

Form **990**

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)

OMB No. 1545-0047

2010

Open to Public Inspection

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 2010 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization YMCA OF METROPOLITAN MILWAUKEE, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 161 W. WISCONSIN AVENUE 4000 City or town, state or country, and ZIP + 4 MILWAUKEE, WI 53203-2601 F Name and address of principal officer: ROBERT YAMACHIKA SAME AS C ABOVE	D Employer identification number 39-0806314 E Telephone number 414-224-9622 G Gross receipts \$ 42,845,926. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.YMCAMKE.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1858 M State of legal domicile: WI

Part I Summary

	1 Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT</u>		
Activities & Governance	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	33
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	32
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	2373
	6 Total number of volunteers (estimate if necessary)	6	878
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	5,111,641.	6,320,334.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	30,888,083.	32,719,807.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-215,123.	747,420.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	35,771,370.	40,332,385.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	21,212,354.	21,143,903.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,003,859.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	17,370,514.	17,249,233.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	38,582,868.	38,393,136.
	19 Revenue less expenses. Subtract line 18 from line 12	-2,811,498.	1,939,249.
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	76,049,084.	76,313,426.
	22 Net assets or fund balances. Subtract line 21 from line 20	41,488,794.	40,154,973.
		34,560,290.	36,158,453.

Part II Signature Block

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.

Sign Here	Signature of officer: <u>Rob Yamachika</u> ROBERT YAMACHIKA, PRESIDENT/CEO Type or print name and title	Date: <u>8/5/2011</u>
Paid Preparer Use Only	Print/Type preparer's name: DAVE GLOBIG Preparer's signature: DAVE GLOBIG Date: 08/04/11 Check if self-employed: <input type="checkbox"/> PTIN:	Firm's name: WIPFLI LLP Firm's address: 10000 INNOVATION DRIVE, SUITE 250 MILWAUKEE, WI 53226-4837 Firm's EIN: Phone no. 414-431-9300

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission: THE YMCA OF METROPOLITAN MILWAUKEE IS A VOLUNTEER-LED NON-PROFIT ORGANIZATION THAT STRENGTHENS THE FOUNDATION OF COMMUNITY THROUGH OUR MISSION TO PUT CHRISTIAN PRINCIPLES INTO PRACTICE THROUGH PROGRAMS THAT BUILD HEALTHY SPIRIT, MIND & BODY FOR ALL.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 16,369,087. including grants of \$) (Revenue \$ 11,345,712.) YOUTH DEVELOPMENT: OUR YMCA IS COMMITTED TO NURTURING THE POTENTIAL OF EVERY CHILD AND TEEN. WE BELIEVE THAT ALL KIDS DESERVE THE OPPORTUNITY TO DISCOVER WHO THEY ARE AND WHAT THEY CAN ACHIEVE. THAT'S WHY WE HELP YOUNG PEOPLE CULTIVATE THE VALUES, SKILLS, AND RELATIONSHIPS THAT LEAD TO POSITIVE BEHAVIORS, BETTER HEALTH, AND EDUCATIONAL ACHIEVEMENT. OUR YMCA PROGRAMS, SUCH AS SPONSOR-A-SCHOLAR, BLACK ACHIEVERS, EARLY LEARNING CENTERS, AND RESIDENT CAMP OFFER A RANGE OF EXPERIENCES THAT ENRICH COGNITIVE, SOCIAL, PHYSICAL, AND EMOTIONAL GROWTH. WE SERVED 38,000 CHILDREN, INFANTS THROUGH TEENS, IN 2010. FOR ADDITIONAL DETAILS REGARDING THESE CRITICAL PROGRAMS AND THEIR IMPACT, SEE SCHEDULE O.

4b (Code:) (Expenses \$ 10,855,103. including grants of \$) (Revenue \$ 21,358,079.) HEALTHY LIVING: THE Y IS A LEADING VOICE AND FORCE ON HEALTH AND WELL-BEING. WE BRING FAMILIES CLOSER TOGETHER, ENCOURAGE GOOD HEALTH, AND FOSTER CONNECTIONS THROUGH FITNESS, SPORTS, FUN, AND SHARED INTERESTS. AS A RESULT, 112,000 MEMBERS AND NEARLY 26,000 COMMUNITY PARTICIPANTS ARE RECEIVING THE SUPPORT, GUIDANCE, AND RESOURCES THEY NEED TO ACHIEVE GREATER HEALTH IN SPIRIT, MIND, AND BODY. THIS IS PARTICULARLY IMPORTANT AS OUR NATION STRUGGLES WITH AN OBESITY CRISIS, FAMILIES STRUGGLE WITH WORK/LIFE BALANCE, AND INDIVIDUALS SEARCH FOR PERSONAL FULFILLMENT. OUR PROGRAMS ARE ACCESSIBLE, AFFORDABLE, AND OPEN TO ALL FAITHS, BACKGROUNDS, ABILITIES, AND INCOME LEVELS. FOR ADDITIONAL DETAILS REGARDING THESE CRITICAL PROGRAMS AND THEIR IMPACT, SEE SCHEDULE O.

4c (Code:) (Expenses \$ 6,517,482. including grants of \$) (Revenue \$ 16,016.) SOCIAL RESPONSIBILITY: OUR YMCA HAS BEEN RESPONDING TO OUR COMMUNITY'S MOST CRITICAL SOCIAL NEEDS FOR MORE THAN 150 YEARS. Y PROGRAMS, SUCH AS Y SWIM SCHOOL (WATER SAFETY FOR CHILDREN), HOME REPAIR AND REHABILITATION FOR LOW-INCOME HOMEOWNERS AND GRASS-ROOTS COMMUNITY ORGANIZING ARE EXAMPLES OF HOW WE HELP EMPOWER OUR NEIGHBORS TO AFFECT CHANGE AND OVERCOME OBSTACLES. IN 2010, WE ENGAGED 138,757 YMCA MEMBERS, PARTICIPANTS, AND VOLUNTEERS IN ACTIVITIES THAT STRENGTHEN OUR COMMUNITY AND PAVE THE WAY FOR FUTURE GENERATIONS TO THRIVE. THE Y PROVIDED \$2,071,402 IN SCHOLARSHIPS IN 2010 THAT MADE IT POSSIBLE FOR ADULTS, FAMILIES AND CHILDREN TO BECOME MEMBERS AND PARTICIPATE IN OUR PROGRAMS. FOR ADDITIONAL DETAILS REGARDING THESE CRITICAL PROGRAMS AND THEIR IMPACT, SEE SCHEDULE O.

