

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2007 calendar year, or tax year beginning OCT 1, 2007 **and ending** SEP 30, 2008

B Check if applicable:
 Address change
 Name change
 Initial return
 Termination
 Amended return
 Application pending

C Name of organization
CLEAN WATER FUND
 Number and street (or P.O. box if mail is not delivered to street address)
38875 HARPER
 City or town, state or country, and ZIP + 4
CLINTON TOWNSHIP, MI 48036

D Employer identification number
52-1043444

E Telephone number
810-783-3277

F Accounting method Cash Accrual
 Other (specify) _____

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates **N/A**

H(c) Are all affiliates included? **N/A** Yes No
(If "No," attach a list.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Group Exemption Number **N/A**

G Website: **WWW.CLEANWATERFUND.ORG**

J Organization type (check only one) 501(c)(3) (insert no.) 4947(a)(1) or 527

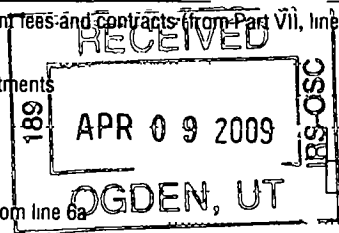
K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **5,903,048.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

		1a	1b	1c	1d	1e
Revenue	1 Contributions, gifts, grants, and similar amounts received:					
	a Contributions to donor advised funds					
	b Direct public support (not included on line 1a)		5,634,795.			
	c Indirect public support (not included on line 1a)			173,758.		
	d Government contributions (grants) (not included on line 1a)				3,781.	
	e Total (add lines 1a through 1d) (cash \$ <u>5,812,334.</u> noncash \$ _____)					5,812,334.
	2 Program service revenue including government fees and contracts (from Part VII, line 93)					
	3 Membership dues and assessments					
	4 Interest on savings and temporary cash investments					55,728.
	5 Dividends and interest from securities					
	6 a Gross rents					
	b Less: rental expenses					
c Net rental income or (loss). Subtract line 6b from line 6a						
7 Other investment income (describe _____)						
8 a Gross amount from sales of assets other than inventory	(A) Securities					
	25,582.	8a				
	25,953.	8b				
	-371.	8c				
d Net gain or (loss). Combine line 8c, columns (A) and (B) STMT 1					-371.	
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	a Gross revenue (not including \$ <u>9,405.</u> of contributions reported on line 1b)	9a		9,404.		
	b Less: direct expenses other than fundraising expenses	9b		3,451.		
	c Net income or (loss) from special events. Subtract line 9b from line 9a SEE STATEMENT 2					5,953.
10 a Gross sales of inventory, less returns and allowances	10a					
	b Less: cost of goods sold	10b				
	c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a					
11 Other revenue (from Part VII, line 103)						
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11						5,873,644.
Expenses	13 Program services (from line 44, column (B))					4,509,975.
	14 Management and general (from line 44, column (C))					674,208.
	15 Fundraising (from line 44, column (D))					501,901.
	16 Payments to affiliates (attach schedule)					
	17 Total expenses. Add lines 16 and 44, column (A)					5,686,084.
18 Excess or (deficit) for the year. Subtract line 17 from line 12					187,560.	
Net Assets	19 Net assets or fund balances at beginning of year (from line 73, column (A))					2,205,638.
	20 Other changes in net assets or fund balances (attach explanation)					0.
	21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20					2,393,198.



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Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ <u>0</u> noncash \$ <u>0</u>) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b Other grants and allocations (attach schedule) (cash \$ <u>114,868</u> noncash \$ <u>0</u>) If this amount includes foreign grants, check here <input type="checkbox"/>	114,868.	114,868.	STATEMENT 4	
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	172,279.	115,042.	53,570.	3,667.
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	158,458.	126,767.	15,846.	15,845.
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26 Salaries and wages of employees not included on lines 25a, b, and c	970,305.	781,140.		189,165.
27 Pension plan contributions not included on lines 25a, b, and c				
28 Employee benefits not included on lines 25a - 27	778,424.	725,466.		52,958.
29 Payroll taxes				
30 Professional fundraising fees	757.			757.
31 Accounting fees	28,900.		28,900.	
32 Legal fees	297,262.	277,656.	289.	19,317.
33 Supplies	40,215.	35,108.	2,634.	2,473.
34 Telephone	81,147.	60,648.	17,307.	3,192.
35 Postage and shipping	52,332.	22,910.	8,834.	20,588.
36 Occupancy	340,458.	16,900.	322,669.	889.
37 Equipment rental and maintenance	32,189.	13,011.	18,493.	685.
38 Printing and publications	55,821.	48,751.	28.	7,042.
39 Travel	165,548.	154,157.	2,781.	8,610.
40 Conferences, conventions, and meetings	57,600.	51,978.	-625.	6,247.
41 Interest	2,691.	709.	366.	1,616.
42 Depreciation, depletion, etc (attach schedule)	11,487.		11,487.	
43 Other expenses not covered above (itemize):				
a				
b				
c				
d				
e				
f				
g SEE STATEMENT 3	2,325,343.	1,964,864.	191,629.	168,850.
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	5,686,084.	4,509,975.	674,208.	501,901.

