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Form 990

Return of Organization Exempt From Income Tax

2009

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

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 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

B Check if applicable

Address change

Name change

Initial return

Terminated

Amended return

Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization	YMCA of Philadelphia & Vicinity
Doing Business As	
Number and street (or P O box if mail is not delivered to street address)	Room/suite
2000 Market Street No 750	
City or town, state or country, and ZIP + 4	
Philadelphia, PA 191033214	

D Employer identification number

23-1243965

E Telephone number

(215) 963-3700

G Gross receipts \$ 36,818,085

F Name and address of principal officer
John F Flynn
2000 Market Street No 750
Philadelphia, PA 191033214

H(a) Is this a group return for affiliates? Yes No**H(b)** Are all affiliates included? Yes No

If "No," attach a list (see instructions)

H(c) Group exemption number ►**I** Tax-exempt status 501(c) (3) ► (insert no) 4947(a)(1) or 527**J Website:** ► www.philaymca.org**K** Form of organization Corporation Trust Association Other ► **L** Year of formation 1857 **M** State of legal domicile PA**Part I Summary****1** Briefly describe the organization's mission or most significant activities

The YMCA of Philadelphia & Vicinity, with 155 years of service to the region's children, adults, and families, now serves more than 140,000 individuals through a wide range of YMCA core programs at 11 branches and 55 programs sites in Delaware, Montgomery, and Philadelphia Counties. Programs include health and wellness, aquatics, childcare and youth after-school programs, youth sports leagues, summer day camps, teen leadership clubs, YMCA Achievers, adult education and GED preparation, ESL classes, and workforce skills development. The YMCA of Philadelphia & Vicinity is the largest non-profit provider of childcare and, in all its programs, seeks to strengthen whole communities, families, and individuals. The YMCA of Philadelphia & Vicinity fulfills its non-profit obligations in multiple ways, through financial assistance subsidies for participation in membership and programs, and through targeted grant programs addressing specific needs of individuals and families. See continuation

2 Check this box ► 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	54
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	52
5 Total number of employees (Part V, line 2a)	5	2,247
6 Total number of volunteers (estimate if necessary)	6	1,395
7a Total gross 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

8 Contributions and grants (Part VIII, line 1h)	5,319,077	6,284,363
9 Program service revenue (Part VIII, line 2g)	26,170,795	29,988,452
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	128,044	210,416
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-21,185	-88,505
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	31,596,731	36,394,726

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	16,278	3,070,948
14 Benefits paid to or for members (Part IX, column (A), line 4)		0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	18,621,154	19,253,281
16a Professional fundraising fees (Part IX, column (A), line 11e)		0
b Total fundraising expenses (Part IX, column (D), line 25) ► 781,047		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	11,925,706	11,337,019
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	30,563,138	33,661,248
19 Revenue less expenses Subtract line 18 from line 12	1,033,593	2,733,478

20 Total assets (Part X, line 16)	41,973,687	50,443,441
21 Total liabilities (Part X, line 26)	4,222,669	9,102,230
22 Net assets or fund balances Subtract line 21 from line 20	37,751,018	41,341,211

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

***** Signature of officer	2010-07-14 Date
John F Flynn President & CEO Type or print name and title	

Paid Preparer's Use Only	Preparer's signature ► Julius Green CPA	Date	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► ParenteBeard LLC 1650 Market Street Suite 4500			EIN ►
				Phone no ► (215) 972-0701

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

Part III Statement of Program Service Accomplishments**1** Briefly describe the organization's mission

The mission of the YMCA of Philadelphia and Vicinity is "to translate the principles of the YMCA's Christian heritage into programs that nurture children, strengthen families and build strong communities and develop healthy spirits, minds and bodies 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

