



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

OMB No 1545-0047

2012Open to Public
Inspection

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

A For the 2012 calendar year, or tax year beginning SEP 1, 2012 and ending AUG 31, 2013

B Check if applicable:	C Name of organization		D Employer identification number
<input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	SOUTH SHORE Y.M.C.A. Doing Business As		04-2105881
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone number
	91 LONGWATER CIRCLE	100	781-264-9400
	City, town, or post office, state, and ZIP code		G Gross receipts \$ 27,870,411.
	NORWELL, MA 02061		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	F Name and address of principal officer: PAUL J GORMAN 91 LONGWATER CIRCLE, NORWELL, MA 02061		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number ►
J Website: ► WWW.SSYMCA.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►			L Year of formation: 1892 M State of legal domicile: MA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO PROMOTE A HEALTHY SPIRIT, MIND AND BODY FOR ALL WITH PROGRAMS FOR YOUTH DEVELOPMENT, HEALTHY		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3 18	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 13	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 1486	
	6 Total number of volunteers (estimate if necessary)	6 1820	
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.	
b Net unrelated business taxable income from Form 990-T, line 34	7b 0.		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 8,676,904.	Current Year 3,130,460.
	9 Program service revenue (Part VIII, line 2g)	20,225,468.	23,365,821.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	285,323.	252,309.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	794,490.	778,866.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	29,982,185.	27,527,456.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,392,941.	1,986,868.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	13,011,188.	14,121,471.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ► 667,809.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	9,987,052.	12,155,540.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	24,391,181.	28,263,879.
19 Revenue less expenses. Subtract line 18 from line 12	5,591,004.	-736,423.	
Expenses	20 Total assets (Part X, line 16)	Beginning of Current Year 66,916,213.	End of Year 76,467,304.
	21 Total liabilities (Part X, line 26)	27,730,284.	37,924,184.
	22 Net assets or fund balances. Subtract line 21 from line 20	39,185,929.	38,543,120.

Part II Signature Block

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

Sign Here	► Signature of officer PAUL J GORMAN, PRESIDENT Type or print name and title	Date			
Paid	Print/Type preparer's name MICHAEL HINCHY	Preparer's signature	Date 01/08/14	Check <input type="checkbox"/> if self-employed	PTIN P00451160
Preparer	Firm's name ► KIRKLAND ALBRECHT & FREDRICKSON, LLC			Firm's EIN ► 04-3121055	
Use Only	Firm's address ► 10 FORBES ROAD WEST BRAINTREE, MA 02184			Phone no. 781-356-2000	

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes No

232001 12-10-12 LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2012)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

G16

12

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

TO PROMOTE A HEALTHY SPIRIT, MIND AND BODY FOR ALL WITH PROGRAMS FOR YOUTH DEVELOPMENT, HEALTHY LIVING, AND SOCIAL RESPONSIBILITY.**THE SOUTH SHORE YMCA RESPONDS TO THE INDIVIDUAL NEEDS OF THE 11**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 organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 11,049,387. Including grants of \$ 1,057,057.) (Revenue \$ 10,590,780.)
YOUTH DEVELOPMENT - OF THESE SERVED, OVER 40% ARE CHILDREN AND TEENS. THROUGH OUR CHILD CARE, AFTER SCHOOL AND CAMPING PROGRAMS WE PROVIDE SAFE, ENGAGING ENVIRONMENTS WHERE CHILDREN LEARN, GROW AND THRIVE WHILE PARENTS ARE AWAY FROM HOME WORKING. IN OUR LEADERSHIP DEVELOPMENT PROGRAMS, SUCH AS YOUTH AND GOVERNMENT AND LEADERS CLUBS, WE ARE ABLE TO INCORPORATE OUR YMCA CORE VALUES OF CARING, HONESTY, RESPECT AND RESPONSIBILITY TO HELP GUIDE THE YOUTH OF TODAY BECOME THE STEWARDS OF TOMORROW. THROUGH OUR AQUATICS, SPORTS & RECREATION AND HEALTH AND WELL-BEING CLASSES WE ARE PROVIDING IMPORTANT HEALTHY ACTIVITIES TO HELP ADDRESS THE NATION'S CHILDHOOD OBESITY CRISIS.

4b (Code.) (Expenses \$ 8,812,698. Including grants of \$ 531,566.) (Revenue \$ 9,452,792.)
HEALTHY LIVING - WITH A COMMITMENT TO BEING ACCESSIBLE FOR PEOPLE OF ALL AGES, ABILITIES, BACKGROUNDS AND INCOMES WE SERVE OVER 60,000 MEMBERS AND PROGRAM PARTICIPANTS WITH SERVICES AND PROGRAMS THAT BUILD HEALTH OF SPIRIT, MIND AND BODY FOR ALL. AS THE NATION'S HEALTH CRISIS GROWS, ACCESS TO PROGRAMS THAT IMPROVE HEALTH AND WELL-BEING IS ESSENTIAL TO CREATING HEALTHY COMMUNITIES. THROUGH PROGRAMS SUCH AS OUR PARTNERSHIP PROGRAM WHERE VOLUNTEERS PARTNER WITH INDIVIDUALS WITH DISABILITIES, FAMILY WORKOUT WHERE CHILDREN AGES 7 AND UP EXERCISE ALONG SIDE THEIR PARENTS, OR THROUGH OUR TRANSITION PROGRAMS SUCH AS ARTHRITIS AQUATICS, CARDIAC CARE OR DIABETES PREVENTION WE CREATE SAFE, SUPPORTIVE, CARING ENVIRONMENTS WHERE HEALTHY LIVING IS ATTAINABLE.

