

Form **990**Department of the Treasury
Internal Revenue Service**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)

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

OMB No. 1545-0047

2007Open to Public
Inspection**A** For the 2007 calendar year, or tax year beginning

and ending

B Check if
applicable:

- ☐ Address
change
- ☐ Name
change
- ☐ Initial
return
- ☐ Termin-
ation
- ☐ Amended
return
- ☐ Application
pending

Please
use IRS
label or
print or
type. See
Specific
Instruc-
tions.**C** Name of organization**YMCA OF METROPOLITAN MILWAUKEE, INC.**

Number and street (or P.O. box if mail is not delivered to street address)

161 W. WISCONSIN AVENUE

Room/suite

4000

City or town, state or country, and ZIP + 4

MILWAUKEE, WI 53203-2601**D** Employer identification number**39-0806314****E** Telephone number**414-224-9622****F** Accounting method: ☐ Cash ☒ Accrual
☐ Other
(specify) ▶• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts
must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** If "Yes," enter number of affiliates ▶ **N/A****H(c)** Are all affiliates included? **N/A** ☐ Yes ☐ No
(If "No," attach a list.)**H(d)** Is this a separate return filed by an or-
ganization covered by a group ruling? ☐ Yes ☒ No**I** Group Exemption Number ▶ **N/A****G** Website: ▶ **WWW.YMCAMKE.ORG****J** Organization type (check only one) ▶ ☒ 501(c) (**3**) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**K** Check here ☐ if the organization is not a 509(a)(3) supporting organization and its gross
receipts are normally not more than \$25,000. A return is not required, but if the organization
chooses to file a return, be sure to file a complete return.**M** Check ☐ if the organization is not required to attach
Sch. B (Form 990, 990-EZ, or 990-PF).**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **46,409,863.****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

1 Contributions, gifts, grants, and similar amounts received:				
a Contributions to donor advised funds	1a			
b Direct public support (not included on line 1a)	1b	8,499,817.		
c Indirect public support (not included on line 1a)	1c	580,852.		
d Government contributions (grants) (not included on line 1a)	1d	2,167,637.		
e Total (add lines 1a through 1d) (cash \$ 11,248,306. noncash \$)	1e		11,248,306.	
2 Program service revenue including government fees and contracts (from Part VII, line 93)	2		806,834.	
3 Membership dues and assessments	3		30,712,125.	
4 Interest on savings and temporary cash investments	4			
5 Dividends and interest from securities	5		312,879.	
6 a Gross rents	6a			
b Less: rental expenses	6b			
c Net rental income or (loss). Subtract line 6b from line 6a	6c			
7 Other investment income (describe ▶)	7			
8 a Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
	2,872,182.	8a		
b Less: cost or other basis and sales expenses	2,773,744.	8b	3,213.	
c Gain or (loss) (attach schedule)	98,438.	8c	-3,213.	
d Net gain or (loss). Combine line 8c, columns (A) and (B)	STMT 1	STMT 2	8d	95,225.
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>				
a Gross revenue (not including \$ 0. of contributions reported on line 1b)	9a	457,537.		
b Less: direct expenses other than fundraising expenses	9b	210,199.		
c Net income or (loss) from special events. Subtract line 9b from line 9a	SEE STATEMENT 3	9c	247,338.	
10 a Gross sales of inventory, less returns and allowances	10a			
b Less: cost of goods sold	10b			
c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c			
11 Other revenue (from Part VII, line 103)	11			
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12		43,422,707.	
13 Program services (from line 44, column (B))	13		36,572,627.	
14 Management and general (from line 44, column (C))	14		4,218,190.	
15 Fundraising (from line 44, column (D))	15		1,040,631.	
16 Payments to affiliates (attach schedule)	16			
17 Total expenses. Add lines 16 and 44, column (A)	17		41,831,448.	
18 Excess or (deficit) for the year. Subtract line 17 from line 12	18		1,591,259.	
19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		40,863,914.	
20 Other changes in net assets or fund balances (attach explanation)	SEE STATEMENT 4	20	183,829.	
21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21		42,639,002.	

Part II Statement of Functional Expenses

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

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ 0 • noncash \$ 0 • If this amount includes foreign grants, check here <input type="checkbox"/>			STATEMENT 5	
22b Other grants and allocations (attach schedule) (cash \$ 30,550 • noncash \$ 0 • If this amount includes foreign grants, check here <input type="checkbox"/>	30,550.	30,550.		
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	1,936,440.	507,997.	860,282.	568,161.
25b Compensation of former officers, directors, key employees, etc. listed in Part V-B	0.	0.	0.	0.
25c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26 Salaries and wages of employees not included on lines 25a, b, and c	20,702,145.	18,037,354.	2,620,796.	43,995.
27 Pension plan contributions not included on lines 25a, b, and c				
28 Employee benefits not included on lines 25a - 27				
29 Payroll taxes				
30 Professional fundraising fees				
31 Accounting fees				
32 Legal fees				
33 Supplies	2,573,632.	2,455,522.	102,245.	15,865.
34 Telephone				
35 Postage and shipping				
36 Occupancy	2,431,292.	2,341,419.	89,873.	
37 Equipment rental and maintenance	1,564,348.	1,555,189.	9,126.	33.
38 Printing and publications				
39 Travel				
40 Conferences, conventions, and meetings				
41 Interest	2,164,408.	2,164,408.		
42 Depreciation, depletion, etc. (attach schedule)	4,118,943.	4,118,943.		
43 Other expenses not covered above (itemize):				
a ADVERTISING & PROMOTION				
b PROFESSIONAL SERVICES				
c INSURANCE				
d MISCELLANEOUS				
e AMORTIZATION EXPENSE				
f				
g				
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	41,831,448.	36,572,627.	4,218,190.	1,040,631.

Joint Costs. Check ☐ if you are following SOP 98-2.Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A ; (ii) the amount allocated to Program services \$ N/A ;

(iii) the amount allocated to Management and general \$ N/A ; and (iv) the amount allocated to Fundraising \$ N/A

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

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

What is the organization's primary exempt purpose? ► SEE STATEMENT 7	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a SEE STATEMENT 6	
(Grants and allocations \$ 30,550.) If this amount includes foreign grants, check here ► <input type="checkbox"/>	36,572,627.
b	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
c	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
d	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
e Other program services (attach schedule)	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ►	36,572,627.