4d Other program services. (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 33,741,672.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	X	
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Input box for Schedule O response

Main table with columns for question number, description, and Yes/No responses. Includes rows for 1a-1c, 2a-2b, 3a-3b, 4a-4a, 5a-5c, 6a-6b, 7, 7a-7h, 8, 9, 9a-9b, 10, 10a-10b, 11, 11a-11b, 12a, 12b, 13, 13a-13c, 14a, 14b.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	1a		33
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b		32
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Does the organization have members or stockholders?	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	X	
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	X	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **WI**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **LINDA DALEY - 414-224-9622**
161 W. WISCONSIN AVENUE SUITE 4000, MILWAUKEE, WI 53203-2601

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
GAIL LIONE CHAIRMAN	1.00	X		X				0.	0.	0.
JEFFREY LUEKEN VICE CHAIR/TREASURER	1.00	X		X				0.	0.	0.
REV. ROLEN WOMACK, JR. SECRETARY	1.00	X		X				0.	0.	0.
MICHAEL H. WHITE IMMEDIATE PAST CHAIR	1.00	X		X				0.	0.	0.
AUSTIN RAMIREZ DIRECTOR	1.00	X						0.	0.	0.
BRUCE JACOBS DIRECTOR	1.00	X						0.	0.	0.
DANIEL J. MINAHAN DIRECTOR	1.00	X						0.	0.	0.
DAVID HONAN DIRECTOR	1.00	X						0.	0.	0.
JACK M. BLANK DIRECTOR	1.00	X						0.	0.	0.
JAN WADE DIRECTOR	1.00	X						0.	0.	0.
JAY B. WILLIAMS DIRECTOR	1.00	X						0.	0.	0.
JILL G. PELISEK DIRECTOR	1.00	X						0.	0.	0.
JOHN F. STEINMILLER DIRECTOR	1.00	X						0.	0.	0.
JOHN J. STOLLENWERK DIRECTOR	1.00	X						0.	0.	0.
JON D. HAMMES DIRECTOR	1.00	X						0.	0.	0.
MARK HELLMER DIRECTOR	1.00	X						0.	0.	0.
JOSE A. OLIVIERI DIRECTOR	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MARK K. VETTER DIRECTOR	1.00	X					0.	0.	0.	
MARK SABLJAK DIRECTOR	1.00	X					0.	0.	0.	
MARY ANN WRIGHT DIRECTOR	1.00	X					0.	0.	0.	
MARY E. PANZER DIRECTOR	1.00	X					0.	0.	0.	
P. MICHAEL MAHONEY DIRECTOR	1.00	X					0.	0.	0.	
RICHARD J. CANTER DIRECTOR	1.00	X					0.	0.	0.	
RICHARD L. SCHMIDT, JR. DIRECTOR	1.00	X					0.	0.	0.	
RICK SCHLESINGER DIRECTOR	1.00	X					0.	0.	0.	
ROBERT J. VENABLE DIRECTOR	1.00	X					0.	0.	0.	
1b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							1,166,085.	0.	132,546.	
d Total (add lines 1b and 1c)							1,166,085.	0.	132,546.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **9**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
CRYSTAL CLEANING 10903 N. INDUSTRIAL DR, MEQUON, WI 53092	CLEANING SERVICE	589,454.
JC RESTORATION 3200 SQUIBB AVE, ROLLING MEADOWS, IL 60006	BUILDING RESTORATION	393,516.
RITWAY BUS PO BOX 308, RICHFIELD, WI 53076	BUS SERVICE	242,694.
BELFOR USA GROUP 2929 S 114TH ST, WAUWATOSA, WI 53222	BUILDING CONTRACTOR	202,661.
TCS CONSTRUCTION PO BOX 100361, MILWAUKEE, WI 53210	BUILDING CONTRACTOR	172,134.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **5**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a	595,668.				
	b	Membership dues	1b					
	c	Fundraising events	1c	95,549.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	1,933,133.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3,695,984.				
	g	Noncash contributions included in lines 1a-1f: \$		53,329.				
	h	Total. Add lines 1a-1f		6,320,334.				
	Program Service Revenue	2 a	MEMBERSHIP AND PROGRAM	Business Code 624100	31681438.	31681438.		
b		AUXILIARY SERVICES	624100	1,038,369.	1,038,369.			
c								
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f		32719807.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		142,880.			142,880.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real	500,982.				
		b	Less: rental expenses					
		c	Rental income or (loss)	(ii) Personal	500,982.			
		d	Net rental income or (loss)		500,982.			500,982.
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	1392266.				
		b	Less: cost or other basis and sales expenses	(ii) Other	1440157.			
		c	Gain or (loss)		1358812.	869,071.		
		d	Net gain or (loss)		33,454.	571,086.		604,540.
	8 a	Gross income from fundraising events (not including \$ 95,549. of contributions reported on line 1c). See Part IV, line 18		a	329,500.			
		b	Less: direct expenses		b	285,658.		
		c	Net income or (loss) from fundraising events			43,842.		43,842.
9 a	Gross income from gaming activities. See Part IV, line 19		a					
	b	Less: direct expenses		b				
	c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances		a					
	b	Less: cost of goods sold		b				
	c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code					
11 a								
	b							
	c							
	d	All other revenue						
	e	Total. Add lines 11a-11d						
12	Total revenue. See instructions.			40332385.	32719807.	0.	1292244.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
 All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	383,676.	32,683.	229,494.	121,499.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	17,280,955.	14,810,510.	1,967,561.	502,884.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	745,556.	626,474.	92,729.	26,353.
9 Other employee benefits	973,376.	817,906.	121,065.	34,405.
10 Payroll taxes	1,760,340.	1,479,174.	218,944.	62,222.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	1,123,241.	866,949.	192,110.	64,182.
12 Advertising and promotion	1,590,035.	1,404,739.	24,340.	160,956.
13 Office expenses	539,336.	424,075.	98,039.	17,222.
14 Information technology				
15 Royalties				
16 Occupancy	4,737,528.	4,595,752.	141,776.	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	272,034.	189,129.	73,512.	9,393.
20 Interest	2,100,528.	2,100,528.		
21 Payments to affiliates	284,048.	284,048.		
22 Depreciation, depletion, and amortization	3,591,797.	3,196,136.	395,661.	
23 Insurance	325,353.	305,197.	19,206.	950.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a PROGRAM EXPENSES	2,024,642.	2,010,659.	11,890.	2,093.
b EQUIP, LEASES, & RENTAL	633,024.	595,673.	37,351.	
c DUES	27,667.	2,040.	23,927.	1,700.
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	38,393,136.	33,741,672.	3,647,605.	1,003,859.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	1,677,005.	1	1,641,703.	
	2 Savings and temporary cash investments	148,566.	2	424,803.	
	3 Pledges and grants receivable, net	2,172,836.	3	2,138,549.	
	4 Accounts receivable, net	517,620.	4	1,259,553.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	49,838.	9	118,800.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 107,832,397.			
	b Less: accumulated depreciation	10b 43,522,567.	65,616,709.	10c	64,309,830.
	11 Investments - publicly traded securities	5,099,410.	11	5,576,793.	
	12 Investments - other securities. See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	767,100.	15	843,395.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	76,049,084.	16	76,313,426.		
Liabilities	17 Accounts payable and accrued expenses	3,779,884.	17	4,159,438.	
	18 Grants payable		18		
	19 Deferred revenue	726,545.	19	692,364.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties	34,838,908.	23	33,263,177.	
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities. Complete Part X of Schedule D	2,143,457.	25	2,039,994.	
	26 Total liabilities. Add lines 17 through 25	41,488,794.	26	40,154,973.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	21,625,505.	27	22,410,429.	
	28 Temporarily restricted net assets	8,571,990.	28	9,329,986.	
	29 Permanently restricted net assets	4,362,795.	29	4,418,038.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	34,560,290.	33	36,158,453.	
34 Total liabilities and net assets/fund balances	76,049,084.	34	76,313,426.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	40,332,385.
2	Total expenses (must equal Part IX, column (A), line 25)	2	38,393,136.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,939,249.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	34,560,290.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-341,086.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	36,158,453.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6538242.	11248306.	6234712.	5111641.	6365691.	35498592.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	31902785.	31976496.	30595809.	31108398.	32496137.	158079625
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	38441027.	43224802.	36830521.	36220039.	38861828.	193578217
7a Amounts included on lines 1, 2, and 3 received from disqualified persons		4300000.				4300000.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year					983,217.	983,217.
c Add lines 7a and 7b		4300000.			983,217.	5283217.
8 Public support (Subtract line 7c from line 6.)						188295000