Joint Costs. Check if you are following SOP 98-2
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A ; (ii) the amount allocated to Program services \$ N/A ;
 (iii) the amount allocated to Management and general \$ N/A ; and (iv) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See the instructions)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments

What is the organization's primary exempt purpose? SEE STATEMENT 5

Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

a ENVIRONMENTAL HEALTH: PREVENTING POLLUTION FROM PERSISTENT POISONS (SEE STATEMENT 16)

(Grants and allocations \$ 35,609.) If this amount includes foreign grants, check here

1,352,993.

b CLEAN AND SAFE WATER (SEE STATEMENT 16)

(Grants and allocations \$ 34,460.) If this amount includes foreign grants, check here

1,217,693.

c ENVIRONMENT - ECONOMY INITIATIVES AND SUSTAINABLE ENERGY (SEE STATEMENT 16)

(Grants and allocations \$ 21,825.) If this amount includes foreign grants, check here

1,037,294.

d RESEARCH, TRAINING, OUTREACH AND EDUCATION (SEE STATEMENT 16)

(Grants and allocations \$ 22,974.) If this amount includes foreign grants, check here

901,995.

e Other program services (attach schedule)

(Grants and allocations \$) If this amount includes foreign grants, check here

f Total of Program Service Expenses (should equal line 44, column (B), Program services)

4,509,975.

Form 990 (2007)

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	1,344,315.	45	1,341,070.
	46 Savings and temporary cash investments		46	
	47 a Accounts receivable			
	b Less: allowance for doubtful accounts		47c	
	48 a Pledges receivable			
	b Less: allowance for doubtful accounts		48c	
	49 Grants receivable	1,235,423.	49	974,522.
	50 a Receivables from current and former officers, directors, trustees, and key employees		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b	
	51 a Other notes and loans receivable			
	b Less: allowance for doubtful accounts		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges		53	
	54 a Investments - publicly-traded securities STMT 8 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	0.	54a	233,638.
	b Investments - other securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54b	
55 a Investments - land, buildings, and equipment basis				
b Less: accumulated depreciation		55c		
56 Investments - other		56		
57 a Land, buildings, and equipment: basis	115,403.			
b Less: accumulated depreciation STMT 6	96,677.	19,124.	57c	18,726.
58 Other assets, including program-related investments (describe SEE STATEMENT 7)	3,109.	58	44,560.	
59 Total assets (must equal line 74) Add lines 45 through 58	2,601,971.	59	2,612,516.	
Liabilities	60 Accounts payable and accrued expenses	88,977.	60	155,774.
	61 Grants payable		61	
	62 Deferred revenue	113,246.	62	63,544.
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable		64b	
	65 Other liabilities (describe DUE TO AFFILIATE)	194,110.	65	0.
66 Total liabilities. Add lines 60 through 65	396,333.	66	219,318.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	238,111.	67	154,452.
	68 Temporarily restricted	1,967,527.	68	2,238,746.
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	2,205,638.	73	2,393,198.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	2,601,971.	74	2,612,516.

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions)