Form 990 (2007)

Part IV Balance Sheets (See the instructions.)**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	691,532.	45	1,094,881.
	46 Savings and temporary cash investments	1,524,445.	46	453,675.
	47 a Accounts receivable 47a 484,300.			
	b Less: allowance for doubtful accounts 47b	1,015,957.	47c	484,300.
	48 a Pledges receivable 48a 3,452,918.			
	b Less: allowance for doubtful accounts 48b	3,920,847.	48c	3,452,918.
	49 Grants receivable	800,463.	49	660,625.
	50 a Receivables from current and former officers, directors, trustees, and key employees		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b	
	51 a Other notes and loans receivable 51a			
	b Less: allowance for doubtful accounts 51b		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	114,317.	53	100,376.
	54 a Investments - publicly-traded securities STMT 11 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	9,185,817.	54a	9,340,979.
	b Investments - other securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54b	
	55 a Investments - land, buildings, and equipment: basis 55a			
	b Less: accumulated depreciation 55b		55c	
	56 Investments - other		56	
57 a Land, buildings, and equipment: basis 57a 108,560,528.				
b Less: accumulated depreciation STMT 8 57b 40,886,455.	60,851,185.	57c	67,674,073.	
58 Other assets, including program-related investments (describe ► SEE STATEMENT 9)	740,065.	58	869,348.	
59 Total assets (must equal line 74). Add lines 45 through 58	78,844,628.	59	84,131,175.	
Liabilities	60 Accounts payable and accrued expenses	3,549,540.	60	5,896,893.
	61 Grants payable		61	
	62 Deferred revenue	957,380.	62	887,957.
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable STMT 10	33,473,794.	64b	34,707,323.
	65 Other liabilities (describe ►)		65	
	66 Total liabilities. Add lines 60 through 65	37,980,714.	66	41,492,173.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	28,424,285.	67	24,395,370.
	68 Temporarily restricted	6,706,291.	68	12,455,759.
	69 Permanently restricted	5,733,338.	69	5,787,873.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	40,863,914.	73	42,639,002.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	78,844,628.	74	84,131,175.

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

a Total revenue, gains, and other support per audited financial statements		a	43,606,536.
b Amounts included on line a but not on Part I, line 12:			
1 Net unrealized gains on investments	b1	183,829.	b 183,829.
2 Donated services and use of facilities	b2		
3 Recoveries of prior year grants	b3		
4 Other (specify):	b4		
Add lines b1 through b4		b	183,829.
c Subtract line b from line a		c	43,422,707.
d Amounts included on Part I, line 12, but not on line a :			
1 Investment expenses not included on Part I, line 6b	d1		d 0.
2 Other (specify):	d2		
Add lines d1 and d2		d	0.
e Total revenue (Part I, line 12). Add lines c and d		e	43,422,707.

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

a	Total expenses and losses per audited financial statements		a	41,831,448.
b	Amounts included on line a but not on Part I, line 17:			
1	Donated services and use of facilities	b1		
2	Prior year adjustments reported on Part I, line 20	b2		
3	Losses reported on Part I, line 20	b3		
4	Other (specify):	b4		
	Add lines b1 through b4		b	0.
c	Subtract line b from line a		c	41,831,448.
d	Amounts included on Part I, line 17, but not on line a :			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		d	0.
e	Total expenses (Part I, line 17). Add lines c and d		e	41,831,448.

Part V-A **Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

[illegible]

Part VI Other Information (continued)		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) 82b N/A		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
85 a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c	Dues, assessments, and similar amounts from members 85c N/A		
d	Section 162(e) lobbying and political expenditures 85d N/A		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12 86a N/A		
b	Gross receipts, included on line 12, for public use of club facilities 86b N/A		
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders 87a N/A		
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b N/A		
88 a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI ▶ 88b X		
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0.; section 4912 ▶ 0.; section 4955 ▶ 0.		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ 0.		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
90 a	List the states with which a copy of this return is filed ▶ WI		
b	Number of employees employed in the pay period that includes March 12, 2007 90b 1805		
91 a	The books are in care of ▶ LINDA DALEY Telephone no. ▶ (414) 224-9622 Located at ▶ 161 W. WISCONSIN AVENUE, MILWAUKEE, WI ZIP + 4 ▶ 53203		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	If "Yes," enter the name of the foreign country ▶ N/A		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		

Part VI Other Information (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States?

91c

X

If "Yes," enter the name of the foreign country **N/A**

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here

☐

and enter the amount of tax-exempt interest received or accrued during the tax year

92

N/A

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

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a AUXILIARY SERVICES					806,834.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					30,712,125.
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	312,879.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			01	95,225.	
101 Net income or (loss) from special events			01	247,338.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		655,442.	31,518,959.
105 Total (add line 104, columns (B), (D), and (E))					32,174,401.

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

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

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93	THE GENERAL PROGRAM SERVICES OF THE ASSOCIATION PROMOTE THE RELIGIOUS, MORAL, INTELLECTUAL, AND PHYSICAL WELL-BEING OF MEN, WOMEN, BOYS AND GIRLS. SEE GENERAL EXPLANATION ATTACHMENT.

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

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

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

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

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

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

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

Yes	No

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

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

Yes	No

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

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

Yes	No

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

Please Sign Here

Signature of officer: *Troy E. Marine* Date: 9-17-08

Type or print name and title: PRESIDENT/CEO

Paid Preparer's Use Only

Preparer's signature: *Troy E. Marine, CPA* Date: 09/04/08 Check if self-employed: ☐

Firm's name (or yours if self-employed), address, and ZIP + 4: VIRCHOW, KRAUSE & COMPANY, LLP
115 SOUTH 84TH STREET, SUITE 400
MILWAUKEE, WI 53214

Preparer's SSN or PTIN (See Gen. Inst. X): EIN: Phone no.: (414) 777-5500

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

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

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

2007

Name of the organization

YMCA OF METROPOLITAN MILWAUKEE, INC.

Employer identification number

39 0806314

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

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
CLARENCE JENKINS 161 W. WISCONSIN AVE NO. 4000, MILWAU	ASSOC VP OF FINANCE 40.00	96,108.	9,838.	
DAVID FRITZKE 161 W. WISCONSIN AVE NO. 4000, MILWAU	IT EXECUTIVE 40.00	123,487.	24,734.	
GUDRUN MIDDLETON 161 W. WISCONSIN AVE NO. 4000, MILWAU	SR. BRANCH EXEC. 40.00	94,594.	11,778.	
MICHAEL SOIKA 161 W. WISCONSIN AVE NO. 4000, MILWAU	EXEC. ADMIN CDC/YLA 40.00	92,975.	11,561.	
JUDY RICH 161 W. WISCONSIN AVE NO. 4000, MILWAU	CONTROLLER 40.00	97,188.	21,586.	
Total number of other employees paid over \$50,000 ▶	32			