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	38441027.	43224802.	36830521.	36220039.	38861828.	193578217
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	306,547.	312,879.	384,081.	132,694.	142,880.	1279081.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	306,547.	312,879.	384,081.	132,694.	142,880.	1279081.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)	38747574.	43537681.	37214602.	36352733.	39004708.	194857298

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	96.63 %
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	96.20 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	.66 %
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	.72 %

19a 33 1/3% support tests - 2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Schedule A **Payments from Disqualified Persons
Included on Part III, Line 7a** **2010**

**** Do Not File ****

***** Not Open to Public Inspection *****

Payer's Name	2006 Amount	2007 Amount	2008 Amount	2009 Amount	2010 Amount
	0.	4,300,000.	0.	0.	0.
Total to Schedule A, Part III, Line 7a		4,300,000.			

Schedule A Excess Payments from Non-Disqualified Persons Included on Part III, Line 7b 2010

** Do Not File **

*** Not Open to Public Inspection ***

Table with 6 columns: Payer's Name, 2006 Amount, 2007 Amount, 2008 Amount, 2009 Amount, 2010 Amount. Row 1: U.S. DEPARTMENT OF HOUSING AND URBAN DE, 0., 0., 0., 0., 983,217. Total to Schedule A, Part III, Line 7b: 983,217.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2010

Name of the organization

Employer identification number

YMCA OF METROPOLITAN MILWAUKEE, INC.

39-0806314

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization YMCA OF METROPOLITAN MILWAUKEE, INC.	Employer identification number 39-0806314
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	_____ _____ _____	\$ <u>245,625.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	_____ _____ _____	\$ <u>200,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	_____ _____ _____	\$ <u>1,373,264.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	_____ _____ _____	\$ <u>211,687.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	_____ _____ _____	\$ <u>155,118.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
YMCA OF METROPOLITAN MILWAUKEE, INC.	39-0806314

Part II Noncash Property (see instructions)

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

Name of organization	Employer identification number
YMCA OF METROPOLITAN MILWAUKEE, INC.	39-0806314

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 columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

YMCA OF METROPOLITAN MILWAUKEE, INC.

Employer identification number

39-0806314

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	6,507,789.	6,728,000.	9,590,278.		
b Contributions	55,243.	55,894.	52,222.		
c Net investment earnings, gains, and losses	632,759.	893,297.	-2,053,978.		
d Grants or scholarships					
e Other expenditures for facilities and programs	430,661.	1,169,402.	860,522.		
f Administrative expenses					
g End of year balance	6,765,130.	6,507,789.	6,728,000.		

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment 34.70 %
- b Permanent endowment 65.30 %
- c Term endowment .00 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)	X	
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		7,461,240.		7,461,240.
b Buildings		80,218,718.	28,363,147.	51,855,571.
c Leasehold improvements		500,000.	347,917.	152,083.
d Equipment		16,639,765.	14,140,245.	2,499,520.
e Other		3,012,674.	671,258.	2,341,416.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				64,309,830.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) ACCRUED RENT-RITE HITE	325,839.
(3) DEFERRED GAIN ON SALE	1,714,155.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	2,039,994.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	40,332,385.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	38,393,136.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	1,939,249.
4	Net unrealized gains (losses) on investments	4	456,425.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-797,511.
9	Total adjustments (net). Add lines 4 through 8	9	-341,086.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	1,598,163.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	40,834,167.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	456,425.
b	Donated services and use of facilities	2b	45,357.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	501,782.
3	Subtract line 2e from line 1	3	40,332,385.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	40,332,385.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	39,236,004.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	45,357.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	797,511.
e	Add lines 2a through 2d	2e	842,868.
3	Subtract line 2e from line 1	3	38,393,136.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	38,393,136.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

CHANGE IN SWAP LIABILITY

-797,511.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN SWAP LIABILITY

797,511.

PART V, LINE 4: THE PRIMARY LONG-TERM FINANCIAL OBJECTIVE FOR THE

ASSOCIATION'S ENDOWMENT IS TO PRESERVE THE REAL PURCHASING POWER OF

Part XIV Supplemental Information (continued)