If "Yes," describe these new services on Schedule O

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

If "Yes," describe these changes on Schedule O

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 \$	16,862,197 including grants of \$	2,144,548) (Revenue \$	19,807,374)
HEALTH & WELL-BEING FOR ALLIntroduction Today, record numbers of children, adolescents, adults, and seniors are at risk for serious health problems because they are overweight. In the City of Philadelphia alone, in an area referred to as the "Lead J" there is a greater concentration of overweight and obese individuals reaching more than 50% of the population, which is more than 3 times the national average. A growing number of these individuals with diseases related to obesity are visiting pediatric health clinics, hospitals, and private practices across Philadelphia seeking treatment. The YMCA's Approach-Activate America Activate America is the YMCA's response to our nation's growing health crisis. The YMCA is redefining itself and engaging communities across the country to better support Americans of all ages who are struggling to achieve and maintain well-being of spirit, mind and body. We are shifting how we focus all aspects of our work with our 140,000 individual members to better engage health seekers. We define "health seekers" as children, youth, teens, adults and families whose successful pursuit of health and well-being requires continuously supportive relationships and environments. Inside the YMCA, we are influencing and motivating health seekers to make positive changes in their pursuit of well-being. Outside the YMCA, we are helping to create and sustain healthier communities with an emphasis on collaborative partnerships with other community-based health and social service organizations. Membership & Health and Wellness The YMCA health and wellness programs are developmentally appropriate and help people at any stage of life build positive health habits. YMCA programs and services cut across diverse populations and needs to address the total-health of each person. The YMCA provides a variety of health and wellness programs including exercise and water fitness classes, health and wellness seminars, educational classes, personalized training programs, non-competitive youth and adult sports leagues and social opportunities for seniors and families. The YMCA does not turn away individuals because of an inability to pay. Through the Strong Kids Campaign, the YMCA awarded \$3 Million in 2009 in financial assistance to over 5,200 children and families enabling their participation in our programs at a reduced or no cost. 7th Grade Membership Initiative The YMCA of Philadelphia & Vicinity, in partnership with the PA State Alliance of YMCAs Executive Committee, is a participant in the 7th Grade Initiative. The 7th Grade Initiative guarantees every 7th grade student in Pennsylvania a free one-year membership to the YMCA. The intent of the 7th Grade Membership Initiative is to promote the well-being of youth at a time that is most crucial to their development of choices about healthy lifestyles. The YMCA of Philadelphia & Vicinity currently serves 1,336 members in this capacity. Lose to Win Program The "Lose to Win" program, in conjunction with Keystone Mercy Health Plan, is a 12 week program designed to encourage and support diabetic participants and help them achieve their Health and well being goals. Throughout this program, participants met weekly with a wellness coach, participated in supermarket tours, attended weekly cooking demonstrations and met with a nutritionist. At the completion of the 12 week program, participants received a complimentary 1 year membership to the YMCA of Philadelphia and Vicinity. Over the course of the 12 weeks, we served 130 participants within 5 city branches. Health Screenings The YMCA of Philadelphia & Vicinity provides health screenings for our community on a monthly basis at all participating full facility branches. The health screenings include blood sugar and blood pressure. In addition, we provide health and wellness prevention instruction and materials to educate our members on the importance of maintaining good health. Healthy Kids Day Healthy Kids Day is a free health fair for children and families offered every April. Through this event, parents and children learn about current health information, receive safety tips and equipment from local police and community groups, enjoy healthy snacks and fun physical fitness activities and participate in demonstrations that include moon bounce, relay races, scuba instruction and more. Annually, more than 2,600 people participate in this much anticipated health fair. SPLASH SPLASH week offers free water safety instruction for the community every April. The goal is to educate the general public about the importance of water safety as the weather becomes warmer. This is of particular importance as drowning is the leading cause of death for children ages 12 and under. Over 675 individuals participated in 2009.					
CHILD CARE & DAY CAREEarly Childhood Education The YMCA of Philadelphia & Vicinity is the largest provider of childcare services, caring for over 5,000 children each day. Of our eleven branches, eight sites offer state-licensed and Keystone Star ranked childcare programs: the Abington YMCA, the Ambler Area YMCA, the Christian Street YMCA, the Columbia North YMCA, the Hatboro Area YMCA, the Northeast Family YMCA, the Rocky Run YMCA, the Roxborough YMCA and the West YMCA. Many of the families that the YMCA serves are economically and socially challenged with minimal resources to provide opportunities for their child(ren). YMCA programs provide the opportunity and experience to bridge the gap in each of our childcare classrooms and programs. The vision is to enrich and to facilitate an experience that will develop a child's cognitive, social, physical and emotional growth. Early childhood education at the YMCA of Philadelphia & Vicinity accomplishes this goal by employing a Creative Curriculum that assists children's learning through their everyday play. The classrooms are set up by age and structure using the "Center Method." The Center Method is themed-based with specific goals for individual development that prepares each student for higher levels of learning. Story time, arts and music, and cooking experiences are just three examples of the many activities that help children to develop into ready learners. Students also benefit from other meaningful activities each week, such as swim lessons and gym activities. Finally, a key feature of our early childhood education program is parental involvement. We work with our families to understand the importance of early childhood education so that the lessons and skills children learn at the YMCA are reinforced at home. Staff and Program High Quality Credentials and Structure The YMCA of Philadelphia & Vicinity believes that quality care depends on quality teachers, and to that effect every early childhood education classroom teacher at the YMCA of Philadelphia & Vicinity has at minimum an associate's degree in early childhood education. Teaching assistants have attained at least their Child Development Associate (CDA) credential. The YMCA is committed to professional development and encourages staff to continue their education in order to provide the most expert and experienced care possible. Excellent childcare also hinges upon delivering individualized consideration of the special needs of each student. Small classrooms that enable ample personal attention between teachers and students are a hallmark attribute of early childhood education at the Y. For children ages 12-24 months, the teacher to student ratio is 1:6. For students 2-1/2 to 3 years old, the teacher to student ratio is 1:8. For students 3-5 years old, the teacher to student ratio never exceeds 1:10. Child Development Associate Training Program (CDA) The Child Development Associate Training Program provides an essential credential to an emerging childcare professional. The credential helps the childcare worker meet the specific needs of children and work with parents and other adults to nurture children's physical, social, emotional, and intellectual growth in a child development framework. Annually, the YMCA of Philadelphia & Vicinity graduates 425 individuals with a CDA. This is funded with assistance from the Pennsylvania Office of Child Development and Early Learning Family Childcare Network. The Accreditation Initiative is the Family