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

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
KAHLER SLATER 111 W WISCONSIN AVE, MILWAUKEE, WI 53203	ARCHITECTS	387,355.
UIHLIEN WILSON ARCHITECTS 322 E. MICHIGAN STREET, STE 400, MILWAUKEE, WI 53	ARCHITECTS	128,391.
GROWTH DESIGN 301 E. RESERVOIR AVE., MILWAUKEE, WI 53212	FINANCIAL DEVELOPMENT CONSU	114,739.
DAVIS & KUELTHAU, S.C. 111 E. KILBOURN #1400, MILWAUKEE, WI 53202	LEGAL CONSULTANTS	101,846.
IN-HOUSE INFORMATION SYSTEMS 423 MELVIN AVE, RACINE, WI 53402	INFORMATION TECHNOLOGY CONSUL	71,520.
Total number of others receiving over \$50,000 for professional services ▶	5	

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

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
DWIGHT HUGHES-SUPERIOR HOME IMPROVEMENT 2821 N 4TH STREET #215, MILWAUKEE, WI 53212	CDC HOME IMPROVEMENT	94,600.
ROBERT INVESTMENTS INC 4131 N. 12TH ST, MILWAUKEE, WI 53209	CDC HOME IMPROVEMENT	89,460.
WRIGHT CONSTRUCTION 2935 N. PALMER, MILWAUKEE, WI 53212	CDC HOME IMPROVEMENT	84,100.
AJ BRAATZ ENTERPRISES, LLC 811 W. GLENDALE AVE, MILWAUKEE, WI 53209	CDC HOME IMPROVEMENT	57,780.
HOME CARE IMPROVEMENTS 2970 S. SANDRA LANE, NEW BERLIN, WI 53151	CDC HOME IMPROVEMENT	56,890.
Total number of other contractors receiving over \$50,000 for other services ▶	1	

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

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.	1	X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?	2a	X
b	Lending of money or other extension of credit?	2b	X
c	Furnishing of goods, services, or facilities? SEE STATEMENT 16	2c	X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990	2d	X
e	Transfer of any part of its income or assets?	2e	X
3 a	Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.) SEE STATEMENT 17	3a	X
b	Did the organization have a section 403(b) annuity plan for its employees?	3b	X
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c	X
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d	X
4 a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a	X
b	Did the organization make any taxable distributions under section 4966? N/A	4b	
c	Did the organization make a distribution to a donor, donor advisor, or related person? N/A	4c	
d	Enter the total number of donor advised funds owned at the end of the tax year ►	N/A	
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ►	N/A	
f	Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ►	0 .	
g	Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year ►	0 .	

Schedule A (Form 990 or 990-EZ) 2007

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 of the instructions.)I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

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

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

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

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

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

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	6,538,242.	9,032,387.	7,632,327.	9,194,050.	32,397,006.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	31,902,785.	32,116,126.	33,423,227.	33,794,032.	131,236,170.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	306,547.	291,175.	399,670.	49,851.	1,047,243.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	38,747,574.	41,439,688.	41,455,224.	43,037,933.	164,680,419.
24 Line 23 minus line 17	6,844,789.	9,323,562.	8,031,997.	9,243,901.	33,444,249.
25 Enter 1% of line 23	387,476.	414,397.	414,552.	430,379.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 ▶					26a N/A
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶					26b N/A
c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶					26c N/A
d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____ ▶					26d N/A
e Public support (line 26c minus line 26d total) ▶					26e N/A
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶					26f N/A %
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: (2006) 0. (2005) 1,775,000. (2004) 0. (2003) 0.					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2006) 0. (2005) 0. (2004) 0. (2003) 0.					
c Add: Amounts from column (e) for lines: 15 32,397,006. 16 _____ 17 131,236,170. 20 _____ 21 _____ ▶					27c 163,633,176.
d Add: Line 27a total 1,775,000. and line 27b total 0. ▶					27d 1,775,000.
e Public support (line 27c total minus line 27d total) ▶					27e 161,858,176.
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e) ▶					27f 164,680,419.
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶					27g 98.2862%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶					27h .6359%

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

NONE

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

N/A

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

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31	
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended?	34b	
If you answered "Yes" to either 34a or b, please explain using an attached statement.			
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Schedule A (Form 990 or 990-EZ) 2007

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

N/A

(To be completed **ONLY** by an eligible organization that filed Form 5768)Check ☒ **a** ☐ if the organization belongs to an affiliated group. Check ☐ **b** ☐ if you checked "a" and "limited control" provisions apply.

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

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

4-Year Averaging Period Under Section 501(h)

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

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

Part VI-B Lobbying Activity by Nonelecting Public Charities

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

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			0.

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2007

Name of 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 organizations 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 Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some 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: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do 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, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Name of organization

Employer identification number

YMCA OF METROPOLITAN MILWAUKEE, INC.

39-0806314

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 225,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 720,942.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 147,610.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 4,300,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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 Specific Instructions.)[illegible]

FORM 990 PAGE 2

990

728111
08-23-07

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
SALE OF VARIOUS INVESTMENTS	2,872,182.	2,748,741.	25,003.	98,438.
TO FORM 990, PART I, LINE 8	2,872,182.	2,748,741.	25,003.	98,438.

FORM 990	GAIN (LOSS) FROM SALE OF OTHER ASSETS	STATEMENT	2
----------	---------------------------------------	-----------	---

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED
SALE OF VARIOUS EQUIPMENT AND PROPERTY	01/01/06	06/30/07	PURCHASED

NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
UNRELATED	0.	3,213.	0.	0.	-3,213.
TO FM 990, PART I, LN 8		3,213.	0.	0.	-3,213.

FORM 990

SPECIAL EVENTS AND ACTIVITIES

STATEMENT 3

DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME OR (LOSS)
VARIOUS FUNDRAISING EVENTS	457,537.		457,537.	210,199.	247,338.
TO FM 990, PART I, LINE 9	457,537.		457,537.	210,199.	247,338.

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
DESCRIPTION		AMOUNT	
UNREALIZED GAIN ON INVESTMENTS		183,829.	
TOTAL TO FORM 990, PART I, LINE 20		183,829.	

FORM 990	CASH GRANTS AND ALLOCATIONS TO OTHERS	STATEMENT	5
----------	------------------------------------------	-----------	---

CLASS OF ACTIVITY/DONEE'S NAME AND ADDRESS

AMOUNT

VOLUNTARY AWARDS
VARIOUS INDIVIDUALS

30,550.

TOTAL INCLUDED ON FORM 990, PART II, LINE 22B

30,550.