ENDOWMENT ASSETS AND INCOME AFTER ACCOUNTING FOR ENDOWMENT SPENDING AND COST OF PORTFOLIO MANAGEMENT. PERFORMANCE OF THE OVERALL ENDOWMENT AGAINST THIS OBJECTIVE IS MEASURED OVER ROLLING PERIODS OF ONE, THREE, AND FIVE YEARS. THE ENDOWMENT FUNDS ARE MANAGED TO OPTIMIZE THE LONG RUN TOTAL RATE OF RETURN ON INVESTED ASSETS, ASSUMING A PRUDENT LEVEL OF RISK. THE GOAL FOR THIS RATE OF RETURN IS ONE THAT PROVIDES FUNDING FOR THE ASSOCIATION'S EXISTING SPENDING POLICY. OVER THE SHORT TERM, THE RETURN FOR EACH ELEMENT OF THE ENDOWMENT PORTFOLIO SHOULD MATCH OR EXCEED EACH OF THE RETURNS FOR THE BROADER CAPITAL MARKETS IN WHICH ASSETS ARE INVESTED. THE ENDOWMENT ASSETS ARE GOVERNED BY A SPENDING POLICY THAT SEEKS TO DISTRIBUTE A SPECIFIC PAYOUT RATE OF THE ENDOWMENT BASE TO SUPPORT THE ASSOCIATION'S PROGRAMS. THE ENDOWMENT BASE IS DEFINED AS THE THREE-YEAR MOVING AVERAGE OF THE MARKET VALUE OF THE TOTAL ENDOWMENT PORTFOLIO (CALCULATED AS OF THE LAST DAY OF DECEMBER FOR THE PRIOR THREE YEARS). THE DISTRIBUTION OR PAYOUT RATE WILL BE CALCULATED AS A SPECIFIC FIXED PERCENTAGE OF THE BASE. SUCH A POLICY WILL ALLOW GREATER PREDICTABILITY OF SPENDABLE INCOME FOR BUDGETING PURPOSES AND FOR GRADUAL STEADY GROWTH FOR THE SUPPORT OF OPERATIONS BY THE ENDOWMENT. IN ADDITION, THIS POLICY WILL MINIMIZE THE PROBABILITY OF INVADING THE PRINCIPAL OVER THE LONG TERM. SPENDING IN A GIVEN YEAR WILL REDUCE THE UNIT VALUE OF EACH ENDOWMENT ELEMENT BY THE PAYOUT PERCENTAGE. IN THE CASE OF SHORT-TERM DECLINES IN THE MARKET VALUE OF THE ENDOWMENT POOL OF FUNDS, THE OVERALL SPENDING RATE MAY BE CALCULATED BELOW THE DESIGNATED PAYOUT PERCENTAGE IN ORDER TO MAINTAIN THE ORIGINAL UNIT VALUE OF CERTAIN ELEMENTS OF THE TRUE ENDOWMENT. GROWTH OF THE UNIT VALUES OVER TIME SHOULD ALLOW FOR SPENDING OF PRINCIPAL, WITHOUT DRAWING FROM THE ORIGINAL CORPUS OF A PARTICULAR GIFT.

PART X: THE ASSOCIATION ADOPTED ASC 740-10, ACCOUNTING FOR UNCERTAINTY IN

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		MARTIN L KING BRKFST	GOLF EVENTS	24	(add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	76,070.	160,565.	188,414.	425,049.
	2 Less: Charitable contributions	48,424.	47,125.		95,549.
	3 Gross income (line 1 minus line 2)	27,646.	113,440.	188,414.	329,500.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	303.	32,221.	10,733.	43,257.
	7 Food and beverages	18,539.	12,739.	52,725.	84,003.
	8 Entertainment	750.		10,363.	11,113.
	9 Other direct expenses	8,054.	38,543.	100,688.	147,285.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(285,658)
	11 Net income summary. Combine line 3, column (d), and line 10				43,842.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				(_____)	
8 Net gaming income summary. Combine line 1, column d, and line 7					

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c** If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
 ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

YMCA OF METROPOLITAN MILWAUKEE, INC.

Employer identification number

39-0806314

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	2									
<p>3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p>a Receive a severance payment or change-of-control payment from the organization or a related organization?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4a	X								
	4b	X								
	4c	X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p> <p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5a	X								
	5b	X								
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6a	X								
	6b	X								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	X								
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2010

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 ROBERT YAMACHIKA	(i)	222,164.	0.	0.	17,952.	2,827.	242,943.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 LINDA DALEY	(i)	150,711.	0.	0.	6,382.	2,804.	159,897.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 DONNA BEMBENEK	(i)	151,354.	0.	0.	12,630.	10,853.	174,837.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 ROBERT HEGER	(i)	148,710.	0.	0.	12,280.	2,808.	163,798.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 FRANCIENE GILL	(i)	142,626.	0.	0.	11,877.	2,775.	157,278.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Supplemental Information on Tax-Exempt Bonds

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part V.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization **YMCA OF METROPOLITAN MILWAUKEE, INC.** Employer identification number **39-0806314**

Part I Bond Issues SEE PART V FOR COLUMN (F) CONTINUATIONS

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	REDEVELOPMENT AUTHORITY OF THE CITY OF MILWAUKEE	39-1186734	NONE	01/01/10	20025000.	REFUND PRINCIPAL AMOUNT OF OUTSTAN		X		X		X
B												
C												
D												

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired								
2 Amount of bonds legally defeased								
3 Total proceeds of issue		20,025,000.						
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds								
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds								
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion								
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X							
15 Were the bonds issued as part of an advance refunding issue?		X						
16 Has the final allocation of proceeds been made?	X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b Are there any research agreements that may result in private business use of bond-financed property?		X						
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X						
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government00 %		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government00 %		%		%		%
6 Total of lines 4 and 500 %		%		%		%
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2 Is the bond issue a variable rate issue?	X							
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintergrated?								
e Was the hedge terminated?								
4a Were gross proceeds invested in a GIC?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5 Were any gross proceeds invested beyond an available temporary period?		X						
6 Did the bond issue qualify for an exception to rebate?		X						

Part V Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K.

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: REDEVELOPMENT AUTHORITY OF THE CITY OF MILWAUKEE

(F) DESCRIPTION OF PURPOSE: REFUND PRINCIPAL AMOUNT OF OUTSTANDING BONDS

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
RICHARD L. SCHMIDT, JR.	DIRECTOR	40,020.	SISTER IS E		X

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: RICHARD L. SCHMIDT, JR.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

DIRECTOR

(C) AMOUNT OF TRANSACTION \$ 40,020.

(D) DESCRIPTION OF TRANSACTION: SISTER IS EMPLOYED BY THE ORGANIZATION - INCLUDES BASE SALARY AND BENEFITS

(E) SHARING OF ORGANIZATION REVENUES? = NO

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

Name of the organization
YMCA OF METROPOLITAN MILWAUKEE, INC.

Employer identification number
39-0806314

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		30,303.	ITEM SELLING PRICE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	3	1,155.	ITEM SELLING PRICE
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (VARIOUS GOODS)	X	11	20,904.	COST OF GOODS
26 Other ▶ (TICKETS AND P)	X	6	967.	COST OF GOODS
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2010)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

YMCA OF METROPOLITAN MILWAUKEE, INC.

Employer identification number

39-0806314

FORM 990, PART VI, SECTION A, LINE 4: WE REVISED THE BY-LAWS IN 2011. SEE
WWW.YMCAMKE.ORG/YMCA/DOCUMENTS/BYLAWS_RESTATEDANDAPPROVED_APRIL27_2011.PDF

FORM 990, PART VI, SECTION A, LINE 6: OUR ORGANIZATION IS A PUBLIC
CHARITY OPEN TO ALL WITHOUT REGARD TO ABILITY TO PAY. OUR MEMBERS HAVE THE
RIGHT TO ELECT MEMBERS OF THE BOARD, BUT DO NOT RECEIVE ANY DISTRIBUTIONS
OF INCOME OR ASSETS FROM THE ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 7A: OUR ORGANIZATION IS A PUBLIC
CHARITY OPEN TO ALL WITHOUT REGARD TO ABILITY TO PAY. OUR MEMBERS HAVE THE
RIGHT TO ELECT MEMBERS OF THE BOARD, BUT DO NOT RECEIVE ANY DISTRIBUTIONS
OF INCOME OR ASSETS FROM THE ORGANIZATION.