a	Total revenue, gains, and other support per audited financial statements		a	5,877,466.
b	Amounts included on line a but not on Part I, line 12:			
1	Net unrealized gains on investments	b1		
2	Donated services and use of facilities	b2		
3	Recoveries of prior year grants	b3		
4	Other (specify): <u>SEE STATEMENT 9</u>	b4	3,822.	
	Add lines b1 through b4		b	3,822.
c	Subtract line b from line a		c	5,873,644.
d	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		d	0.
e	Total revenue (Part I, line 12). Add lines c and d		e	5,873,644.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements		a	5,689,906.
b	Amounts included on line a but not on Part I, line 17:			
1	Donated services and use of facilities	b1		
2	Prior year adjustments reported on Part I, line 20	b2		
3	Losses reported on Part I, line 20	b3		
4	Other (specify): <u>SEE STATEMENT 10</u>	b4	3,822.	
	Add lines b1 through b4		b	3,822.
c	Subtract line b from line a		c	5,686,084.
d	Amounts included on Part I, line 17, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		d	0.
e	Total expenses (Part I, line 17). Add lines c and d		e	5,686,084.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated) (See the 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 & deferred compensation plans	(E) Expense account and other allowances
JOHN DECOCK 38875 HARPER CLINTON TOWNSHIP, MI 48036	EXECUTIVE V.P. 20.00	67,644.	7,056.	0.
KATHY ATERNO 38875 HARPER CLINTON TOWNSHIP, MI 48036	ASST. SECRETARY 20.00	43,902.	3,665.	0.
DIANNE AKABLI 38875 HARPER CLINTON TOWNSHIP, MI 48036	SECRETARY 30.00	50,012.	0.	0.
PETER LOCKWOOD 38875 HARPER CLINTON TOWNSHIP, MI 48036	PRESIDENT 3.00	0.	0.	0.
POLLY HOPPIN 38875 HARPER CLINTON TOWNSHIP, MI 48036	DIRECTOR 2.00	0.	0.	0.
KATE KOEZE 38875 HARPER CLINTON TOWNSHIP, MI 48036	DIRECTOR 2.00	0.	0.	0.
WILLIAM FONTENOT 38875 HARPER CLINTON TOWNSHIP, MI 48036	DIRECTOR 2.00	0.	0.	0.
YVETTE MARTINEZ BRACAMONTE 38875 HARPER CLINTON TOWNSHIP, MI 48036	DIRECTOR 2.00	0.	0.	0.

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)

75 a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings	5		
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)		75b	X
c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization." If "Yes," attach a statement that includes the information described in the instructions	SEE STATEMENT 11	75c	X
d Does the organization have a written conflict of interest policy?		75d	X

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
DAVID ZWICK 38875 HARPER CLINTON TOWNSHIP, MI 48036	0.	30,605.	127,853.	0.

Part VI Other Information (See the instructions.)

76 Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	76		X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77		X
78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	78b	N/A	
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X	
b If "Yes," enter the name of the organization CLEAN WATER ACTION and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt	81a		
81 a Enter direct and indirect political expenditures. (See line 81 instructions)	81a	0.	
b Did the organization file Form 1120-POL for this year?	81b		X

Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)		
	82b N/A		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	N/A		
85 a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?		
	N/A		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
	N/A		
c	Dues, assessments, and similar amounts from members		
	85c N/A		
d	Section 162(e) lobbying and political expenditures		
	85d N/A		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
	85e N/A		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
	85f N/A		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
	N/A		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		
	N/A		
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12		
	86a N/A		
b	Gross receipts, included on line 12, for public use of club facilities		
	86b N/A		
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders		
	87a N/A		
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		
	87b N/A		
88 a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <u>0.</u> ; section 4912 <u>0.</u> ; section 4955 <u>0.</u>		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <u>0.</u>		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization <u>0.</u>		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
90 a	List the states with which a copy of this return is filed <u>SEE STATEMENT 12</u>		
b	Number of employees employed in the pay period that includes March 12, 2007	90b	120
91 a	The books are in care of <u>KATHLEEN E. ATERNO</u> Telephone no. <u>586-783-3277</u> Located at <u>38875 HARPER, CLINTON TOWNSHIP, MI</u> ZIP + 4 <u>48036</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country <u>N/A</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	91b	X

Part VI Other Information (continued) Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c
 If "Yes," enter the name of the foreign country N/A

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year 92 N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	55,728.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	-371.	
101 Net income or (loss) from special events			01	5,953.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0.		61,310.	0.
105 Total (add line 104, columns (B), (D), and (E))					61,310.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

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

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13) **N/A**

106 Did the reporting organization make any transfers to a controlled entry as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity

	Yes	No
	<input type="checkbox"/>	<input type="checkbox"/>

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- -----			
b	----- -----			
c	----- -----			
Totals				

107 Did the reporting organization receive any transfers from a controlled entry as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entry

	Yes	No
	<input type="checkbox"/>	<input type="checkbox"/>

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- -----			
b	----- -----			
c	----- -----			
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

	Yes	No
	<input type="checkbox"/>	<input type="checkbox"/>

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

Please Sign Here

Signature of officer: Dianne Akabli Date: 3/31/09

Type or print name and title: Dianne AKabli, Corporate Secretary

Paid Preparer's Use Only

Preparer's signature: [Signature]