FORM 990

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

STATEMENT 6

DESCRIPTION OF PROGRAM SERVICE ONE

IN 2007, MORE THAN 160,000 MEN, WOMEN, BOYS, AND GIRLS TOOK ADVANTAGE OF MILWAUKEE YMCA SERVICES AND PARTICIPATED IN OUR YMCA ACTIVITIES, WHERE THE EMPHASIS IS PLACED ON THE WHOLE PERSON TO DEVELOP THEIR MORAL, SPIRITUAL, INTELLECTUAL, SOCIAL, AND PHYSICAL WELL-BEING. GUIDED BY A COMMITMENT TO SERVING ALL WHO WISH TO PARTICIPATE, THE YMCA PROVIDES CONSIDERABLE FINANCIAL ASSISTANCE TO MILWAUKEE-AREA RESIDENTS. IN 2007, WE PROVIDED MORE THAN 70,000 YOUTH, FAMILIES AND INDIVIDUALS WITH FULL OR PARTIAL SCHOLARSHIPS USED TOWARDS PROGRAMS FOR KIDS, CENTRAL CITY PROGRAMS, ONE ON ONE AND SPONSOR-A-SCHOLAR MENTORING, BLACK ACHIEVERS, GIRLS NIGHT OUT, DAY CAMP, RESIDENT CAMP, YMCA MEMBERSHIPS AND MANY OTHERS. WITH APPRECIATION FOR THE DIVERSITY OF PEOPLE, THE YMCA ENDEAVORS TO PROVIDE THE RESOURCES, PROGRAMS, ACTIVITIES AND FACILITIES TO MEET THE NEEDS OF INDIVIDUALS AND FAMILIES THROUGHOUT THE COMMUNITY.

MAJOR PROGRAM PARTICIPATION

* 21% - ADULTS AND CHILDREN DEVELOPED AND MAINTAINED HEALTHY LIFESTYLES AND POSITIVE ATTITUDES THROUGH HEALTH ENHANCEMENT PROGRAMS.

* 18% - ADULTS AND CHILDREN LEARNED WATER SAFETY PRACTICES AND SWIMMING SKILLS THROUGH AQUATICS PROGRAMS.

* 12% - CHILDREN LEARNED ATHLETIC SKILLS AND VALUES SUCH AS SPORTSMANSHIP, FAIR PLAY AND TEAMWORK THROUGH THE YOUTH SUPER SPORTS PROGRAMS.

* 22% - CHILDREN ATTENDED SUMMER RESIDENT AND DAY CAMPS. CAMP SESSIONS INCLUDED COLLABORATIONS WITH CHURCH, SCHOOL, AND OTHER NONPROFIT GROUPS, INCLUDING WEEK-LONG RESIDENT CAMPS FOR CHILDREN IN WHEELCHAIRS, AND FOR CHILDREN WITH LUNG AND BREATHING DISORDERS.

* 10% - CHILDREN AND ADULTS PARTICIPATED IN EDUCATIONAL PROGRAMS, COMMUNITY INITIATIVES, AND LEADERSHIP DEVELOPMENT PROGRAMS. GIVING PRESCHOOL CHILDREN A HEAD START, HELPING OLDER CHILDREN LEARN TO STUDY, PROVIDING CAREER INFORMATION AND MENTORING FOR TEENAGERS, AND PROVIDING LEADERSHIP TRAINING FOR TEENS AND ADULTS.

* 4% - INFANTS TO SCHOOL AGE CHILDREN RECEIVED CHILD CARE AT
STATE-LICENSED YMCA LOCATIONS.

;

* 1% - ADULTS AND CHILDREN INCREASED THEIR SKILLS AND
ABILITIES IN THE AREA OF ARTS AND HUMANITIES.

TO FORM 990, PART III, LINE A

GRANTS

EXPENSES

30,550.

36,572,627.

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE	STATEMENT	7
	PART III		

EXPLANATION

THE PURPOSE OF THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF METROPOLITAN MILWAUKEE, INC. IS TO BUILD STRONG KIDS, STRONG FAMILIES AND STRONG COMMUNITIES. PLEASE SEE CONTINUATION OF EXEMPT PURPOSE ON STATEMENT 13.

FORM 990	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	8
----------	------------------------------------------------	-----------	---

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND	7,441,939.	0.	7,441,939.
LAND IMPROVEMENTS	826,162.	514,963.	311,199.
BUILDINGS	76,358,052.	24,239,020.	52,119,032.
MACHINERY AND EQUIPMENT	19,220,735.	16,132,472.	3,088,263.
BUILDINGS UNDER CONSTRUCTION	4,713,640.	0.	4,713,640.
TOTAL TO FORM 990, PART IV, LN 57	108,560,528.	40,886,455.	67,674,073.

FORM 990	OTHER ASSETS	STATEMENT	9
----------	--------------	-----------	---

DESCRIPTION	BEGINNING OF YEAR	END OF YEAR
OTHER ASSETS	184,810.	206,939.
DEFERRED LOAN COSTS	555,255.	555,808.
NEIGHBORHOOD IMPROVEMENT PROJECTS	0.	10,600.
PROPERTY HELD FOR SALE	0.	96,001.
TOTAL TO FORM 990, PART IV, LINE 58	740,065.	869,348.

FORM 990	OTHER NOTES AND LOANS PAYABLE	STATEMENT 10
----------	-------------------------------	--------------

LENDER'S NAME	TERMS OF REPAYMENT
---------------	--------------------

COMMUNITY DEVELOPMENT AUTHORITY OF THE VILLAGE OF SAUKVILLE	YEARLY
-------------------------------------------------------------------	--------

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
02/02/99	01/01/09	5,000,000.	4.81%

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
-------------------------------	-----------------

PLEDGES & CONTRIBUTIONS OF
ORGANIZATION

RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	900,000.	900,000.

LENDER'S NAME	TERMS OF REPAYMENT
---------------	--------------------

REDEVELOPMENT AUTHORITY OF THE CITY OF MILWAUKEE DEVELOPMENT REVENUE BONDS	YEARLY
----------------------------------------------------------------------------------	--------

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
12/01/98	12/01/23	7,140,000.	5.10%

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
-------------------------------	-----------------

LETTER OF CREDIT

RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	5,360,000.	5,360,000.

LENDER'S NAME		TERMS OF REPAYMENT	
M&I BANK		YEARLY	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
11/01/03	11/01/08	9,968,614.	2.75%
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN	
LETTER OF CREDIT			
RELATIONSHIP OF LENDER			
NONE			
DESCRIPTION OF CONSIDERATION			

LENDER'S NAME		TERMS OF REPAYMENT	
REDEVELOPMENT AUTHORITY OF THE CITY OF MILWAUKEE REDEVELOPMENT REVENUE		YEARLY	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
11/12/03	07/01/28	15,695,000.	3.80%
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN	
LETTER OF CREDIT			
RELATIONSHIP OF LENDER			
NONE			
DESCRIPTION OF CONSIDERATION			

<u>LENDER'S NAME</u>	<u>TERMS OF REPAYMENT</u>
----------------------	---------------------------

M&I BANK	MONTHLY
----------	---------

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>INTEREST RATE</u>
---------------------	----------------------	-----------------------------	----------------------

VARIOUS	VARIOUS	2,400,000.	7.99%
---------	---------	------------	-------

<u>SECURITY PROVIDED BY BORROWER</u>	<u>PURPOSE OF LOAN</u>
--------------------------------------	------------------------

SUBSTANTIALLY ALL ASSETS	
--------------------------	--

<u>RELATIONSHIP OF LENDER</u>

NONE

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>BALANCE DUE</u>
	2,000,000.	2,000,000.