Childcare Network's way to increase the quality and quantity of infant/toddler care centers in the city of Philadelphia and surrounding counties while providing training and technical assistance to meet the prerequisites for accreditation under National Association of Family Childcare Centers (NAFCC). Any resident of Philadelphia or Delaware County with a desire to commit to the education of young children can become a licensed family childcare provider. Through our program we help 200 participants, who care for 1,200 children annually, to attain all required licenses and permits from the City and State in order to legally operate a childcare business. School-Age Childcare Before and After School Programs After children enter kindergarten, the YMCA of Philadelphia & Vicinity continues to encourage children's social and psychological development through state-licensed before and after school programs. Across the entire association in 2009, our school-age childcare programs served over 1,250 students in grades K-8 with both before and after-school programs. Monday through Friday, before school care begins at 6:30 a.m. or 7:00 a.m., depending on the branch site, and includes transportation to select schools in the branch's local community. After school care runs from school dismissal to 6:00 p.m. and also includes transportation from select schools in each branch's neighborhood to the YMCA. The YMCA of Philadelphia & Vicinity recognizes that parents and children alike still require care on early-dismissal days and school holidays. To that end, the Y offers half and full day childcare service on days when school is let out early or is not in session so that parents can ensure their children spend that free time in a safe, nurturing, and structured environment. Programmatically, school-age childcare at the Y provides a low-pressure setting in which children can receive academic assistance that accommodates their personal learning style and needs. Homework help and tutoring is a primary component of school-age childcare and serves to reinforce the learning accomplished during school hours. Our school-age childcare programs also strive to engage children in productive extracurricular activities that are voluntary and confidence-building. Participating students may choose from a variety of recreational activities, including but not limited to swimming lessons, arts & crafts, basketball and other sports, and chess instruction. Healthy snacks and/or dinner are also available to students. Additionally, certain branches, such as the Columbia North YMCA, offer Middle School Clubs for youth in grades 6-8. Designed to meet the needs of "teens," Middle School Clubs are themed around swimming, computers, sports, and homework/test prep. Similar to our other school-age childcare programs, Middle School Clubs seek to emphasize character development of the Y's four core values: Honesty, Caring, Respect and Responsibility. Summer Camps at the YMCA of Philadelphia & Vicinity. The YMCA of Philadelphia & Vicinity believes that children need quality summer programs to both reinforce and advance the physical, psychological, and social growth they experience throughout the school year. In 2009 we served over 3,200 children per day. The YMCA views summer camp as vital to character development while also being a fun and enriching environment for children to develop their extracurricular interests - things they may not have full opportunity to do throughout the school year given budget cuts to arts, music, and physical education programs. Camp at the YMCA accommodates children ages 3-16 in a variety of different themes that allow children to explore their interests in areas such as but not limited to sports, gymnastics, swimming, theater, dance, and the arts, and community involvement and volunteerism. The YMCA encourages children to experiment with different activities in order to grow their personal interests and strengths while also building their social skills, physical health and wellness, and self-confidence. Extracurricular interests buttress character building, and the YMCA hopes to instill an appreciation for its four core values - honesty, caring, respect, and responsibility - in all its campers. Every branch of the YMCA of Philadelphia & Vicinity offers a variety of different age-appropriate summer experiences for children. There is pre-school camp (Camp Small Feet) that introduces children ages 2-5 to nature and science in the world around them through games and outdoor play, arts & crafts, songs, and swimming. There are traditional day camps that employ a different theme each week to engage campers in activities ranging from fitness and sports to arts & crafts to weekly field trips. There are specialty sports, gymnastics, theater, dance, and volunteerism/civic engagement camps. The Abington, Ambler Area, and Roxborough YMCAs offer Camp Magic or Camp Outlook. These camps are specifically designed for children with Autism, high-functioning ASD, or other special needs such that they too can enjoy all the activities and fun of summer camp. Camp Magic and Camp Outlook cater to the unique needs of these children while also promoting positive integration with mainstream campers when possible to enable all children to learn and appreciate other individuals. See continuation.					
EDUCATION & COMMUNITY OUTREACHAdult Literacy and Family Literacy The YMCA of Philadelphia & Vicinity provides literacy, GED, English as a second language, computer education and family literacy programs for 958 individuals in 2009 at its Adult Education & Technology Center and 5 additional communities throughout Philadelphia and at our YMCA branch sites in Montgomery and Delaware Counties. The Center helps individuals, both U.S. citizens and immigrants, with an array of literacy and job readiness programs. For the year these included the following course areas and number of adult learners: Beginning Literacy & Adult Basic Education - 154; Adult Secondary Education - 25; English As Second Language (ESL) - 707. Total course hours of instruction were 65,628 and were supported primarily by federal, state, and private grants. In addition to the objectives of the courses themselves, the Adult Education & Technology Centers seek to assist whole families, many of which are headed by single mothers, through collaboration with other YMCA family care programs. YMCA Achievers Program YMCA Achievers is a developmentally based, extracurricular, and educational and team mentoring program designed to help 5th-12th Grade minority youth prepare for and enact impactful, fulfilled livelihoods in college and beyond. The YMCA Achievers program was created with the following 3 goals: 1) To encourage youth to set and achieve high educational, personal and professional goals; 2) To help youth create positive mentoring relationships with adults who have achieved personal and professional success, and to acknowledge both for their efforts in this regard; 3) To create channels for continuing community investment and involvement by business and industry. Currently, there are 354 students on record attending Achievers programming, at 10 separate locations throughout the city of Philadelphia and surrounding areas. Of those, 56.67% are female and 43.33% are male. While our program is nearly 95% African-American, we have increased in diversity over the last year, with a group that includes nearly 5% of other ethnicities, including Caucasian, Asian and Multi-racial students. The vast majority of our students are between the ages of 13 and 16 (61.9%), however, 15.34% are over the age of 16, and 20.95% are under 13. Approximately 40% of all program participants come from households making less than \$30,000 per year, of all those who responded to the question, 71% make \$50,000 or less. International & Cultural Programs The YMCA of Philadelphia & Vicinity's International Program is engaged in ongoing activities that help to develop a sense of world-mindedness, to promote worldwide understanding of various cultures, and to celebrate cultural diversity. We do this through volunteer opportunities, program initiatives like exchange programs, program courses including TOEFL preparation and program events. The YMCA of Philadelphia & Vicinity was selected to participate as part of a pilot group of leading YMCAs to drive and showcase the U.S. efforts to lead the expansion of opportunities for inclusion and the building of a global community.					
Other program services (Describe in Schedule O) (Expenses \$					