Firm's name (or yours if self-employed), address, and ZIP + 4: PLANTE & MORAN, PLLC
P.O. BOX 307
SOUTHFIELD, MI 48037-0

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2007

Name of the organization **CLEAN WATER FUND** Employer identification number **52 1043444**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are 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 & deferred compensation	(e) Expense account and other allowances
LYNN THORP 38875 HARPER, CLINTON TWP, MI 48036	NATIONAL CAMPAIGNS D 38.00	58,060.	8,778.	
CYNDI ROPER 38875 HARPER, CLINTON TWP, MI 48036	STATE DIRECTOR 36.00	53,673.	7,171.	
MARIE ZELLAR 38875 HARPER, CLINTON TWP, MI 48036	NATIONAL DEPUTY 20.00	59,082.	3,984.	
JON SCOTT 38875 HARPER, CLINTON TWP, MI 48036	DEVELOPMENT DIRECTOR 34.00	64,071.	929.	

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

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of other contractors receiving over \$50,000 for other services ▶ **0**

Part III Statements About Activities (See page 2 of the instructions.)

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990	X	
e	Transfer of any part of its income or assets?		X
3	a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)		X
b	Did the organization have a section 403(b) annuity plan for its employees?		X
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement		X
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?		X
4	a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g		X
b	Did the organization make any taxable distributions under section 4966?	N/A	
c	Did the organization make a distribution to a donor, donor advisor, or related person?	N/A	
d	Enter the total number of donor advised funds owned at the end of the tax year ►	N/A	
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ►	N/A	
f	Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts		0.
g	Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year ►		0.

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state **▶** _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
 Type I Type II Type III-Functionally Integrated Type III-Other

Provide the following information about the supported organizations. (See page 8 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					▶

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) Use cash method of accounting.
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	4,655,142.	5,163,073.	4,866,494.	4,975,743.	19,660,452.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	65,149.	41,261.	15,378.	4,270.	126,058.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets			SEE STATEMENT 13 30.		30.
23 Total of lines 15 through 22	4,720,291.	5,204,334.	4,881,902.	4,980,013.	19,786,540.
24 Line 23 minus line 17	4,720,291.	5,204,334.	4,881,902.	4,980,013.	19,786,540.
25 Enter 1% of line 23	47,203.	52,043.	48,819.	49,800.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 395,731.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 5,002,403.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 19,786,540.
d Add: Amounts from column (e) for lines: 18 126,058. 19 _____ 22 30. 26b 5,002,403.					26d 5,128,491.
e Public support (line 26c minus line 26d total)					26e 14,658,049.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 74.0809%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A	(2006)	(2005)	(2004)	(2003)	
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A	(2006)	(2005)	(2004)	(2003)	
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					27c N/A
d Add: Line 27a total _____ and line 27b total _____					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

NONE

Part V Private School Questionnaire (See page 9 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		

32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		

33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		

34 a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 11 of the instructions.)

N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for all electing organizations
		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is -	41	
	Not over \$500,000 20% of the amount on line 40		
	Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000		
	Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000		
	Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000		
	Over \$17,000,000 \$1,000,000		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 14 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a** Volunteers
- b** Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c** Media advertisements
- d** Mailings to members, legislators, or the public
- e** Publications, or published or broadcast statements
- f** Grants to other organizations for lobbying purposes
- g** Direct contact with legislators, their staffs, government officials, or a legislative body
- h** Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i** Total lobbying expenditures (Add lines c through h)

Yes	No	Amount
	X	
	X	
	X	
	X	
	X	
	X	
	X	
	X	
		0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable

Exempt Organizations (See page 14 of the instructions.)

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

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

- (i) Cash
- (ii) Other assets

b Other transactions:

- (i) Sales or exchanges of assets with a noncharitable exempt organization
- (ii) Purchases of assets from a noncharitable exempt organization
- (iii) Rental of facilities, equipment, or other assets
- (iv) Reimbursement arrangements
- (v) Loans or loan guarantees
- (vi) Performance of services or membership or fundraising solicitations

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

	Yes	No
51a(i)		X
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c	X	

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
51C	4,693,210.	CLEAN WATER ACTION, INC.	SEE STATEMENT 14

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
CLEAN WATER ACTION, INC.	501 (C) (4)	SEE STATEMENT 15

FORM 990 GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES STATEMENT 1

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
SECURITIES	25,582.	25,953.	0.	-371.
TO FORM 990, PART I, LINE 8	25,582.	25,953.	0.	-371.