FORM 990, PART VI, SECTION B, LINE 11: THE CHIEF FINANCIAL OFFICER REVIEWS
THE FORM 990 WITH THE FINANCE COMMITTEE OR EXECUTIVE COMMITTEE. A COPY OF
THE FORM 990 IS GIVEN TO MEMBERS OF THE COMMITTEE FOR THEIR REVIEW PRIOR TO
THE CFO'S PRESENTATION AT A COMMITTEE MEETING. THE CFO REVIEWS THE
DOCUMENT AND ENTERTAINS ANY QUESTIONS RAISED BY THE COMMITTEE MEMBERS.
ADDITIONALLY, ALL MEMBERS OF THE BOARD RECEIVE A COPY OF THE 990 AND THE
CFO REVIEWS WITH THE BOARD WHO THEN APPROVE THE FORM PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: ANNUALLY, THE YMCA SENDS OUT THE
CONFLICT OF INTEREST POLICY TO THE OFFICERS, DIRECTORS, AND KEY EMPLOYEES
ALONG WITH A CERTIFICATE OF COMPLIANCE TO BE SIGNED AND RETURNED TO THE
YMCA. THE CERTIFICATE INCLUDES A REQUEST TO DISCLOSE ANY KNOWN CONFLICTS
OF INTEREST.

Name of the organization YMCA OF METROPOLITAN MILWAUKEE, INC.	Employer identification number 39-0806314
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FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE BOARD DETERMINES THE CEO'S COMPENSATION BASED UPON ESTABLISHED GOALS AND METRICS. THE CEO'S COMPENSATION, INCLUDING BASE PAY, BENEFITS AND PERQUISITES ARE REVIEWED EVERY SECOND YEAR. INDEPENDENT COMPENSATION CONSULTANTS, QTI, ARE RETAINED TO CONDUCT A COMPENSATION REVIEW. COMPENSATION IS BENCHMARKED AGAINST OTHER SIMILARLY SIZED YMCA'S, NOT-FOR-PROFITS, AND GENERAL INDUSTRY EMPLOYERS. THE REPORT IS PROVIDED TO THE COMPENSATION COMMITTEE FOR APPROVAL.

FORM 990, PART VI, SECTION C, LINE 19: THE YMCA'S 990, AUDITED FINANCIAL STATEMENTS, ANNUAL REPORT, AND CORPORATE BYLAWS ARE AVAILABLE VIA OUR PUBLIC WEBSITE. ADDITIONAL GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS:	456,425.
CHANGE IN SWAP LIABILITY	-797,511.
TOTAL TO FORM 990, PART XI, LINE 5	-341,086.

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THE YMCA OF METROPOLITAN MILWAUKEE IS AN INCLUSIVE ORGANIZATION OF MEN, WOMEN AND CHILDREN JOINED TOGETHER BY A SHARED COMMITMENT TO NURTURING THE POTENTIAL OF KIDS, PROMOTING HEALTHY LIVING AND FOSTERING A SENSE OF SOCIAL RESPONSIBILITY. WE KNOW THAT LASTING PERSONAL AND SOCIAL CHANGE COMES ABOUT WHEN WE ALL WORK TOGETHER. THAT'S WHY, AT THE Y, STRENGTHENING COMMUNITY IS OUR CAUSE. EVERY DAY, WE WORK SIDE-BY-SIDE WITH OUR NEIGHBORS TO MAKE SURE THAT EVERYONE, REGARDLESS OF AGE, INCOME OR BACKGROUND, HAS THE OPPORTUNITY TO LEARN, GROW AND THRIVE.

Name of the organization YMCA OF METROPOLITAN MILWAUKEE, INC.	Employer identification number 39-0806314
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THROUGH OUR MISSION TO PUT CHRISTIAN PRINCIPLES INTO PRACTICE THROUGH PROGRAMS THAT BUILD HEALTHY SPIRIT, MIND AND BODY FOR ALL, WE STRIVE TO ENHANCE THE LIVES OF CHILDREN, FAMILIES AND INDIVIDUALS IN OUR COMMUNITIES REGARDLESS OF RACE, CREED, AGE AND ECONOMIC CIRCUMSTANCES, PHYSICAL OR MENTAL ABILITIES.

THE YMCA OF METROPOLITAN MILWAUKEE HAS SERVED THE GREATER MILWAUKEE AREA FOR MORE THAN 152 YEARS. IN 2010, MORE THAN 138,750 CHILDREN AND ADULTS BENEFITTED FROM OUR PROGRAMS AND SERVICES. GUIDED BY A COMMITMENT TO SERVING ALL WHO WISH TO PARTICIPATE REGARDLESS OF THEIR FINANCIAL SITUATION, THE Y PROVIDES ASSISTANCE VIA SUBSIDIES AND SCHOLARSHIPS TO THOUSANDS OF PEOPLE EACH YEAR. IN 2010, WE PROVIDED \$2,071,402 OF FULL OR PARTIAL SCHOLARSHIPS TO CHILDREN, FAMILIES AND INDIVIDUALS SO THAT NO ONE WAS TURNED AWAY AND COULD PARTICIPATE AS A MEMBER OR IN ONE OF OUR LIFE-CHANGING PROGRAMS. THE Y'S ANNUAL CAMPAIGN AND FUND RAISING EVENTS RAISE MONEY TO HELP US OFFSET MEMBERSHIP AND PROGRAM FEES FOR PEOPLE WHO COULD NOT OTHERWISE AFFORD TO PARTICIPATE.

WITH APPRECIATION FOR THE DIVERSITY OF OUR COMMUNITIES, THE Y ENDEAVORS TO PROVIDE THE RESOURCES, PROGRAMS ACTIVITIES AND FACILITIES TO MEET THE NEEDS OF PEOPLE THROUGHOUT THE VARIED NEIGHBORHOODS WE SERVE.

MEMBERSHIP AT THE Y ENABLES CHILDREN, FAMILIES AND INDIVIDUALS TO PARTICIPATE IN PROGRAMS THAT HELP THEM GROW IN SPIRIT, MIND AND BODY. BUT IT ALSO BRINGS ABOUT MEANINGFUL CHANGE IN THE COMMUNITY. MEMBERS, PARTICIPANTS, STAFF AND VOLUNTEERS SUPPORT EACH OTHER, GIVE BACK AND BUILD RELATIONSHIPS THAT FURTHER A SENSE OF BELONGING AND PURPOSE.