<u>LENDER'S NAME</u>	<u>TERMS OF REPAYMENT</u>
----------------------	---------------------------

JEFF AND PATRICIA KLEMENT	MONTHLY
---------------------------	---------

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>INTEREST RATE</u>
---------------------	----------------------	-----------------------------	----------------------

07/10/06	03/10/18	243,318.	8.50%
----------	----------	----------	-------

<u>SECURITY PROVIDED BY BORROWER</u>	<u>PURPOSE OF LOAN</u>
--------------------------------------	------------------------

LAND	
------	--

<u>RELATIONSHIP OF LENDER</u>

NONE

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>BALANCE DUE</u>
	224,269.	224,269.

<u>LENDER'S NAME</u>		<u>TERMS OF REPAYMENT</u>	
VARIOUS LEASING COMPANIES		MONTHLY	
<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>INTEREST RATE</u>
VARIOUS	VARIOUS	1,765,831.	.00%
<u>SECURITY PROVIDED BY BORROWER</u>		<u>PURPOSE OF LOAN</u>	
		CAPITAL LEASES	

RELATIONSHIP OF LENDER

NONE

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>BALANCE DUE</u>
	2,022,464.	2,022,464.

<u>LENDER'S NAME</u>		<u>TERMS OF REPAYMENT</u>	
FORD CREDIT NOTE PAYABLE		MONTHLY	
<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>INTEREST RATE</u>
12/07/07	12/01/11	31,841.	3.90%
<u>SECURITY PROVIDED BY BORROWER</u>		<u>PURPOSE OF LOAN</u>	

RELATIONSHIP OF LENDER

NONE

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>BALANCE DUE</u>
	31,841.	31,841.

TOTAL INCLUDED ON FORM 990, PART IV, LINE 64, COLUMN B

34,707,323.

FORM 990	NON-GOVERNMENT SECURITIES	STATEMENT	11
----------	---------------------------	-----------	----

SECURITY DESCRIPTION	COST/FMV	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	TOTAL NON-GOV'T SECURITIES
EQUITY SECURITIES	FMV			9,340,979.	9,340,979.
TO FORM 990, LINE 54A, COL B				9,340,979.	9,340,979.

FORM 990 PART V-A - LIST OF CURRENT OFFICERS, DIRECTORS, STATEMENT 12
 TRUSTEES AND KEY EMPLOYEES ;

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN CONTRIB	PLAN EXPENSE	ACCOUNT
P. MICHAEL MAHONEY 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	TREASURER/VICE CHAIR 1.00	0.	0.	0.	
EDWARD J. ZORE 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.	
TED D. KELLNER 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.	
JACK M. BLANK 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.	
T. MICHAEL BOLGER 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.	
TERRY BRISCOE 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.	
BURLEIGH E. JACOBS 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.	
JEFFREY A. JOERRES 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.	
GAIL LIONE 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	VICE CHAIR 1.00	0.	0.	0.	
DANIEL J. MINAHAN 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.	
WAYNE C. OLDENBURG 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.	

YMCA OF METROPOLITAN MILWAUKEE, INC.

39-0806314

MARY E. PANZER 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
ULICE PAYNE, JR. 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
JILL G. PELISEK 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
BRENTON H. RUPPLE 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
MARK SABLJAK 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
JOHN F. STEINMILLER 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
LINDA STEWART 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
JOHN J. STOLLENWERK 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
MARK F. VETTER 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
JAY B. WILLIAMS 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
WILLIAM B. WINTER 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
REV. ROLEN WOMACK, JR. 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	SECRETARY 1.00	0.	0.	0.
TINA CHANG 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.

KENT JOHNSON 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	FORMER PRESIDENT/CEO 40.00	79,677.	9,875.	0.
ROBERT YAMACHICKA 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	PRESIDENT/CEO 40.00	191,675.	33,359.	0.
JEFF TRESLLEY 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	FORMER GROUP VP 40.00	80,988.	15,741.	0.
TERRI WELLMAN 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	VP PROJECT DEVELOPMENT 40.00	131,995.	16,509.	0.
DIANE PLANTENBURG 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	FORMER VP FINANCIAL DEVELOPMENT 40.00	109,957.	10,070.	0.
THOMAS PETERS 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	FORMER SR. VP-MISSION STRATEGIES 40.00	73,125.	13,898.	0.
JULIUS AGARA 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	VP COMMUNITY RELATIONS 40.00	94,646.	21,117.	0.
MATTHEW MITCHELL 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	GROUP VP 40.00	93,829.	13,595.	0.
ARNOLD HENNING 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	FORMER VP FINANCE/CFO 40.00	144,996.	18,049.	0.
ROBERT HEGER 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	VP OPERATIONS/COO 40.00	140,752.	19,473.	0.
JAMES WATTS 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	GROUP VP 40.00	118,532.	24,544.	0.
DONNA BEMBENEK 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	FORMER VP MARKETING/NEW SR VP MKT 40.00	144,021.	9,980.	0.
FRANCINE GILL 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	VP H/R 40.00	139,988.	19,409.	0.

YMCA OF METROPOLITAN MILWAUKEE, INC.

39-0806314

JON D. HAMMES 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
MICHAEL J. FALBO 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	BOD PAST CHAIR 1.00	0.	0.	0.
BRUCE JACOBS 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
MICHAEL H. WHITE 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	CHAIRMAN BOD 1.00	0.	0.	0.
ROBERT J. VENABLE 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
JEFFREY J. LUEKEN 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
JEFFREY W. YABUKI 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
MARY ANN WRIGHT 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
JAN WADE 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
RICK SCHLESINGER 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
JOSE A. OLIVIERI 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	DIRECTOR 1.00	0.	0.	0.
JON LANGE 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	GROUP VP 40.00	8,902.	1,101.	0.
ADRIAN MOORE 161 W. WISCONSIN AVE NO. 4000 MILWAUKEE, WI 53203-2601	GROUP VP 40.00	106,322.	14,962.	0.

YMCA OF METROPOLITAN MILWAUKEE, INC.

39-0806314

BOYD WILLIAMS	GROUP VP			
161 W. WISCONSIN AVE NO. 4000	40.00	31,347.	4,006.	0.
MILWAUKEE, WI 53203-2601		;		
		,		
TOTALS INCLUDED ON FORM 990, PART V-A		<u>1,690,752.</u>	<u>245,688.</u>	<u>0.</u>

GENERAL EXPLANATION

STATEMENT 13

FORM 990, PART III

CONTINUATION OF STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE.