FORM 990 SPECIAL EVENTS AND ACTIVITIES STATEMENT 2

DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME OR (LOSS)
AUCTION 2008	16,459.	8,035.	8,424.	3,378.	5,046.
SPING PARTY 2008	2,350.	1,370.	980.	73.	907.
TO FM 990, PART I, LINE 9	18,809.	9,405.	9,404.	3,451.	5,953.

FORM 990 OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
STAFF SALARY TO GRANTS	2,012,020.	1,810,818.	60,361.	140,841.
CANVASS EXPENSES	83,088.	45,939.	18,551.	18,598.
ADVERTISING	1,979.	1,562.	335.	82.
BANK FEES	7,479.	0.	7,479.	0.
CLEANING SERVICES	5,497.	329.	5,151.	17.
COMPUTER SERVICES	64,545.	58,241.	3,239.	3,065.
INSURANCE	25,414.	34.	25,378.	2.
LICENSE FEES PERMITS	5,672.	1,270.	4,335.	67.
MAIL HOUSE SERVICES	833.	791.	0.	42.
MEDIA BUY PRODUCTION	3,624.	3,443.	0.	181.
MEMBERSHIP DUES	5,810.	5,481.	40.	289.
PAYROLL SERVICES	27,067.	0.	27,067.	0.
PERSONAL PROPERTY	2,197.	0.	2,197.	0.
PRIZES AND AWARDS	1,372.	1,033.	3.	336.
STAFF RELOCATION	3,326.	3,160.	0.	166.
TEMPORARY SERVICES	0.	0.	0.	0.
TYPESETTING DESIGN	18,526.	16,738.	0.	1,788.
UTILITIES	23,907.	232.	23,663.	12.
CAMPAIGN EDUCATION	16,624.	15,793.	0.	831.

CLEAN WATER FUND

52-1043444

UNREALIZED GAIN/LOSS ON INVESTMENT	16,363.	0.	13,830.	2,533.
TOTAL TO FM 990, LN 43	2,325,343.	1,964,864.	191,629.	168,850.

FORM 990 CASH GRANTS AND ALLOCATIONS STATEMENT 4
TO OTHERS

CLASS OF ACTIVITY/DONEE'S NAME AND ADDRESS	AMOUNT
CONTRIBUTION COMMONWEALTH FOUNDATION 186 HAMPSHIRE STREET CAMBRIDGE, MA 02139	618.
CONTRIBUTION COMMONWEALTH FOUNDATION 186 HAMPSHIRE STREET CAMBRIDGE, MA 02139	2,211.
CONTRIBUTION COMMONWEALTH FOUNDATION 186 HAMPSHIRE STREET CAMBRIDGE, MA 02139	3,134.
CONTRIBUTION CONNECTICOSH 683 N MOUNTAIN ROAD NEWINGTON, CT 06111	18,000.
CONTRIBUTION CT CITIZEN ACTION GROUP 30 ARBOR STREET #6N HARTFORD, CT 06106	12,000.
CONTRIBUTION CT COALITION FOR ENVIRONMENTAL JUSTINCE PO BOX 2022 HARTFORD, CT 06145	18,000.
CONTRIBUTION CT COALITION FOR ENVIRONMENTAL JUSTINCE PO BOX 2022 HARTFORD, CT 06145	20,000.
CONTRIBUTION CT NURSES FOUNDATION 377 RESEARCH PKWY #2D MERIDEN, CT 06450	11,000.

CLEAN WATER FUND

52-1043444

CONTRIBUTION 12,000.
 CT PUBLIC HEALTH & RESEARCH EDUCA FOUNDATION
 263 FARMINGTON AVENUE MC2928
 FARMINGTON, CT 06030

CONTRIBUTION 150.
 MASS ENERGY CONSUMERS ALLIANCE
 38 MECHANIC STREET #101
 FOXBORO, MA 02035

CONTRIBUTION 9,933.
 MASS INTERFAITH POWER & LIGHT
 1773 BEACON STREET
 BROOKLINE, MA 02445

CONTRIBUTION 7,722.
 MASS INTERFAITH POWER & LIGHT
 1773 BEACON STREET
 BROOKLINE, MA 02445

CONTRIBUTION 100.
 FAMILY, INC.
 637 WASHINGTON STREET
 DORCHESTER, MA 02124

TOTAL INCLUDED ON FORM 990, PART II, LINE 22B 114,868.

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 5
 PART III

EXPLANATION

CLEAN WATER FUND PROMOTES CLEAN, SAFE AND AFFORDABLE WATER, EMPOWERING DIVERSE GROUPS OF PEOPLE TO WORK TOGETHER FOR CHANGES THAT IMPROVE THEIR LIVES, FOCUSED ON HEALTH, ENVIRONMENTAL AND COMMUNITY PROBLEMS.