4d Other program services (Describe in Schedule O)
(Expenses \$

including grants of \$

) (Revenue \$

)

4e Total program service expenses \$ 29,033,537

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

5 **Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III

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? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.

- Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.
- 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? If "Yes," complete Schedule D, Part VII.
- 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? If "Yes," complete Schedule D, Part VIII.
- 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? If "Yes," complete Schedule D, Part IX.
- Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.
- 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? If "Yes," complete Schedule D, Part X.

12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

12A Was the organization included in consolidated, independent audited financial statements for the tax year? Yes No

- If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

- 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? If "Yes," complete Schedule F, Part I

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 U.S.? If "Yes," complete Schedule F, Part II

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 U.S.? If "Yes," complete Schedule F, Part III

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? If "Yes," complete Schedule G, Part I

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H

	Yes	No
1	Yes	
2	Yes	
3		No
4	Yes	
5		
6		No
7		No
8		No
9		No
10	Yes	
11	Yes	
12	Yes	
13		No
14a		No
14b		No
15	Yes	
16		No
17		No
18	Yes	
19		No
20		No

Part IV Checklist of Required Schedules (continued)

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? If "Yes," complete Schedule I, Parts I and II	21	Yes	
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? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
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? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a	No	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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? If "Yes," complete Schedule L, Part I	25a	No	
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? If "Yes," complete Schedule L, Part I	25b	No	
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? If "Yes," complete Schedule L, Part II	26	No	
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? If "Yes," complete Schedule L, Part III	27	No	
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)	28a	No	
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? If "Yes," complete Schedule L, Part IV	29	Yes	
30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	No	
31	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	No	
32	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	No	
33	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	No	
34	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34	No	
35	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	35	No	
36	Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36	No	
37	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37	No	
38	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? If "Yes," complete Schedule R, Part VI	38	Yes	
Note. All Form 990 filers are required to complete Schedule O				

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a 55	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0	
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a 2,247	
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	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)?		
4b	If "Yes," enter the name of the foreign country See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		No
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	Yes	No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	Yes	No
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	Yes	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	Yes	
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

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

Section A. Governing Body and Management

		Yes	No
1a Enter the number of voting members of the governing body . . .	1a	54	
b Enter the number of voting members that are independent . . .	1b	52	
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?	2		No
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?	3		No
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5		No
6 Does the organization have members or stockholders?	6		No
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a The governing body?	8a	Yes	
b Each committee with authority to act on behalf of the governing body?	8b	Yes	
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	9		No

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?	10a	Yes
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?	10b	Yes
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes
11A Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes
13 Does the organization have a written whistleblower policy?	13	Yes
14 Does the organization have a written document retention and destruction policy?	14	Yes
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	15a	Yes
b Other officers or key employees of the organization	15b	Yes
If "Yes" to line a or b, 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?	16a	No
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?	16b	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ► PA

18 Section 6104 requires an organization to make its Form 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. See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►
 Betteann Kramer
 2000 Market Street Suite 750
 Philadelphia, PA 19103-3214
 (215) 963-3745

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors
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. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees. 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, or 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 the organization did not compensate any current or former officer, director, trustee or key employee.

(A) Name and Title	(B) Average hours per week	(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			
Lawrence S Smith Chair	1 00	X		X			0	0	0
Thomas Decker Vice Chair	1 00	X		X			0	0	0
Darrel German Vice Chair	1 00	X		X			0	0	0
Dianne L Semingson Vice Chair	1 00	X		X			0	0	0
Thomas Bender Jr Esq Chair Elect	1 00	X		X			0	0	0
Elizabeth Gemmill Past Chair	1 00	X		X			0	0	0
John Flynn President/CEO	50 00	X		X			496,590	0	34,768
Mark Abrams DIRECTOR	1 00	X					0	0	0
Philip R Albright DIRECTOR	1 00	X					0	0	0
Ruben Amaro Jr DIRECTOR	1 00	X					0	0	0
Christine Angelakis DIRECTOR	1 00	X					0	0	0
Marc J Armstrong DIRECTOR	1 00	X					0	0	0
Philip V Bancroft DIRECTOR	1 00	X					0	0	0
Mary Anne T Benner DIRECTOR	1 00	X					0	0	0
Mariska Bogle DIRECTOR	1 00	X					0	0	0
Mark A Bomberger DIRECTOR	1 00	X					0	0	0
Payne Brown 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	(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			
Richard G Browne DIRECTOR	1 00	X					0	0	0
Alicia Burbage DIRECTOR	1 00	X					0	0	0
Gary Burgess DIRECTOR	1 00	X					0	0	0
Mary Carroll DIRECTOR	1 00	X					0	0	0
Christopher Cashman DIRECTOR	1 00	X					0	0	0
Robert M Chappellear DIRECTOR	1 00	X					0	0	0
Joseph F Coradino DIRECTOR	1 00	X					0	0	0
Bruce Craig DIRECTOR	1 00	X					0	0	0
Lawrence Cusack DIRECTOR	1 00	X					0	0	0
Michael A DiMedio DIRECTOR	1 00	X					0	0	0
David Dryden DIRECTOR	1 00	X					0	0	0
Mark T Dungan DIRECTOR	1 00	X					0	0	0
Carl B Everett Esq DIRECTOR	1 00	X					0	0	0
Bruce W Ficken Esq DIRECTOR	1 00	X					0	0	0
Kenneth R Garrett DIRECTOR	1 00	X					0	0	0
Stanley P Jaskiewicz E DIRECTOR	1 00	X					0	0	0
Charles Kahn Jr DIRECTOR	1 00	X					0	0	0
William Kane DIRECTOR	1 00	X					0	0	0
Mary Pat Kessler DIRECTOR	1 00	X					0	0	0
Debby Kuhn DIRECTOR	1 00	X					0	0	0
Raymond D Lukas DIRECTOR	1 00	X					0	0	0
Jeffrey A Lutsky DIRECTOR	1 00	X					0	0	0
Ray Mayo DIRECTOR	1 00	X					0	0	0
Margarett F McKeel DIRECTOR	1 00	X					0	0	0
Geoffery T McKernan DIRECTOR	1 00	X					0	0	0
Kevin Murphy DIRECTOR	1 00	X					0	0	0
Ray Pennacchia DIRECTOR	1 00	X					0	0	0
Jay S Ridder DIRECTOR	1 00	X					0	0	0
Christopher D Roak DIRECTOR	1 00	X					0	0	0
Evelyn Sample-Oates DIRECTOR	1 00	X					0	0	0
Harry Santiago-Perez CP DIRECTOR	1 00	X					0	0	0
Dennis L Schoff Esq DIRECTOR	1 00	X					0	0	0
Fred Shaffer DIRECTOR	1 00	X					0	0	0
Gregory Stephens DMD DIRECTOR	1 00	X					0	0	0
Richard G Webster Jr DIRECTOR	1 00	X					0	0	0
Patience Welch DIRECTOR	1 00	X					0	0	0
Jennifer Wiggins DIRECTOR	1 00	X					0	0	0
Sheri Woodruff DIRECTOR	1 00	X					0	0	0
Alexander Hoskins VP of Development	50 00		X				126,249	0	857
Scott Lewis VP of Operations	50 00		X				115,394	0	14,693
Betteann Kramer VP of Finance	50 00		X				131,005	0	20,714
Carol Ann Merritt VP of HR	50 00		X				84,196	0	591
Andrea Youndt VP of Operations	50 00		X				110,899	0	18,230
Michael Troup VP of Facilities	50 00		X				95,410	0	18,236
Omoiye Kinney VP of Communications	50 00		X				96,624	0	16,412
Jonathan Davis VP of Operations	50 00		X				95,180	0	16,081
Linda Shock-Glonner VP of HR (THRU 1/13/09)	50 00		X				75,563	0	2,280
Carol Newburger CAMPAIGN DIRECTOR	50 00			X			121,152	0	4,928
1b Total							1,548,262	0	147,790
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									