Name of the organization YMCA OF METROPOLITAN MILWAUKEE, INC.	Employer identification number 39-0806314
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ADDITIONALLY, MEMBERSHIP DUES COVER A PORTION OF THE COST OF MANY OF OUR PROGRAMS AND SERVICES, ALLOWING US TO KEEP OUR PROGRAM COSTS LOW AND ACCESSIBLE TO ALL.

THE Y IS FOR EVERYONE. OUR PROGRAMS, SERVICES AND INITIATIVES: ENABLE KIDS TO REALIZE THEIR POTENTIAL, PREPARE TEENS FOR COLLEGE, OFFER WAYS FOR FAMILIES TO HAVE FUN TOGETHER, EMPOWER PEOPLE TO BE HEALTHIER IN SPIRIT, MIND AND BODY, PREPARE PEOPLE FOR EMPLOYMENT, WELCOME AND EMBRACE NEWCOMERS AND HELP FOSTER A COMMUNITY-WIDE SERVICE ETHIC. WE BELIEVE A STRONG COMMUNITY CAN ONLY BE ACHIEVED WHEN WE INVEST IN OUR KIDS, OUR HEALTH AND OUR NEIGHBORS.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS

YOUTH DEVELOPMENT

WE BELIEVE THE VALUES AND SKILLS LEARNED EARLY ON ARE VITAL BUILDING BLOCKS FOR LIFE. BECAUSE OF THE Y, MORE YOUNG PEOPLE IN NEIGHBORHOODS ACROSS THE MILWAUKEE AREA ARE TAKING A GREATER INTEREST IN LEARNING AND MAKING SMARTER LIFE CHOICES. AT THE Y, CHILDREN AND TEENS LEARN VALUES AND POSITIVE BEHAVIORS, AND CAN EXPLORE THEIR UNIQUE TALENTS AND INTERESTS, HELPING THEM REALIZE THEIR POTENTIAL. THAT MAKES FOR CONFIDENT KIDS TODAY AND CONTRIBUTING AND ENGAGED ADULTS TOMORROW.

MORE THAN 500 TEENS FROM LOCAL HIGH SCHOOLS, PRIMARILY MILWAUKEE PUBLIC SCHOOLS, PARTICIPATE IN SPONSOR-A-SCHOLAR AND BLACK ACHIEVERS. MADE POSSIBLE BY THE SUPPORT OF DEDICATED COMMUNITY VOLUNTEERS AND MENTORS, THE PROGRAMS' GRADUATION RATE IS AN ASTOUNDING 98.7 PERCENT FROM HIGH SCHOOL AND 52.8 PERCENT GRADUATION RATE FROM POST-SECONDARY EDUCATION - A 22 PERCENT INCREASE OVER THE NATIONAL AVERAGE.

Name of the organization YMCA OF METROPOLITAN MILWAUKEE, INC.	Employer identification number 39-0806314
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RESIDENT CAMPS, CAMP MATAWA AND CAMP MINIKANI, AS WELL AS YMCA DAY CAMPS SERVED APPROXIMATELY 5,350 KIDS, PROVIDING A SAFE ENVIRONMENT TO LEARN AND PLAY DURING THE SUMMER MONTHS. OUR RESIDENTIAL AND DAY CAMPING PROGRAMS OFFER ADVENTURE AND LEARNING ACTIVITIES THAT PROVIDE CHALLENGE, EDUCATION, AND PROMOTE SPIRITUAL AWARENESS, MENTAL DEVELOPMENT, PHYSICAL WELL-BEING, SOCIAL GROWTH, AND SELF-RESPECT. OUR CAMPS PROVIDE A REVERENCE FOR NATURE AND RESPECT FOR THE INTER-RELATEDNESS OF ALL LIVING THINGS ON EARTH. IN ADDITION, OUR CAMPS PROVIDE EDUCATION PROGRAMS TO SCHOOL GROUPS THROUGHOUT THE YEAR. STUDENTS, AND THE COMMUNITY, LEARN ABOUT OUR ENVIRONMENT AND THE CONNECTION TO OUR ECOSYSTEM. THE ENVIRONMENTAL EDUCATION CLASSES TEACH PEOPLE TO ACTIVELY USE OUR NATURAL SPACES AND HOW TO ADOPT SUSTAINABLE PRACTICES. OUR CAMPS ARE OPEN TO ALL, REGARDLESS OF INCOME AND ADAPTABLE TO CERTAIN SPECIAL NEEDS, TO HELP CHILDREN APPRECIATE DIVERSITY, BECOME COMMUNITY LEADERS AND DEVELOP LIFELONG VALUES. WE PROVIDED \$331,000 IN SCHOLARSHIPS AND SUBSIDIES FOR CHILDREN AND TEENS WHO ATTENDED Y DAY AND RESIDENT CAMPS IN 2010. OUR EARLY LEARNING CENTERS OFFER A VARIETY OF STATE LICENSED FULL AND PART-TIME PROGRAMS, WHICH PROVIDE A SAFE AND NURTURING ENVIRONMENT WHERE YOUTH CAN DEVELOP SELF-ESTEEM AND LEARN THE FOUR CORE VALUES OF THE Y. OUR EARLY CHILDHOOD EDUCATION AND AFTERSCHOOL PROGRAMS ARE STAFFED WITH PEOPLE WHO UNDERSTAND THE COGNITIVE, PHYSICAL AND SOCIAL DEVELOPMENT OF KIDS, THE NEED CHILDREN HAVE TO FEEL CONNECTED AND SUPPORTED IN TRYING NEW THINGS, AND THE CARING AND REINFORCEMENT PARENTS AND FAMILIES NEED TO HELP EACH OTHER. OUR CENTERS ENABLE PARENTS AND FAMILY MEMBERS TO GO TO WORK KNOWING THEIR CHILDREN ARE IN SAFE, STIMULATING ENVIRONMENTS. FINANCIAL ASSISTANCE IS AVAILABLE FOR

Name of the organization YMCA OF METROPOLITAN MILWAUKEE, INC.	Employer identification number 39-0806314
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THOSE WHO CANNOT AFFORD TO PAY THROUGH STATE W-2 FUNDING AND PRIVATE DONATIONS. IN 2010, WE SERVED 1,311 PARTICIPANTS IN OUR EARLY LEARNING CENTERS AND SCHOOL AGE PROGRAMS AND PROVIDED FINANCIAL ASSISTANCE IN THE AMOUNT OF \$318,640.