PURPOSE AND GOALS

THE PURPOSE OF THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF METROPOLITAN MILWAUKEE, INC. IS TO BUILD STRONG KIDS, STRONG FAMILIES AND STRONG COMMUNITIES. WE STRIVE TO ENHANCE THE LIVES OF MEN, WOMEN, BOYS AND GIRLS OF OUR COMMUNITIES REGARDLESS OF RACE, CREED, AGE, ECONOMIC CIRCUMSTANCES, PHYSICAL OR MENTAL ABILITIES BY PROVIDING QUALITY PROGRAMS, ACTIVITIES AND FACILITIES WHICH WILL DEVELOP AND MAINTAIN CHRISTIAN VALUES AND IDEALS. IN EVERY PROGRAM AND IN EVERY RELATIONSHIP WE FORGE, WE ARE DEDICATED TO IMPROVING THE BOND OF FAMILY, BREAKING DOWN CULTURAL MISTRUST, AND INSTILLING ETHICAL VALUES THAT MAKE LIFE BETTER. IN EVERYTHING WE DO THE YMCA PROMOTES AND UPHOLDS ITS CORE VALUES OF CARING, HONESTY, RESPECT AND RESPONSIBILITY. THE YMCA STRIVES TO PROVIDE OPPORTUNITIES THAT WILL HELP INDIVIDUALS:

* DEVELOP FAITH FOR DAILY LIVING BASED UPON ETHICAL VALUES, THAT THEY MAY ACHIEVE THEIR HIGHEST POTENTIAL AS CHILDREN OF GOD;

* DEVELOP SELF-CONFIDENCE, SELF-RESPECT AND AN APPRECIATION OF THEIR OWN WORTH AS INDIVIDUALS AND THE RECOGNITION OF THE WORTH OF EVERY INDIVIDUAL;

* DEVELOP APPRECIATION FOR HEALTH OF MIND AND BODY AS A SACRED GIFT, AND PHYSICAL FITNESS AND MENTAL WELL-BEING AS DESIRABLE CONDITIONS TO BE ACHIEVED AND MAINTAINED;

* DEVELOP UNDERSTANDING OF INTERRACIAL, INTERGROUP, AND INTERNATIONAL RELATIONSHIPS;

* DEVELOP RESPONSIBILITY AS MEMBERS OF THEIR FAMILIES AND CITIZENS OF THEIR COMMUNITIES;

* DEVELOP LEADERSHIP CAPACITIES FOR RESPONSIBLE USE IN THEIR COMMUNITY LIVES;

*DEVELOP A COMMUNITY OF MEMBERS AND PARTICIPANTS THAT REPRESENTS AND INCLUDES THE DIVERSITY OF PEOPLE IN THEIR RESPECTIVE COMMUNITIES

GENERAL EXPLANATION

STATEMENT 14

FORM 990, PART III

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENT (CONT.)

WE WERE ONE OF 14 YMCAS IN THE NATION TO BE SELECTED TO PARTICIPATE IN YMCA ACTIVATE AMERICA. A MILWAUKEE DELEGATION, COMPRISED OF THE YMCA AND OTHER COMMUNITY LEADERS BEGAN THE IMPORTANT WORK OF HELPING CHILDREN, ADULTS, AND FAMILIES LEAD HEALTHY LIFESTYLES, FOCUSING ON MILWAUKEE'S NEAR NORTHSIDE AREA. THROUGH ACTIVATE AMERICA, WE WORKED WITH NEARLY 1,000 SCHOOL CHILDREN FROM LOW-INCOME NEIGHBORHOODS IN THEIR CLASSROOMS TO HELP THEM LEARN ABOUT GETTING ACTIVE AND EATING BETTER.

THROUGH SAFE PLACE, WHICH BEGAN IN 1998 AND IS A PARTNERSHIP WITH SAFE AND SOUND INC., THE YMCA IS TAKING A LEAD ROLE IN PROVIDING KIDS WITH A SAFE PLACE TO FIND NEW FRIENDS, RECEIVE HELP WITH HOMEWORK, AND PARTICIPATE IN ACTIVITIES IN A POSITIVE, NURTURING ENVIRONMENT. EVERY DAY MORE THAN 1,000 KIDS VISIT THE YMCA FOR NUTRITIOUS MEALS, RECREATION AND CHARACTER BUILDING.

IN ITS 24TH YEAR, BLACK ACHIEVERS CONTINUED TO PAIR STUDENTS WITH MENTORS IN THE LOCAL CIVIC AND BUSINESS COMMUNITY, MATCHING THOUSANDS OF KIDS WITH ROLE MODELS AND CAREER CONNECTIONS. IN 2007, 70 HIGH SCHOOL STUDENTS PARTICIPATED IN THE 16TH ANNUAL BLACK COLLEGE TOUR TO PURSUE THEIR DREAMS OF HIGHER EDUCATION.

NEARLY 600 STUDENTS FROM MIDDLE SCHOOL, HIGH SCHOOL AND COLLEGE WERE INVOLVED IN OUR ONE ON ONE AND SPONSOR-A-SCHOLAR MENTORING PROGRAMS FOCUSED ON HELPING LOW-INCOME STUDENTS REACH THEIR CONTINUING EDUCATION AND ACADEMIC GOALS. SINCE THE SPONSOR-A-SCHOLAR PROGRAM BEGAN IN 1996, 99% OF SCHOLARS HAVE GRADUATED FROM HIGH SCHOOL, AND 97% HAVE PURSUED POST-SECONDARY OPPORTUNITIES. THE CLASS OF 2007 BOASTED A 100% GRADUATION RATE AND 100% ACCEPTANCE AND ATTENDANCE TO COLLEGE.

GIRLS NIGHT OUT IS NOW OFFERED AT 11 MILWAUKEE YMCAS AND CONTINUES TO PROVIDE ADOLESCENT GIRLS WITH OPPORTUNITIES TO GAIN SELF-ESTEEM, CONFIDENCE AND A SENSE OF PERSONAL POWER. OF THE GIRLS WHO PARTICIPATED, 90% THOUGHT THE PROGRAM HELPED THEM FEEL GOOD ABOUT THEMSELVES AND PROVIDED THEM WITH SUPPORTIVE ADULTS THEY COULD COUNT ON.

THE YMCA'S FAMILY PRIME TIME CENTERS PROVIDES A FAMILY-FRIENDLY HUB WHERE KIDS CAN READ, USE COMPUTERS AND MAKE FRIENDS IN A SUPERVISED ENVIRONMENT. THE FAMILY PRIME TIME CENTERS HELP WITH SCHEDULING OVERLAPS AND TRANSITIONING TO GIVE BUSY FAMILIES THE SUPPORT THEY NEED.