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	3	Yes	No
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	4	Yes	No
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person	5	Yes	No

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
JJ DeLuca Company 760 W Sproul Road SPRINGFIELD, PA 19064	General Contractor	1,377,633
Kingkiner Brothers PO Box 5828 PHILADELPHIA, PA 19128	General Contractor/Repairs	510,960
Lyons & Hohl 1815 Horseshoe Pike HONEYBROOK, PA 19344	Contractor	342,280
Nick Falcone & Sons 650 Painter Street MEDIA, PA 19063	General Contractor	293,520
JJ White 5500 Bingham Street PHILADELPHIA, PA 19120	HVAC/Bldg Repairs & Service	141,263
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		

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	1a Federated campaigns	1a 67				
	b Membership dues	1b				
	c Fundraising events	1c 523,320				
	d Related organizations	1d				
	e Government grants (contributions)	1e 2,297,963				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 3,463,013				
	g Noncash contributions included in lines 1a-1f \$ 223,377					
	h Total. Add lines 1a-1f		6,284,363			
Program Service Revenue	2a health & Well Being fo	Business Code				
		624,100	19,807,374	19,807,374		
	b Day Camp & Child Care	624,410	9,738,659	9,738,659		
	c Education & Community	611,600	442,419	442,419		
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		29,988,452			
Other Revenue	3 Investment income (including dividends, interest and other similar amounts)					
			299,148		299,148	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross Rents	(i) Real	(ii) Personal			
		48,046				
	b Less rental expenses	34,187				
	c Rental income or (loss)	13,859				
d Net rental income or (loss)		13,859			13,859	
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b Less cost or other basis and sales expenses	88,732					
c Gain or (loss)	-88,732					
d Net gain or (loss)		-88,732			-88,732	
8a Gross income from fundraising events (not including \$ 98,840 of contributions reported on line 1c) See Part IV, line 18						
	a 523,320					
b Less direct expenses	b 300,440					
c Net income or (loss) from fundraising events		-201,600			-201,600	
9a Gross income from gaming activities See Part IV, line 19						
	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities						
10a 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					
11a INSURANCE PROCEEDS	900,099	31,232			31,232	
b Education & Training	611,600	30,630	30,630			
c Miscellaneous Revenue	900,099	26,130			26,130	
d All other revenue		11,244			11,244	
e Total. Add lines 11a-11d		99,236				
12 Total revenue. See Instructions		36,394,726	30,019,082	0	91,281	

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	5,072	5,072		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	3,056,376	3,056,376		
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	9,500	9,500		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,569,971	484,123	958,742	127,106
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	35,065	35,065		
7 Other salaries and wages	14,363,595	13,203,283	844,567	315,745
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	782,611	719,216	38,496	24,899
9 Other employee benefits	1,186,038	1,162,189	4,322	19,527
10 Payroll taxes	1,316,001	1,158,266	125,698	32,037
11 Fees for services (non-employees)				
a Management				
b Legal	4,205		4,205	
c Accounting	63,850		63,850	
d Lobbying	53,204		53,204	
e Professional fundraising See Part IV, line 17				
f Investment management fees				
g Other	703,755	536,109	156,344	11,302
12 Advertising and promotion	563,314	514,841	44,223	4,250
13 Office expenses	3,429,662	2,910,823	427,740	91,099
14 Information technology				
15 Royalties				
16 Occupancy	2,622,781	2,161,348	392,919	68,514
17 Travel	251,865	225,042	25,675	1,148
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	267,506	229,856	31,485	6,165
20 Interest	39,324	39,324		
21 Payments to affiliates	264,336		264,336	
22 Depreciation, depletion, and amortization	1,750,111	1,483,276	219,032	47,803
23 Insurance	493,943	482,422		11,521
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a Miscellaneous	766,295	591,275	156,620	18,400
b Membership Dues	62,868	26,131	35,206	1,531
c				
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	33,661,248	29,033,537	3,846,664	781,047
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 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	1,376,962	1 1,860,398
	2 Savings and temporary cash investments	549,277	2 2,851,813
	3 Pledges and grants receivable, net	208,048	3 899,270
	4 Accounts receivable, net	153,294	4 319,739
	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)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	163,072	9 134,134
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	62,264,006
	b Less accumulated depreciation	10b	23,373,171
		34,983,034	10c 38,890,835
	11 Investments—publicly traded securities	4,278,387	11 4,844,123
	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	261,613	15 643,129
	16 Total assets. Add lines 1 through 15 (must equal line 34)	41,973,687	16 50,443,441
Liabilities	17 Accounts payable and accrued expenses	1,969,216	17 3,379,267
	18 Grants payable	18	
	19 Deferred revenue	741,530	19 936,339
	20 Tax-exempt bond liabilities	1,410,000	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	23	4,786,624
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities Complete Part X of Schedule D	101,923	25 0
	26 Total liabilities. Add lines 17 through 25	4,222,669	26 9,102,230
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	36,504,233	27 39,050,690
	28 Temporarily restricted net assets	89,484	28 1,082,999
	29 Permanently restricted net assets	1,157,301	29 1,207,522
	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	37,751,018	33 41,341,211
	34 Total liabilities and net assets/fund balances	41,973,687	34 50,443,441