4c (Code.) (Expenses \$ 4,820,669. Including grants of \$ 398,245.) (Revenue \$ 3,322,252.)
SOCIAL RESPONSIBILITY - AS A CAUSE-DRIVEN ORGANIZATION OUR PURPOSE IS STRENGTHENING OUR COMMUNITIES. THROUGH THE DEVELOPMENT OF PARTNERSHIPS AND COLLABORATIONS WITH OTHER COMMUNITY ORGANIZATIONS WE WORK TO IDENTIFY AND RESPOND TO COMMUNITY NEEDS. AT THE GERMANTOWN NEIGHBORHOOD CENTER PROGRAMS SUCH AS THE WOMEN'S DOMESTIC ADVOCACY NETWORK, FAMILY EMERGENCY FUND AND FOOD PANTRY, WHICH IS CURRENTLY SERVING OVER 1,400 INDIVIDUALS MONTHLY, PROVIDE ESSENTIAL SERVICES, PROGRAMS AND NECESSITIES TO BREAK THE CYCLE OF GENERATIONAL POVERTY AND ABUSE. THROUGH OUR VOLUNTEER PROGRAM, WE ENGAGE OVER 700 VOLUNTEERS TO PROVIDE ASSISTANCE WITH GOVERNANCE ON OUR BOARDS, COMMITTEES, PROGRAMS AND SERVICES. ADDITIONALLY, OUR ANNUAL SUPPORT CAMPAIGN HAS OVER 750 FUNDRAISING VOLUNTEERS WHO HELP TO RAISE OVER \$1.2 MILLION DOLLARS FOR

4d Other program services (Describe in Schedule O.)

(Expenses \$ _____ Including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► **24,682,754.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. <ul style="list-style-type: none"> a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> 	11a X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	11b X	
12b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	11c X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	11d X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	11e X	
14b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	11f X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	12a X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	12b X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	13 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	14a X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	14b X	
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	15 X	
20b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	16 X	
	17 X	
	18 X	
	19 X	
	20a X	
	20b X	

Part IV Checklist of Required Schedules (continued)

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

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	63
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1486
b 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 (see instructions)	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
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)?	4a	X
b If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	5a	X
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5b	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5c	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	6a	X
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 as charitable contributions?	6b	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	7a	X
7 Organizations that may receive deductible contributions under section 170(c).	7b	
a 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?	7c	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7d	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7e	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7f	X
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7g	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7h	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	8	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9a	
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?	9b	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?		
b Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	18	
1b		13	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	X	
6	Did the organization have members or stockholders?	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?		
b	Each committee with authority to act on behalf of the governing body?		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

	Yes	No
10a	X	
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	
11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	
12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	
13	X	
14	X	
15	X	
a	The organization's CEO, Executive Director, or top management official	
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	
16a	X	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	
16b		X

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ► MA
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
	<input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► JAMES JAROSZ, VP FINANCE & SYSTEMS - 781-264-9400 91 LONGWATER CIRCLE, SUITE 100, NORWELL, MA 02061

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

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

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

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(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			
(1) DANIEL DEMARCO CHAIRMAN, TREASURER	1.50 X						0.	0.	0.
(2) DAVID KEEFE VICE CHAIR	1.50 X						0.	0.	0.
(3) PHIL LUSSIER VICE CHAIR	1.50 X						0.	0.	0.
(4) GEORGE ATKINSON DIRECTOR	1.50 X						0.	0.	0.
(5) K. DOUGLAS BRIGGS DIRECTOR	1.50 X						0.	0.	0.
(6) STEVEN BRIGGS DIRECTOR	1.50 X						0.	0.	0.
(7) ALEXANDER G. CLARK DIRECTOR	1.50 X						0.	0.	0.
(8) RONALD CLEAVES DIRECTOR	1.50 X						0.	0.	0.
(9) MARK DICKINSON DIRECTOR	1.50 X						0.	0.	0.
(10) MARK GILLARD DIRECTOR	1.50 X						0.	0.	0.
(11) RICHARD JOHNSON DIRECTOR	1.50 X						0.	0.	0.
(12) DONALD J. MACKINNON DIRECTOR	1.50 X						0.	0.	0.
(13) JONATHAN NORTON DIRECTOR	1.50 X						0.	0.	0.
(14) PETER RACICOT DIRECTOR	1.50 X						0.	0.	0.
(15) ANDREW K. SULLIVAN DIRECTOR	1.50 X						0.	0.	0.
(16) JAMES G. WELCH DIRECTOR	1.50 X						0.	0.	0.
(17) SUZANNE L. STEFANY DIRECTOR	1.50 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 (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(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			
(18) PAUL GORMAN PRESIDENT	40.00			X			267,245.	0.	46,936.
(19) JOHN IRELAND VP - OPERATIONS	40.00			X			154,402.	0.	27,983.
(20) CHERYL BOTIERI VP - MISSION ADVANCEMENT	40.00			X			101,385.	0.	12,588.
(21) JAMES JAROSZ VP - FINANCE & SYSTEMS	40.00			X			154,402.	0.	27,983.
(22) JEANETTE PAUL VP - HUMAN RESOURCES	40.00			X			99,745.	0.	21,227.
(23) BRUCE NETHERWOOD VP - CAMPING SERVICES & OUTDOOR EDUC	40.00			X			100,770.	0.	26,536.
(24) LAWRENCE DINARDO CLERK	1.50			X			0.	0.	0.
1b Sub-total							877,949.	0.	163,253.
c Total from continuation sheets to Part VII, Section A							0.	0.	0.
d Total (add lines 1b and 1c)							877,949.	0.	163,253.