YOUTH SUPER SPORTS FOCUSES ON HELPING CHILDREN DEVELOP THEIR SPORTSMANSHIP SKILLS ALONG WITH THEIR ATHLETIC SKILLS. THIS SPORTS

PROGRAM IS UNIQUE IN THAT ALL KIDS GET A CHANCE TO PLAY.

IN 2007 DOZENS OF FAMILIES PARTICIPATED IN THE NEW KIDS PROGRAM, AN INITIATIVE DEVELOPED IN 2003 IN COLLABORATION WITH CHILDRENS HOSPITAL OF WISCONSIN AS A SOLUTION FOR FAMILIES WITH OVERWEIGHT CHILDREN. THE PROGRAM PROVIDES GUIDANCE TOWARDS HEALTHIER LIVING THROUGH NUTRITION, EXERCISE AND WEIGHT MANAGEMENT.

THE YMCA IS A HELPING MILWAUKEE ACHIEVE WELL CITY STATUS BY 2010 THROUGH THE WELLNESS COUNCILS OF AMERICA. THE YMCA PROVIDES LEADERSHIP TO THE WELL CITY MILWAUKEE MOVEMENT AS WELL AS PROGRAM SUPPORT AND SPONSORSHIP. TO ACHIEVE THIS STATUS, 20% OF THE COMMUNITY'S WORKING POPULATION MUST BE EMPLOYED BY WELL WORKPLACE AWARD-WINNING COMPANIES/ORGANIZATIONS.

IN PARTNERSHIP WITH THE GREATER MILWAUKEE COMMITTEE AND ONMILWAUKEE.COM, WE LAUNCHED MILWAUKEE MOVES, A DOWNTOWN WALKING PROGRAM TO ENCOURAGE DAILY EXERCISE.

MORE THAN 1500 CHILDREN RECEIVED SUPERIOR CARE AT OUR CHILD CARE AND AFTER SCHOOL CARE FACILITIES.

THE YMCA-CDC AND VOLUNTEERS FROM AMERICORPS HELPED TO WINTERIZE 100 HOMES THIS WINTER THROUGH THE Y WARMER WINTERS PROGRAM, PROVIDING WARMTH AND MEASURABLE SAVINGS TO THOSE FAMILIES.

YOUTH IN GOVERNMENT ENCOURAGES LIFELONG RESPONSIBLE CITIZENSHIP. YOUTH STUDY PUBLIC ISSUES, PUBLIC POLICY DEBATES, WRITING OF LEGISLATION AND EXPERIENCE THE STATE GOVERNMENT PROCESS.

IN 2007, COMMIT TO BE FIT PUT 2,400 PEOPLE ON THE ROAD TO HEALTHIER LIVES. THE PROGRAM, DESIGNED TO ENCOURAGE PEOPLE WHO HAVEN'T ENGAGED IN A FITNESS PROGRAM FOR AWHILE OR ARE RECOVERING FROM INJURY OR ILLNESS, PROVIDES COACH-BASED, PERSONALIZED ATTENTION AND ENCOURAGEMENT TO INDIVIDUALS TRYING TO BUILD A STRONGER BODY AND A HEALTHIER LIFE.

DUE TO RECENT EXPANSIONS OF YMCA CAMPS AND CONTRIBUTIONS TO THE STRONG KIDS CAMPAIGN, MORE KIDS THAN EVER BEFORE ARE DISCOVERING THE POWER OF CAMP PROGRAMS. WHETHER THEY'RE TUNING INTO NATURE AT CAMP MINIKANI OR REACHING OUT TO INDIVIDUALS WHO ARE DISABLED AT CAMP MATAWA, KIDS ARE LEARNING ABOUT TRUST, TEAMWORK AND FRIENDSHIP.

THE YMCA IS DEDICATED TO ELIMINATING THE CONDITIONS THAT POVERTY CREATES BY PROVIDING PROGRAMS AND SERVICES TO CENTRAL-CITY KIDS AND FAMILIES THROUGH THE YMCA'S CITY BRANCHES. MANY NEW PROGRAMS WERE THE RESULT OF COLLABORATIONS WITH LIKE-MINDED ORGANIZATIONS. TO MEET THE INCREASING DEMAND FOR OUR SERVICES, WE'VE INVESTED IN OUR INFRASTRUCTURE BY BUILDING NEW YMCA'S AND REMODELING AND EXPANDING OUR EXISTING FACILITIES.

GENERAL EXPLANATION

STATEMENT 15

PART VIII: RELATIONSHIP OF ACTIVITIES TO THE ACCOMPLISHMENTS OF EXEMPT PURPOSES, APPENDIX C

THE GENERAL PROGRAM SERVICES OF THE ASSOCIATION PROMOTE THE RELIGIOUS, MORAL, INTELLECTUAL, AND PHYSICAL WELL-BEING OF MEN, WOMEN, BOYS AND GIRLS. THE PHILOSOPHY THAT PEOPLE ACHIEVE THEIR HIGHEST POTENTIAL BY DEVELOPING A CHRISTIAN FAITH PUT INTO PRACTICE IN DAILY LIVING UNDERLIES EVERY ACTIVITY. THE TEACHING, DEVELOPMENT, AND PRACTICE OF ATHLETIC SKILLS, WHILE STRESSING THE YMCA'S CORE VALUES OF CARING, HONESTY, RESPECT, AND RESPONSIBILITY IS THE PRIMARY VEHICLE FOR ACHIEVING THIS PURPOSE. THUS:

LINE 93A - THROUGH HEALTH ENHANCEMENT PROGRAMS ADULTS AND CHILDREN DEVELOP AN APPRECIATION FOR THE HEALTH OF THEIR MINDS AND BODIES, AND COME TO RECOGNIZE PHYSICAL HEALTH AND MENTAL AND SPIRITUAL WELL-BEING AS DESIRABLE CONDITIONS.

THEY ACCOMPLISHED THIS BY LEARNING TO SET AND ACHIEVE PERSONAL GOALS; BY DEVELOPING THE DISCIPLINE AND CONFIDENCE TO CONTROL WEIGHT, MANAGE STRESS, AND BEGIN HEALTHY LIFESTYLES; AND BY GAINING PHYSICAL STAMINA AND POSITIVE ATTITUDES TO USE IN WORK, PLAY, AND FAMILY LIFE. THE EXTRA BENEFIT TO HEALTH ENHANCEMENT PROGRAMS IS, OF COURSE, PHYSICAL AND MENTAL FITNESS.

THROUGH AQUATICS PROGRAMS, CHILDREN AND ADULTS LEARNED WATER SAFETY PRACTICES AND SWIMMING SKILLS WHICH WILL PROVIDE YEARS OF ENJOYMENT AND MAY SAVE THEIR LIVES.