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990 Cash Accrual 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?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes," to 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

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 consolidated basis, separate basis, or both
 Separate basis Consolidated basis Both consolidated and separated 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?

b 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

	Yes	No
2a		No
2b	Yes	
2c	Yes	
3a		No
3b		

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****2009****Open to Public
Inspection**Department of the Treasury
Internal Revenue ServiceComplete if the organization is a section 501(c)(3) organization or a section
4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization
YMCA of Philadelphia & Vicinity

Employer identification number

23-1243965

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 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 exempt 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)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e a Type I b Type II c Type III - Functionally integrated d Type III - Other

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in IRC 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.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	11,643,928	10,272,798	9,085,830	5,319,077	6,284,363	42,605,996
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	11,643,928	10,272,798	9,085,830	5,319,077	6,284,363	42,605,996
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						42,605,996

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	11,643,928	445,949	9,085,830	5,319,077	6,284,363	42,605,996
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	329,075	445,949	405,734	303,020	347,194	1,830,972
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	228,015	768,104	156,546	27,433	68,606	1,248,704
11 Total support (Add lines 7 through 10)						45,685,672
12 Gross receipts from related activities, etc (See instructions)					12	128,993,009

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	93 260 %
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	94 070 %
16a 33 1/3% support test—2009. 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 		
b 33 1/3% support test—2008. If the organization did not check the 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 		
17a 10%-facts-and-circumstances test—2009. 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 		
b 10%-facts-and-circumstances test—2008. 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 		
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 		

Part III Support Schedule for Organizations Described in IRC 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
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						
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						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
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)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15
16 Public support percentage from 2008 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2009. 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—2008. 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	

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

Explanation

Schedule A, Part II, Line 10, Explanation of Other Income MISCELLANEOUS INCOME INSURANCE PROCEEDS

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2009****Open to Public
Inspection****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

► Complete if the organization is described below.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35a (regarding proxy tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization
YMCA of Philadelphia & Vicinity

Employer identification number

23-1243965

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ► \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$ _____
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ► \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check if the filing organization belongs to an affiliated group
B Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred.)

1a Total lobbying expenditures to influence public opinion (grass roots lobbying)**b** Total lobbying expenditures to influence a legislative body (direct lobbying)**c** Total lobbying expenditures (add lines 1a and 1b)**d** Other exempt purpose expenditures**e** Total exempt purpose expenditures (add lines 1c and 1d)**f** Lobbying nontaxable amount Enter the amount from the following table in both columns

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over \$500,000	20% of the amount on line 1e
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000
Over \$17,000,000	\$1,000,000

g Grassroots nontaxable amount (enter 25% of line 1f)**h** Subtract line 1g from line 1a If zero or less, enter -0-**i** Subtract line 1f from line 1c If zero or less, enter -0-**j** If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? Yes No**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 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	
			Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?		No	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c Media advertisements?		No	
d Mailings to members, legislators, or the public?		No	
e Publications, or published or broadcast statements?		No	
f Grants to other organizations for lobbying purposes?		No	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		53,204
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i Other activities? If "Yes," describe in Part IV		No	
j Total lines 1c through 1i			53,204
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?		
5 Taxable amount of lobbying and political expenditures (see instructions)	4	
	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1.

Also, complete this part for any additional information

Identifier	Return Reference	Explanation
Part II-B, Line 1i	Explanation of Other Lobbying Activities	2009 Activities were limited to seeking state funding for various YMCA programs, including children's issues, education and human services

SCHEDULE D

(Form 990)

Supplemental Financial Statements**2009**Department of the Treasury
Internal Revenue Service

► 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.

**Open to Public
Inspection****Name of the organization**
YMCA of Philadelphia & Vicinity**Employer identification number**

23-1243965

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? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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? Yes 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 pleasure) Preservation of an historically importantly land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a-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 Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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 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, 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, 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 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 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 d Loan or exchange programs
 b Scholarly research e Other
 c Preservation for future generations

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
1c	
1d	
1e	
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	4,337,752	6,051,243			
b Contributions		132,979			
c Investment earnings or losses	818,205	-1,974,207			
d Grants or scholarships		98,536			
e Other expenditures for facilities and programs					
f Administrative expenses		35,340			
g End of year balance	5,155,957	4,076,139			

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

a Board designated or quasi-endowment ► 76 580 % %

b Permanent endowment ► 23 420 % %

c Term endowment ► 0 % %

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

	Yes	No
3a(i) unrelated organizations		No
3a(ii) related organizations		No

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 Investments—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		4,962,907			4,962,907
b Buildings		41,536,703	14,934,223		26,602,480
c Leasehold improvements					
d Equipment		10,707,190	8,107,771		2,599,419
e Other		5,057,206	331,177		4,726,029
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)					38,890,835

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
Financial derivatives		
Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12.)	►	

Total. (Column (b) should equal Form 990, Part X, col (B), line 1)

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

Total. (Column (b) should equal Form 990, Part X, col (B) line 13)

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

Total (Column (b) should equal Form 990, Part X, col (B), line 15)

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

Total. (Column (b) should equal Form 990, Part X, col (B) line 25)

2. Fin 48 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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	36,394,726
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	33,661,248
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	2,733,478
4	Net unrealized gains (losses) on investments	4	856,715
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	856,715
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	3,590,193

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	34,229,252
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	856,715
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	856,715
3	Subtract line 2e from line 1	3	33,372,537
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	3,022,189
c	Add lines 4a and 4b	4c	3,022,189
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	36,394,726

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

1	Total expenses and losses per audited financial statements	1	30,639,059
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	34,187
e	Add lines 2a through 2d	2e	34,187
3	Subtract line 2e from line 1	3	30,604,872
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	3,056,376
c	Add lines 4a and 4b	4c	3,056,376
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	33,661,248

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, 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.