2010 MARKED THE FIRST YEAR OF A PARTNERSHIP WITH MARQUETTE UNIVERSITY AND OUR THREE EARLY LEARNING CENTERS, SPECIFICALLY PLANNED FOR CHILDREN FROM LOW-INCOME FAMILIES. THE WISCONSIN READING ACQUISITION PROGRAM (WRAP) WAS DESIGNED TO PREPARE PRESCHOOL AGE CHILDREN TO ENTER KINDERGARTEN WITH THE NECESSARY LANGUAGE, COGNITIVE, AND EARLY READING SKILLS FOR READING SUCCESS. THE PROGRAM ALSO SEEKS TO ENCOURAGE PARENTAL INVOLVEMENT AND CHILDREN'S SUCCESSFUL TRANSITION TO PRESCHOOL. IN THE FIRST YEAR, ALL STUDENTS AND TEACHERS REALIZED IMPROVEMENT IN ALL AREAS. THIS IS AN ESPECIALLY IMPORTANT PROGRAM SINCE WE KNOW THAT CHILDREN WHO EXPERIENCE EARLY DIFFICULTIES IN LEARNING TO READ ARE UNLIKELY TO CATCH UP TO THEIR PEERS.

THE Y IS THE STARTING POINT FOR MANY YOUTH TO LEARN ABOUT BECOMING AND STAYING ACTIVE, AND DEVELOPING HEALTHY HABITS THEY'LL CARRY WITH THEM THROUGHOUT THEIR LIVES. AND THE BENEFITS ARE FAR GREATER THAN JUST PHYSICAL HEALTH. WHETHER IT'S GAINING THE CONFIDENCE THAT COMES FROM LEARNING TO SWIM OR BUILDING THE POSITIVE RELATIONSHIPS THAT LEAD TO GOOD SPORTSMANSHIP AND TEAMWORK, PARTICIPATING IN SPORTS AT THE Y IS ABOUT BUILDING THE WHOLE CHILD, FROM THE INSIDE OUT. IN 2010, WE ENROLLED 32,557 YOUTH IN SPORTS, PRESCHOOL AND AQUATICS PROGRAMMING.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS

HEALTHY LIVING

Name of the organization YMCA OF METROPOLITAN MILWAUKEE, INC.	Employer identification number 39-0806314
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AT THE Y WE KNOW THAT HEALTHY LIFESTYLES ARE ACHIEVED THROUGH NURTURING MIND, BODY, AND SPIRIT. WELL-BEING AND FITNESS AT THE Y IS SO MUCH MORE THAN JUST WORKING OUT. BEYOND FITNESS FACILITIES, WE PROVIDE EDUCATIONAL PROGRAMS TO PROMOTE HEALTHIER DECISIONS, AND OFFER A VARIETY OF PROGRAMS THAT SUPPORT PHYSICAL, INTELLECTUAL AND SPIRITUAL STRENGTH. MORE THAN 96 PERCENT OF OUR MEMBERS SURVEYED TOLD US THE Y MAKES IT CONVENIENT FOR THEM TO ADOPT A HEALTHY LIFESTYLE.

SERVING FAMILIES HAS ALWAYS BEEN AT THE HEART OF THE Y. WE ARE A PLACE WHERE THEY CAN FIND RESPITE FROM SOCIAL, ECONOMIC AND EDUCATIONAL CHALLENGES, AND LEARN HOW TO OVERCOME THEM. WE HAVE A FUNDAMENTAL DESIRE TO PROVIDE OPPORTUNITIES FOR EVERY FAMILY TO BUILD STRONGER BONDS, ACHIEVE GREATER WORK/LIFE BALANCE, AND BECOME MORE ENGAGED WITH THEIR COMMUNITIES. THROUGH PROGRAMS AND ACTIVITIES LIKE PARENT-CHILD SWIM AND PRESCHOOL CLASSES, HEALTHY KIDS DAY AND FAMILY FUN NIGHTS, FAMILIES GROW CLOSER AND MORE CONNECTED IN A SAFE, NURTURING ENVIRONMENT.

OUR HEALTHY LIFESTYLES PROGRAMMING INCLUDES PROGRAMS BEYOND SIMPLY EXERCISE, INCLUDING LIVING COMPASS - GROUP-BASED LIFE COACHING, AND LIVESTRONG AT THE Y, AN EXERCISE EXPERIENCE FOR CANCER SURVIVORS. OUR MISSION IS TO SUPPORT INDIVIDUALS ON THEIR PATHS TO BUILDING HEALTHY SPIRITS, MINDS AND BODIES. FITNESS CENTER ACTIVITIES, GROUP EXERCISE, HEALTHY LIFESTYLE PROGRAMMING AND PERSONAL TRAINING ARE COLLABORATING AND CROSS-PROMOTING IN NEW WAYS TO HELP MEMBERS MEET THEIR GOALS AND DEEPEN THEIR CONNECTION TO THE Y.

IN 2009, THE YMCA, WHEATON FRANCISCAN HEALTHCARE AND THE WALTER

Name of the organization YMCA OF METROPOLITAN MILWAUKEE, INC.	Employer identification number 39-0806314
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SCHROEDER AQUATIC CENTER OPENED THE FIRST EVER YMCA HEALTHY LIFESTYLE VILLAGE IN THE MILWAUKEE AREA ON THE SITE OF THE RITE-HITE FAMILY YMCA IN BROWN DEER. FOR TWO YEARS NOW, THE YMCA HEALTHY LIFESTYLE VILLAGE SERVES AS A 'DESTINATION CAMPUS,' WHERE PEOPLE CAN LEARN, PLAN, AND TAKE ACTION TO IMPROVE THEIR HEALTH AND QUALITY OF LIFE. SINCE OPENING, THE JOINT CAMPUS HAS BEEN PROVIDING A COMPREHENSIVE SET OF SERVICES FOR HEALTH AND FITNESS, WELLNESS EDUCATION, FAMILY PROGRAMMING AND SCREENINGS TO YMCA MEMBERS, WHEATON FRANCISCAN HEALTHCARE PATIENTS, AND THE COMMUNITY AT LARGE. IN 2010 WE EXPANDED OUR COMMUNITY OFFERINGS, DEVELOPED AND CO-FACILITATED AN ADULT WEIGHT-MANAGEMENT PROGRAM AND ENHANCED REFERRALS BETWEEN ORGANIZATIONS.

WE CONTINUE TO REACH OUT TO 475 AREA COMPANIES TO PROVIDE CORPORATE WELLNESS SERVICES TO THEIR EMPLOYEES, HELPING THEM STAY HEALTHY, BE MORE PRODUCTIVE AND MANAGE STRESS. MORE THAN 11,000 MEMBERS HAVE JOINED THE Y BECAUSE OF THE CORPORATE WELLNESS PROGRAM. THE Y OFFERS FREE HEALTH ASSESSMENTS, HEALTH COACHING, ON-SITE HEALTH AND FITNESS EDUCATION, SAFETY TRAINING, ON-SITE FITNESS TESTING AND EVALUATIONS, CORPORATE WELLNESS CHALLENGES AND REWARDS FOR USAGE, TEAMBUILDING WORKSHOPS, AND ON-SITE FITNESS FACILITY MANAGEMENT AND GROUP EXERCISE CLASSES.