LINE 93B - SPORTS, RECREATION, AND CAMPING PROGRAMS OFFER COUNTLESS OPPORTUNITIES TO TEACH CHILDREN AND ADULTS SELF CONFIDENCE, SELF RESPECT, AND AN APPRECIATION OF THEIR OWN WORTH AND THE WORTH OF ALL OTHER INDIVIDUALS. THROUGH LEARNING AND PLAYING TEAM SPORTS, PEOPLE HAVE GAINED GAME SKILLS AND HAD FUN. HOWEVER, COMPETITION AND WINNING TOOK SECONDARY IMPORTANCE TO LEARNING VALUES SUCH AS TEAMWORK, PATIENCE, PERSEVERANCE, CONFIDENCE, AND SELF ESTEEM, AND RESPECT FOR THE OPPONENT. YOUTH SPORTS PROGRAMS ALSO BUILT FAMILY RELATIONSHIPS AND PROVIDED LEADERSHIP OPPORTUNITIES FOR ADULTS. PARENTS ACTED AS VOLUNTEER COACHES FOR ALL THE TEAMS. BROTHERS AND SISTERS PLAYED IN THE SAME LEAGUES. FAMILIES WERE ENCOURAGED TO ATTEND THE GAMES.

IN CAMPING PROGRAMS CHILDREN (IN THE SUMMER) AND FAMILIES (DURING FALL, WINTER, AND SPRING) LEARNED ABOUT THE OUTDOORS, AND HOW TO WORK, PLAY, AND LIVE WITH A GROUP, DEVELOPING A BETTER UNDERSTANDING OF THEMSELVES AND OF INTERGROUP, INTERRACIAL, AND INTERNATIONAL RELATIONSHIPS. CAMPING PROGRAMS ALSO TEACH LEADERSHIP, TEAMWORK, AND SELF-CONFIDENCE.

LINE 93C - EDUCATION AND TRAINING AND LEADERSHIP DEVELOPMENT PROGRAMS PRESCHOOLERS THROUGH TEENAGERS FOUND A HELPING HAND IN DEVELOPING

RESPONSIBILITY FOR THEMSELVES AND THEIR COMMUNITY. YOUNG CHILDREN LEARNED BASIC SOCIAL SKILLS LIKE SHARING, PLAYING IN A GROUP, AND DOING THEIR PART. OLDER CHILDREN GAINED CAREER INFORMATION,, EDUCATIONAL ASSISTANCE, AND/OR JOB TRAINING. IN SEVERAL PROGRAMS, TEENAGERS RELATED TO ADULT VOLUNTEERS WHO PROVIDED TUTORING/MENTORING AND FIRST-HAND INFORMATION ABOUT WORKING IN THE REAL WORLD. IN OTHER PROGRAMS, TEENAGERS GAINED LEADERSHIP SKILLS FOR USE IN COMMUNITY LIFE THROUGH WORKING TOGETHER TOWARD SPECIFIC GOALS AND BY LENDING AND TEACHING YOUNGER CHILDREN.

LINE 93D - FAMILY LIFE PROGRAMS HELPED FAMILIES DEVELOP RESPONSIBILITY FOR THEMSELVES AND EACH OTHER BY PROVIDING CHILD CARE SERVICES AND INTER-GENERATIONAL ACTIVITIES.

LINE 93E - AUXILIARY SERVICES SUCH AS MASSAGE, FACILITY USE, FOOD, AND LOCKER RENTAL ENABLED YMCA PARTICIPANTS TO PURSUE ALL OF THESE ACTIVITIES EFFICIENTLY, EFFECTIVELY, AND CONVENIENTLY.

LINE 94 - MEMBERSHIP DUES ENABLED MEN, WOMEN, BOYS AND GIRLS TO PURSUE PERSONAL PROGRAMS OF FITNESS AND RECREATION FOR THEIR MENTAL AND PHYSICAL HEALTH AND ENJOYMENT. FURTHERMORE, MEMBERSHIP DUES COVERED PART OF THE COSTS OF MANY OF THE PROGRAMS DESCRIBED ABOVE IN WHICH MEMBERS PARTICIPATED AT REDUCED RATES. AN ANNUAL FUND DRIVE (THE STRONG KIDS CAMPAIGN) AND SPECIAL FUND RAISING EVENTS RAISED MONEY TO SUBSIDIZE MEMBERSHIP AND PROGRAM FEES FOR PEOPLE WHO COULD NOT OTHERWISE AFFORD TO PARTICIPATE. WITH MORE THAN 160,000 PARTICIPANTS FROM EVERY ZIP CODE IN THE FOUR-COUNTY MILWAUKEE METROPOLITAN AREA, THE YMCA HAS INDEED DEVELOPED A COMMUNITY OF MEMBERS AND PARTICIPANTS THAT REPRESENTS AND INCLUDES THE DIVERSITY OF PEOPLE IN THEIR RESPECTIVE COMMUNITIES, REGARDLESS OF RACE, CREED, ECONOMIC CIRCUMSTANCES, OR PHYSICAL OR MENTAL ABILITIES.

SCHEDULE A	EXPLANATION OF TRANSACTIONS PART III, LINE 2C	STATEMENT 16
------------	--------------------------------------------------	--------------

BANKING SERVICES ARE WITH MARSHALL AND ILSLEY BANK OF WHICH DENNIS J. KUESTER IS CHAIRMAN OF THE BOARD AND IS ALSO A BOARD MEMBER OF THE YMCA OF METROPOLITAN MILWAUKEE. ALL BANK CHARGES AND FEES WERE AT THE NORMAL MARKET VALUE AND IN THE ORDINARY COURSE OF BUSINESS. LEGAL SERVICES ARE PROVIDED BY DAVIS & KUELTHAU, SC OF WHICH MARK F. VETTER IS A SHAREHOLDER OF AND IS ALSO A BOARD MEMBER OF THE YMCA OF METROPOLITAN MILWAUKEE. ALL FEES PAID WERE AT NORMAL MARKET VALUE AND INCURRED IN THE NORMAL COURSE OF BUSINESS.

SCHEDULE A	EXPLANATION OF QUALIFICATIONS TO RECEIVE PAYMENTS	STATEMENT	17
	PART III, LINE 3A		

THE YMCA OF METROPOLITAN MILWAUKEE BELIEVES IN PROVIDING MEMBERSHIP AND PROGRAM SERVICES TO ALL WHO DESIRE TO PARTICIPATE. THE YMCA'S SCHOLARSHIP PROGRAM, SUPPORTED IN PART THROUGH CONTRIBUTIONS TO THE STRONG KIDS CAMPAIGN, PROVIDES MEMBERSHIP AND PROGRAM SCHOLARSHIPS FOR THOSE IN NEED WITHIN OUR AVAILABLE RESOURCES.