Identifier	Return Reference	Explanation
Part V, Line 4	Description of Intended Use of Endowment Funds	To provide scholarship dollars for various programs, activities and services
Part X	Description of Uncertain Tax Positions Under FIN 48	The Association accounts for uncertainty in income taxes using a recognition threshold of more-likely-than not to be sustained upon examination by the appropriate taxing authority. Measurement of the tax uncertainty occurs if the recognition threshold is met. Management determined there were no tax uncertainties that met the recognition threshold in 2009.
Part XII, Line 4b - Other Adjustments		Rental expense -34187 Financial Assistance 3056376
Part XIII, Line 2d - Other Adjustments		Rental expense 34187
Part XIII, Line 4b - Other Adjustments		Financial Assistance 3056376

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

- Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
- Attach to Form 990. ► See separate instructions.

Employer identification number

23-1243965

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (Use Schedule F-1 (Form 990) if additional space is needed)

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000. ▶ Use Schedule F-1 (Form 990) if additional space is needed.

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ► 0

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Schedule F-1 (Form 990) if additional space is needed.

Part IV Supplemental Information

Complete this part to provide the information required in Part I, line 2, and any additional information.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.**

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Employer identification number

Name of the organization
YMCA of Philadelphia & Vicinity

Employer identification number

23-1243965

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply

a Mail solicitations **e** Solicitation of non-government grants
b Internet and e-mail solicitations **f** Solicitation of government grants
c Phone solicitations **g** Special fundraising events
d In-person solicitations

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col (a) through col (c))
		Gala (event type)	Golf Tournament (event type)	14 (total number)	
Revenue	1 Gross receipts . . .	193,935	136,270	288,305	618,510
	2 Less Charitable contributions . . .	163,800	114,910	240,958	519,668
	3 Gross income (line 1 minus line 2) . . .	30,135	21,360	47,347	98,842
Direct Expenses	4 Cash prizes . . .				
	5 Non-cash prizes . . .				
	6 Rent/facility costs . . .	4,000		450	4,450
	7 Food and beverages . . .	39,000	42,000	101,241	182,241
	8 Entertainment . . .	3,000		15,000	18,000
	9 Other direct expenses . .	18,479	7,684	68,821	94,984
	10 Direct expense summary Add lines 4 through 9 in column (d)				299,675
	11 Net income summary Combine lines 3, column d, and line 10.				-200,833

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				
	2 Cash prizes				
	3 Non-cash 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 lines 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities	<input type="checkbox"/> Yes	<input type="checkbox"/> No
a Is the organization licensed to operate gaming activities in each of these states?	<input type="checkbox"/> 9a	
b If "No," Explain _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	<input type="checkbox"/> 10a	
b If "Yes," Explain _____		
11 Does the organization operate gaming activities with nonmembers?	<input type="checkbox"/> 11	
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?	<input type="checkbox"/> 12	

	Yes	No
13 Indicate the percentage of gaming activity operated in	<input type="checkbox"/> 13a <input type="checkbox"/> 13b	
a The organization's facility	<input type="checkbox"/> 13a <input type="checkbox"/> 13b	
b An outside facility	<input type="checkbox"/> 13a <input type="checkbox"/> 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?	<input type="checkbox"/> 15a	
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		
Name ►		
Address ►		
16 Gaming manager information		
Name ►		
Gaming manager compensation ► \$ _____		
Description of services provided ►		
<input type="checkbox"/> Director/officer	<input type="checkbox"/> Employee	<input type="checkbox"/> 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?	<input type="checkbox"/> 17a	
b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____	<input type="checkbox"/> 17a	

**Schedule I
(Form 990)****2009****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**Grants and Other Assistance to Organizations,
Governments and Individuals in the United States**

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.

► Attach to Form 990

Name of the organization
YMCA of Philadelphia & Vicinity

Employer identification number

23-1243965

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States ▶

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
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2 Enter total number of section 501(c)(3) and government organizations ▶ _____

3 Enter total number of other organizations ▶ _____

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
Financial Assistance/Subsidies	15507	3,056,376			
See Additional Data Table					

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
Procedure for Monitoring Grants in the U S	Part I, Line 2	Schedule I, Part I, Line 2. The organization provides the following types of grants and assistance 1) Small contributions are provided to other charitable organizations in the United States. Since these other organizations are charities, the use of the contributions provided is not monitored. 2) Scholarships in the form of discounted membership fees and other fee reductions are provided to individuals who qualify for financial assistance. Individuals are required to complete a financial assistance application. Qualifying individuals may receive a percentage discount based on gross family income and number of family members.

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2009**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

Name of the organization
YMCA of Philadelphia & Vicinity**Employer identification number**

23-1243965

Part I Questions Regarding Compensation

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

<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 checked="" 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)

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain

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?