IN 2010, THE Y ENTERED A PARTNERSHIP WITH MIRACLE LEAGUE OF MILWAUKEE TO EXPAND OUR ADAPTIVE PROGRAMMING. THROUGH THIS PARTNERSHIP, WE WILL BRING A CUSTOM-DESIGNED, UNIVERSALLY ACCESSIBLE BASEBALL DIAMOND TO OUR JOHN C. CUDAHY YMCA ON MILWAUKEE'S NORTH SIDE. THANKS TO THE NEW MIRACLE FIELD (ESTIMATED COMPLETION AUGUST 2011) PHYSICALLY AND COGNITIVELY DISABLED KIDS WILL HAVE THE UNFORGETTABLE OPPORTUNITY TO

Name of the organization

YMCA OF METROPOLITAN MILWAUKEE, INC.

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SWING A BAT, FIELD A BALL AND BE PART OF A TEAM.

SERVING MORE THAN 350 MEMBERS, Y PERSONAL TRAINERS PROVIDED 7,161 HOURS TO GUIDE AND SUPPORT PEOPLE ON THEIR JOURNEY TO A HEALTHIER LIFESTYLE. IN ADDITION, OUR GROUP EXERCISE CLASSES HAD MORE THAN 77,060 ENROLLMENTS, HELPING PARTICIPANTS STAY ACTIVE IN A SUPPORTIVE AND SOCIAL ENVIRONMENT. MORE THAN 15,000 SENIORS ARE MEMBERS OF OUR Y, PARTICIPATING IN PROGRAMS THAT PROVIDE THE OPPORTUNITY TO STAY ACTIVE, SOCIALIZE AND ENJOY HEALTHY LIVING. THEY CONTINUE TO BE VITAL CONTRIBUTORS TO OUR COMMUNITY AND SERVE AS ROLE MODELS TO OUR YOUNGER MEMBERS.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS

SOCIAL RESPONSIBILITY

THE YMCA OF METROPOLITAN MILWAUKEE REACHES ACROSS FOUR COUNTIES (MILWAUKEE, OZAUKEE, WAUKESHA AND WASHINGTON) AND SERVES AS A COMMUNITY RESOURCE FOR MORE THAN 112,000 CHILDREN, FAMILIES, ADULTS AND SENIORS.

THE GENEROSITY OF OTHERS IS AT THE CORE OF THE Y'S EXISTENCE AS A NONPROFIT. IT IS ONLY THROUGH THE SUPPORT OF OUR THOUSANDS OF VOLUNTEERS AND PUBLIC AND PRIVATE DONORS THAT WE ARE ABLE TO SUPPORT AND GIVE BACK TO THE COMMUNITIES WE ENGAGE.

IN 2010, THE Y WAS SUPPORTED BY PROGRAM AND POLICY VOLUNTEERS WHO ENABLE THE Y TO DELIVER ON ITS MISSION AND CAUSE TO REACH EVEN FURTHER INTO SURROUNDING COMMUNITIES. VOLUNTEERS SERVE ON OUR BOARDS, PROVIDE SUPPORT TO OUR STAFF, AND PROVIDE DIRECT LEADERSHIP AND GUIDANCE TO THE HUNDREDS OF YOUTH IN OUR PROGRAMS, SUCH AS SPONSOR-A-SCHOLAR AND BLACK

Name of the organization YMCA OF METROPOLITAN MILWAUKEE, INC.	Employer identification number 39-0806314
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ACHIEVERS.

THE YMCA COMMUNITY DEVELOPMENT CENTER (CDC) PROVIDED LOW-INCOME RESIDENTS WITH \$700,000 OF FINANCIAL ASSISTANCE FOR 40 MINOR HOME REPAIRS AND 28 REHABILITATION PROJECTS, AVERAGING MORE THAN \$25,000 PER HOME. IN ADDITION, THE CDC HOSTED A BACKPACK DRIVE TO PROVIDE 1500 CHILDREN WITH BACKPACKS FULL OF SCHOOL SUPPLIES TO ENSURE THEY STARTED THEIR SCHOOL YEAR WITH THE SUPPLIES THEY NEED.

THE Y PARTNERS WITH AREA SCHOOLS TO OFFER SPLASH AND Y SWIM SCHOOL, PROGRAMS THAT TEACH MORE THAN 800 CHILDREN HOW TO SWIM EACH YEAR. Y SWIM SCHOOL AND SPLASH ARE A DIRECT RESPONSE TO THE STAGGERING STATISTIC THAT DROWNING IS THE SECOND LEADING CAUSE OF ACCIDENTAL DEATH FOR CHILDREN BETWEEN THE AGES OF 1-14. TEACHERS REPORT THAT STUDENTS SHOW IMPROVED SCHOOL ATTENDANCE ON SWIM DAYS, BETTER BEHAVIOR IN CLASS AND AN INCREASE IN SELF-CONFIDENCE THANKS TO Y SWIM SCHOOL. STUDENTS PROGRESSED IN THEIR SWIMMING SKILLS AND GAINED A GREATER COMFORT IN THE WATER.

THROUGH AFFORDABLE PRICING AND MEMBERSHIP SCHOLARSHIPS, WE ENSURE THAT ALL PEOPLE HAVE ACCESS TO THE YMCA. IN ADDITION, COMMUNITY SERVICE PROJECTS, SPECIAL EVENTS LIKE HEALTHY KIDS DAY, NEIGHBORHOOD OUTREACH INITIATIVES, AND CORPORATE WELLNESS PROGRAMS ALLOWED US TO BROADEN THE SCOPE OF OUR MISSION.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **YMCA OF METROPOLITAN MILWAUKEE, INC.** Employer identification number **39-0806314**

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
YMCA YOUTH LEADERSHIP ACADEMY, INC. - 39-2043466, 161 W. WISCONSIN AVE #4000, MILWAUKEE, WI 53202	CHARTER SCHOOL	WISCONSIN	501(C)(3)	LINE 2	N/A		X

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)		X
c Gift, grant, or capital contribution from other organization(s)		X
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)	X	
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets		X
n Sharing of paid employees		X
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses	X	
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)	X	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) YMCA YOUTH LEADERSHIP ACADEMY	I	500,982.	FAIR MARKET VALUE
(2) YMCA YOUTH LEADERSHIP ACADEMY	P	1,810,179.	COST
(3) YMCA YOUTH LEADERSHIP ACADEMY	R	1,881,832.	COST
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of- year assets	(f) Dispropor- tionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Lined area for supplemental information.