FORM 990 DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 6

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND EQUIPMENT	115,403.	96,677.	18,726.
TOTAL TO FORM 990, PART IV, LN 57	115,403.	96,677.	18,726.

FORM 990	OTHER ASSETS	STATEMENT	7
DESCRIPTION		BEGINNING OF YEAR	END OF YEAR
DEPOSITS		3,109.	4,000.
DUE FROM AFFILIATE		0.	40,560.
TOTAL TO FORM 990, PART IV, LINE 58		3,109.	44,560.

FORM 990	NON-GOVERNMENT SECURITIES	STATEMENT	8		
SECURITY DESCRIPTION	COST/FMV	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	TOTAL NON-GOV'T SECURITIES
INVESTMENTS	FMV			233,638.	233,638.
TO FORM 990, LINE 54A, COL B				233,638.	233,638.

FORM 990	OTHER REVENUE NOT INCLUDED ON FORM 990	STATEMENT	9
DESCRIPTION			AMOUNT
LOSS ON SALE OF SECURITIES			371.
SPECIAL EVENT EXPENSES			3,451.
TOTAL TO FORM 990, PART IV-A			3,822.

FORM 990	OTHER EXPENSES NOT INCLUDED ON FORM 990	STATEMENT	10
DESCRIPTION			AMOUNT
LOSS ON SALE OF SECURITIES			371.
SPECIAL EVENT EXPENSES			3,451.
TOTAL TO FORM 990, PART IV-B			3,822.

FORM 990

PART V-A OFFICER COMPENSATION FROM RELATED ORGANIZATIONS

STATEMENT 11

OFFICER'S NAME	COMPENSATION	EMPLOYEE BENEFIT PLAN CONTRIBUTION	EXPENSE ACCOUNT
JOHN DECOCK	58,076.	6,250.	
NAME OF RELATED ORGANIZATION		EMPLOYER ID NUMBER	
CLEAN WATER ACTION		23-7128611	
RELATIONSHIP BETWEEN ORGANIZATIONS			
BOARD MEMBERS IN COMMON			
COMPENSATION DESCRIPTION			

OFFICER'S NAME	COMPENSATION	EMPLOYEE BENEFIT PLAN CONTRIBUTION	EXPENSE ACCOUNT
KATHY ATERNO	55,713.	2,789.	
NAME OF RELATED ORGANIZATION		EMPLOYER ID NUMBER	
CLEAN WATER ACTION		23-7128611	
RELATIONSHIP BETWEEN ORGANIZATIONS			
BOARD MEMBERS IN COMMON			
COMPENSATION DESCRIPTION			

FORM 990 LIST OF STATES RECEIVING COPY OF RETURN STATEMENT 12
 PART VI, LINE 90

STATES

CA, CT, DC, FL, ME, MD, MA, MI, MN, NH, NJ, NM, NY, NC, ND, OH, PA, RI, SC, SD, TX, VA, WA, WI, CO

SCHEDULE A OTHER INCOME STATEMENT 13

DESCRIPTION	2006 AMOUNT	2005 AMOUNT	2004 AMOUNT	2003 AMOUNT
MISCELLANEOUS	0.	0.	30.	0.
TOTAL TO SCHEDULE A, LINE 22	0.	0.	30.	0.

SCHEDULE A INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS STATEMENT 14
PART VII, LINE 51, COLUMN (D)

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

CLEAN WATER ACTION, INC.

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

SHARED FACILITIES, EQUIP. & EMPLOYEES

SCHEDULE A AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS STATEMENT 15
PART VII, LINE 52, COLUMN (C)

NAME OF AFFILIATED OR RELATED ORGANIZATION

CLEAN WATER ACTION, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

SHARED FACILITIES, EQUIP. & EMPLOYEES

CLEAN WATER FUND -- MAJOR PROGRAMS 2007-2008

The program areas described below represent the major components of Clean Water Fund's integrated, innovative strategy for assuring: (1) safe, affordable drinking water; (2) control of community and workplace toxic hazards; (3) protection and conservation of wetlands, surface waters, coastal areas, groundwater and other critical natural resources; (4) safe waste management practices; and (5) protection of public health and environmental safety for all citizens. These programs are conducted from a national office in Washington, D.C. and from locally staffed field offices serving multi-state regions around the country. Clean Water Fund involves and benefits residents of communities nationwide: in Alaska, California, Colorado, Connecticut, Delaware, Florida, Iowa, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, New Hampshire, New Jersey, North Dakota, Pennsylvania, Rhode Island, South Dakota, Texas, Vermont, Virginia, Washington, Wisconsin, Wyoming and other states. During 2007-2008, Clean Water Fund's programs were concentrated in the following areas:

ENVIRONMENTAL HEALTH: Preventing Pollution from Persistent Poisons

Programs to promote:

- Fiscally and environmentally sound solutions for managing garbage and hazardous wastes — such as re-use and recycling, waste reduction, toxics use reduction, and composting — solutions which reduce the volume and toxicity of the waste stream. Clean Water Fund plays a leading role in a national “computer take back” project to encourage manufacturers to reclaim and recycle CRT monitors and other computer and electronics components, which otherwise become toxic disposal problems.
- Innovative approaches that reduce environmental health impacts of toxic and hazardous chemicals by reducing or eliminating their use, with a special emphasis on pesticide safety and mercury contamination problems, an “extended producer responsibility” initiative to develop waste reduction incentives for industry (including “computer take back,” see above) and a coordinating role in the national *Safe Cosmetics Campaign*. In the New England states (where CWF helps lead a successful “Zero Mercury Campaign,” in New Jersey, and elsewhere around the country, Clean Water Fund has helped concerned citizens win bans and phase-outs of mercury-laden products for which safe alternatives exist.
- Improved health, safety and security protections in local communities by encouraging “inherent risk reduction” at facilities using or storing extremely hazardous materials; this approach, including the collaborative *Safe Hometowns Initiative*, emphasizes integration of pollution and catastrophe prevention with ongoing security reviews and upgrades.
- Environmentally-informed decision-making by individual and institutional consumers, including the provision of training and award-winning *Home SAFE Home* information on safer alternatives to products, purchasing, storage and disposal practices which may threaten health and the environment.
- § Healthier urban communities with a special emphasis on reducing children’s exposure to toxic diesel emissions.
- In 2007 -2008, Clean Water Fund continued to expand the scope of innovative new policy development and citizen education projects to reform chemicals policy and promote safer “green chemistry” alternatives. The goal is to protect public health from environmental harm through preventive, participatory approaches such as those embodied in the Precautionary Principle, and to educate parents and the public about preventing toxic exposure that may contribute to learning and developmental disabilities and other health harm to children. Clean Water Fund’s model *Alliance for a Healthy Tomorrow* coalition project in

Massachusetts exemplifies these approaches, with similar initiatives under development in California, Connecticut, Michigan, Minnesota, and New Jersey. Clean Water Fund helps to lead the national SAFER collaborative promoting chemical policy reform and supporting innovative state level action.

Clean Water Fund also provides scientific and technical assistance to citizen volunteers and community organizations as they work to resolve complex scientific and technical questions on health and safety, water and toxic hazards.

CLEAN AND SAFE WATER:

Programs to promote:

- Integrated solutions for clean and safe water that protect drinking water for residential consumers and that also protect the natural areas from which water supplies are drawn (wetlands, forested watersheds, rivers, lakes and streams).
- Protection of underground water resources, and to ensure supplies of safe, affordable, drinking water for more than 100 million Americans who depend on groundwater for their household water needs.
- Efficient and cost effective methods for meeting peoples' needs for safe, clean drinking water supplies and balancing recreation, environmental, business, agricultural and residential demands on limited water supplies.
- Protection of coastal and inland waterways, their tributaries, and the complex ecosystems, local economies, and communities dependent on them, with a special emphasis on protecting the health, welfare and quality of life for residents and users of coastal and shorefront areas.
- Sound management of the nation's land and water resources, including the preservation of wetlands, forest ecosystems, open space and other critical habitat areas, stores of biodiversity, and other sources of economic and quality of life benefit for people.
- Adequate investment in clean and safe water laws and regulations at every level, including resources sufficient for effective enforcement and system/infrastructure maintenance and upgrades.
- Strong water quality and drinking water safety standards and effective public notification (drinking water Right to Know) when standards are violated or public health may be threatened. Clean Water Fund assisted residents of the Washington, DC area and other communities in addressing lead contamination problems, and is working with public health experts to promote standards for the persistent toxic contaminant, per chlorate, which is currently un-regulated under federal law.