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

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

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

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

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

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

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

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

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

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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	Yes	
2	Yes	
4a	Yes	
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space 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.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information

Identifier	Return Reference	Explanation
	Part I, Line 1a	YMCA of Philadelphia & Vicinity paid for club dues to the Philadelphia Country Club and The Union League for John Flynn, President/CEO. Payments are made under the terms of John Flynn's employment contract
	Part I, Line 4a	Linda Schock - Glonner was the former VP of Human Resources. As part of her severance package she received the following 1) 6 Months of salary continuation 2) 6 months of Professional Management Services 3) 1 year membership at YMCA of Philadelphia & Vicinity

Schedule L
(Form 990 or 990-EZ)**Transactions with Interested Persons**

OMB No 1545-0047

► Complete if the organization answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V lines 38a or 40b.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

2009**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**Name of the organization**
YMCA of Philadelphia & Vicinity**Employer identification number**

23-1243965

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?
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Yes	No
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2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ► \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?	(c) Original principal amount	(d) Balance due	(e) In default?	(f) Approved by board or committee?	(g) Written agreement?
	To From			Yes No	Yes No	Yes No

Total ► \$ _____ | | | | | |

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance
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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?
Thomas Decker	Board Vice Chair	120,717	Thomas Decker is the Vice Chair of the board of the YMCA of Philadelphia & Vicinity. He is also the CEO and President of Cozen O'Connor, a law firm that provides legal services to the YMCA. All transactions with Cozen O'Connor are at arm's length.	Yes No
Elizabeth Gemmill	Board Past Chair	35,065	Elizabeth Gemmill is the Past Chair of the board of the YMCA of Philadelphia & Vicinity. Her daughter, Hollis Richardson, was employed by the YMCA through November 2009 as a Financial Development Coordinator. The compensation received by Ms. Richardson was fair market value compensation for services provided as Financial Development Coordinator.	No

SCHEDULE M
(Form 990)

NonCash Contributions

OMB No 1545-0047

2009

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service►Complete if the organization answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.Name of the organization
YMCA of Philadelphia & Vicinity

Employer identification number

23-1243965

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	4	223,377	FMV
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				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ►(_____)				
26 Other ►(_____)				
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		0

	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?	30a	No
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?	31	No
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a	Yes
b If "Yes," describe in Part II		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Method for Determining Number of Contributors	Part I, Column (b)	The number of contributors reported is based on the number of separate stock contributions
Third Party Use	Part I, Line 32b	The organization uses an investment manager to sell donations of stock

SCHEDULE O
(Form 990)**Supplemental Information to Form 990****2009**

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

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service
Name of the organization
YMCA of Philadelphia & Vicinity

Employer identification number

23-1243965

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 11		The Finance/Audit Committee met with the auditors to review the draft of the audit and the 990. The committee reviewed the 2009 draft of the 990 with their tax advisors. The Chairman of the Finance/Audit Committee presented the 990 to the Executive Committee prior to filing and then a draft was e-mailed to the board members
Form 990, Part VI, Section B, line 12c		The conflict of interest process begins in September for the next calendar year. The steps that are taken are as follows: 1) Email is sent to Association Board of Directors informing them that a new conflict of interest policy will be distributed at the September Board of Directors meeting. 2) Hard copy of policy is taken to September Association Board of Directors meeting. 3) Email is sent to all executive directors with policy attached to be distributed at branch board of managers meetings. 4) Payroll managers also receive an email with policy attached to be distributed to all fulltime employees. 5) Follow-up emails will be sent to directors until the process is complete. 6) Signed policies will be kept in a binder filed by year in the Association Office.
Form 990, Part VI, Section B, line 15		The CEO's compensation is determined by an independent committee of the Board of Directors. The Committee convenes annually with the sole purpose of evaluating the CEO's performance, reviewing comparable organizations' compensation information and determining annual total compensation of the CEO. The compensation of all other officers of the organization is reviewed annually by the Human Resources Committee of the Board of Directors. The CEO recommends total compensation for these officers and these recommendations are reviewed and approved by The Committee.
Form 990, Part VI, Section C, line 19		GOVERNING DOCUMENTS, ANNUAL REPORT (INCLUDING CERTAIN FINANCIAL DISCLOSURES) AND CONFLICT OF INTEREST POLICY IS PROVIDED ON THE ORGANIZATION'S WEBSITE
		Schedule D, Part V, Line 1a Endowment Fund Beginning of Year Balance. The 2009 beginning balance for the endowment funds does not tie to the 2008 ending balance due to an oversight of not including certain endowment information in this section on the 2008 return.
Form 990, Part I, Line 1	Continuation of Organization's Mission and Significant Activities	In addition to membership dues and program service fees, the YMCA of Philadelphia & Vicinity raised \$5,689,339 in grants and contributions in 2009. In the same year, the financial assistance program provided \$3,056,375 in subsidies to over 5,200 individuals who otherwise would not be able to afford the full cost of our services.
Form 990, Part III, Line 4b	Continuation of Program Service Accomplishment Stmt-Childcare & Day Camp	The YMCA of Philadelphia & Vicinity believes in the importance of personal relationships to a child's happy and healthy growth. The YMCA maintains a ratio of 8:1 campers to staff at pre-school camps and 10:1 or 12:1 at all other camps. The goal of camp at the YMCA is to provide children with the most fun, safe, and educationally enriching summer experience possible, and to that end our staff must meet our standards of excellence. We select staff for their experience, problem-solving skills, creative thinking skills, enthusiasm, maturity, and most importantly their love of children. All staff to be counted in the ratio must be at least 18 years old to work. The Camp Director must be at least 21 years old, possess a valid driver's license, and have at least three years of supervisory experience. Safety and preparedness are top priorities for the YMCA, and to that end every camp staff member receives a minimum of 40 hours of pre-camp training including First Aid and CPR and child abuse prevention. Additionally, all camp staff must attend a day-long seminar taught by YMCA of Philadelphia & Staff, consultants from the Redwood Group and BRB Consulting, and teachers from local Delaware Valley public schools. Topics at the seminar include but are not limited to aquatic safety, behavior management, gaming with Directions, Working with 5-12 year olds, and Leading a Great Camp Experience.