PM

STATEMENT 8
FORM 990-PF, PART IX-A, LINE 3
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
CO-HOSTED THE 2010 BAKERSFIELD ENERGY AND CLEAN AIR BUSINESS EXPOSITION. THE FREE EVENT FEATURED SPEAKERS ON VARIOUS TOPICS SUCH AS CLIMATE CHANGE, EXHIBIT BOOTHS SHOWCASING CLEAN AIR AND ENERGY PRODUCTS AND SERVICES, BREAK-OUT SESSIONS CENTERED AROUND BEST PRACTICES FOR GREENING BUSINESSES AND GREEN BUILDING TECHNIQUES, AND NEW RIDESHARE RULES FOR LARGE EMPLOYERS. THE EVENT ALSO INCLUDED AN E-WASTE RECYCLING DROP-OFF AND FREE HYBRID TEST DRIVES.	\$ 67,000.

STATEMENT 9
FORM 990-PF, PART IX-A, LINE 4
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
HELD REXPO VI: GREENING MAIN STREET, A ENERGY & CLEAN AIR BUSINESS EXPO, WHICH HELPS BUSINESSES LEARN HOW TO INCORPORATE ENERGY-EFFICIENT METHODS, RECYCLING, WATER CONSERVATION AND CLEAN AIR VALUES INTO EVERYDAY OPERATIONS TO REDUCE THEIR COST OF DOING BUSINESS.	\$ 47,000.

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	VALLEY CAN GRANT PROGRAM
NAME:	VALLEY CAN
CARE OF:	KARI MISKIT
STREET ADDRESS:	921 11TH ST., SUITE 250
CITY, STATE, ZIP CODE:	SACRAMENTO, CA 95814
TELEPHONE:	800-806-2004
FORM AND CONTENT:	APPLICATION FORM IS AVAILABLE IN PDF ON THE WEBSITE. ADDITIONAL ATTACHMENTS REQUIRED ARE AS FOLLOWS: 1. FINANCES TO INCLUDE PROJECT BUDGET AND ADDITIONAL FUNDERS. 2. LIST OF BOARD MEMBERS AND THEIR AFFILIATIONS IF APPLICABLE. 3. BRIEF DESCRIPTION OF KEY STAFF, INCLUDING QUALIFICATIONS RELEVANT TO THE SPECIFIC REQUEST. 4. IF APPLICABLE, A COPY OF THE CURRENT IRS DETERMINATION LETTER INDICATING TAX 501(C) (3) EXEMPT STATUS.
SUBMISSION DEADLINES:	5/6/10, 8/5/10, 11/4/10
RESTRICTIONS ON AWARDS:	VALLEY CAN DOES NOT GRANT FUNDS TO COVER STAFF TIME, SALARIES, OR OVERHEAD.

9/14/11

04:20PM

STATEMENT 11

PART VII-B, QUESTION 5C

VALLEY CAN'S 60-MONTH TERMINATION PERIOD AS A PRIVATE FOUNDATION UNDER SECTION 507(B)(1)(B) OF THE INTERNAL REVENUE CODE (THE "CODE") BEGAN ON NOVEMBER 1, 2009. VALLEY CAN EXPECTS TO QUALIFY AS A PUBLIC CHARITY UNDER SECTIONS 509(A)(1) AND 170(B)(1)(A)(VI) OF THE CODE AT THE END OF THIS PERIOD, AS A RESULT OF WHICH IT WILL BE DEEMED TO HAVE BEEN A PUBLIC CHARITY DURING ITS YEAR ENDING 9/30/2010. ACCORDINGLY, PURSUANT TO CODE SECTION 507(B)(1)(B), THE EXPENDITURE RESPONSIBILITY REQUIREMENTS OF CHAPTER 42 OF THE CODE DO NOT APPLY TO VALLEY CAN FOR THE YEAR ENDED 9/30/2010.

ALTHOUGH VALLEY CAN WAS NOT REQUIRED TO EXERCISE EXPENDITURE RESPONSIBILITY OVER ITS GRANTS IN FISCAL 2010 TO ORGANIZATIONS THAT WERE NOT PUBLIC CHARITIES, IT DID REQUIRE PROSPECTIVE GRANTEES TO SUBMIT APPLICATIONS, AND IT ISSUED THE GRANTS PURSUANT TO AGREEMENTS THAT SPECIFIED THE PURPOSES OF THE GRANTS AND REQUIRED GRANTEES TO SUBMIT WRITTEN DESCRIPTIONS OF THE STATUS OF THEIR PROJECTS WITH DETAILED FINANCIAL STATEMENTS DEMONSTRATING THEIR USE OF VALLEY CAN'S FUNDING. (EACH GRANTEE WAS REQUIRED TO SUBMIT PERIODIC REPORTS EVERY THREE MONTHS DURING THE TERM OF ITS GRANT AS WELL AS A FINAL REPORT AT THE END OF THE GRANT PERIOD.)