Clean Water Fund continues to expand its series of Clean and Safe Water program initiatives promoting integrated approaches for resource protection and drinking water safety. These programs combine and expand on earlier programs for clean, safe and affordable drinking water and for land and water resources protection and conservation. In close coordination with its environmental health programs, Clean Water Fund promotes more stringent water standards aimed at protecting society's most vulnerable people (infants and children, the frail elderly, cancer and HIV patients and others). Through its Community Water Protection project, Clean Water Fund fosters constituency building for natural resource conservation and safe drinking water. Clean Water Fund sponsors the *Campaign for Safe and Affordable Drinking Water*, a coalition which advocates for stronger standards limiting toxic and cancer causing arsenic in drinking water. "Watershed to Water Tap" programs integrating the above strategies are being conducted in California, New England, New Jersey, Pennsylvania and other states. In addition, Clean Water Fund led successful state-based education campaigns to halt proposed regulatory changes that would have weakened regulations on sewage dumping in waterways and drinking water sources nationwide. In Maryland, Virginia and the District of

Columbia, Clean Water Fund is organizing community residents to protect local waterways and reduce runoff pollution. In Massachusetts, the District of Columbia and elsewhere, Clean Water Fund helped local residents document and publicize dangers from lead in drinking water which was going undetected and untreated.

During 2007-2008, Clean Water Fund continued to step up its assistance to community based organizations concerned about privatization and co-modification of public water resources (e.g., conversion of municipal water treatment/supply facilities to for-profit management and proposals for large-scale extraction of groundwater and surface-water resources in commercial bottling/export operations). Also during this period, Clean Water Fund successfully promoted new investments in water treatment infrastructure and state water programs in Florida, California, Minnesota and Michigan.

In New Hampshire, Clean Water Fund is promoting innovative solutions to wastewater pollution that threatens coastal waterways and strains state and municipal budgets.

ENERGY AND GLOBAL WARMING:

Clean Water Fund's efforts to reduce power plant pollution and to encourage development of less polluting alternatives include active programs in the Midwest, Southwest and Northeast, and remain top priorities and are expanding to address related global climate change problems, with an emphasis on economy-wide "polluter pay" policy solutions and participation in the national Clear the Air Campaign. Clean Water Fund continues to develop new energy consumer education initiatives in New England, the Upper Midwest and other regions, and engaging in electric utility industry deregulation debates to insure a level playing field for clean power production that creates jobs and protects the environment. Clean Water Fund promotes "smart growth" development to rebuild community cores in urban areas and small towns and combat costly and destructive sprawl, which exacerbate global warming and other pollution problems. Clean Water Fund helps to lead state-based and regional coalitions in New England and the Upper Midwest which promote clean energy solutions that help reduce global warming pollution. Clean Water Fund also assists community groups and conservationists in exposing "false solutions" to global warming, such as "clean coal" or "coal-to-liquid" development, corn-based biofuels, and nuclear energy which can have devastating environmental impacts, fail to provide significant benefits to solving the global warming crisis and divert financial resources which could otherwise be invested in cleaner, renewable energy solutions, efficiency and conservation.

RESEARCH, TRAINING, OUTREACH AND EDUCATION:

Programs conducted by locally based staff around the country to improve the capacity and capability of citizens to participate effectively in activities protecting their overall health and welfare against environmental risk and damage. These programs include a special emphasis on cooperative assistance and support for communities facing disproportionate risk from environmental hazards, which is often related to economic and racial/ethnic discrimination, such support aimed at helping people in these situations develop the skills, information base and organizational development to become effective environmental health and safety advocates.

Clean Water Fund also conducts a variety of training, capacity building and civic engagement programs aimed at developing new volunteer leadership from the community level, and involving diverse constituencies in community and environmental affairs. Staff and volunteer participants receive training on community outreach and education, critical issues and policy processes, communication techniques, and leadership skills. Classroom training sessions are enhanced by hands-on experience conducting issue education campaigns, testing and developing "multiple contact" community involvement drives, and organizing non-partisan voter

registration and Get-Out-The-Vote campaigns in communities of color in several regions of the country. During 2007-2008, Clean Water Fund also continued model outreach programs focused on Spanish-speaking communities in California, Florida and the Southwest, incorporating bi-lingual issue education, conducted door-to-door, by phone and neighbor-to-neighbor.

ENVIRONMENTAL HEALTH, 30%

CLEAN & SAFE WATER, 27%

ENERGY & GLOBAL WARMING, 23%

RESEARCH, TRAINING, OUTREACH & EDUCATION, 20%

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization CLEAN WATER FUND	Employer identification number 52-1043444
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 38875 HARPER	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CLINTON TOWNSHIP, MI 48036	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ **KATHLEEN E. ATERNO**
Telephone No. ▶ **586-783-3277** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **MAY 15, 2009**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **OCT 1, 2007**, and ending **SEP 30, 2008**.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	N/A

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