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

5

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
CALLAHAN, INC 80 FIRST STREET, BRIDGEWATER, MA 02324	CONSTRUCTION CONTRACTOR	3,298,145.
S.E. LUTTAZI & SONS, INC. 41 LEDIN DRIVE, AVON, MA 02322	CONSTRUCTION CONTRACTOR	1,267,459.
PYNE CONSTRUCTION ONE BILLINGS ROAD, NORTH QUINCY, MA 02171	CONSTRUCTION CONTRACTOR	806,580.
HOSTETTER HOMES 770A MAIN STREET, OSTERVILLE, MA 02655	CONSTRUCTION CONTRACTOR	311,900.
SHEKEY ARCHITECTS PO BOX 11737, NEWARK, NJ 07101	ARCHITECT & DESIGN	231,200.

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

5

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514 ¹
Contributions, Gifts, Grants and Other Similar Amounts					
1 a Federated campaigns	1a	61,209.			
b Membership dues	1b				
c Fundraising events	1c				
d Related organizations	1d				
e Government grants (contributions)	1e				
f All other contributions, gifts, grants, and similar amounts not included above	1f	3,069,251.			
g Noncash contributions included in lines 1a-1f \$		476,899.			
h Total. Add lines 1a-1f		3,130,460.			
Program Service Revenue					
2 a DUES AND ASSESSMENTS	Business Code				
b RESIDENT, DAY CAMP	713940	10,325,330.	10,325,330.		
c PROGRAM FEES	713940	4,683,146.	4,683,146.		
d CHILD CARE	713940	4,394,684.	4,394,684.		
e	624410	3,962,661.	3,962,661.		
f All other program service revenue					
g Total. Add lines 2a-2f		23,365,821.			
Other Revenue					
3 Investment income (including dividends, interest, and other similar amounts)		169,280.			169,280.
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6 a Gross rents	(i) Real				
b Less: rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)					
7 a Gross amount from sales of assets other than inventory	(i) Securities				
b Less: cost or other basis and sales expenses	266,705.				
c Gain or (loss)	183,676.				
d Net gain or (loss)	83,029.				
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a	699,376.			
b Less: direct expenses	b	159,279.			
c Net income or (loss) from fundraising events			540,097.		540,097.
9 a Gross income from gaming activities. See Part IV, line 19	a				
b Less: direct expenses	b				
c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a				
b Less: cost of goods sold	b				
c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code				
11 a MERCHANDISE & VENDING	900099	142,625.	142,625.		
b OTHER INCOME	900099	51,510.	51,510.		
c FACILITY RENT	900002	44,634.	44,634.		
d All other revenue					
e Total. Add lines 11a-11d		238,769.			
12 Total revenue. See instructions.		27,527,456.	23,687,619.	0.	709,377.

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).

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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 United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	1,986,868.	1,986,868.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	11,595,612.	9,579,754.	1,531,002.	484,856.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	656,118.	480,608.	147,364.	28,146.
9 Other employee benefits	687,390.	476,341.	186,025.	25,024.
10 Payroll taxes	1,182,351.	966,203.	174,788.	41,360.
11 Fees for services (non-employees):				
a Management				
b Legal	21,664.	2,000.	19,664.	
c Accounting	76,490.		76,490.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	792,693.	585,401.	185,426.	21,866.
12 Advertising and promotion	331,703.	257,211.	34,844.	39,648.
13 Office expenses	262,890.	246,198.		16,692.
14 Information technology				
15 Royalties				
16 Occupancy	1,014,473.	985,324.	29,149.	
17 Travel	30,840.	19,304.	8,332.	3,204.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	48,164.	11,811.	34,901.	1,452.
20 Interest	289,157.	289,157.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	4,946,849.	4,843,901.	102,948.	
23 Insurance	307,410.	280,816.	26,594.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a SUPPLIES	1,448,019.	1,269,144.	178,875.	
b UTILITIES	1,285,371.	1,285,371.		
c BANK SERVICE CHARGES	280,018.	280,018.		
d VEHICLE COSTS	200,149.	190,456.	9,693.	
e All other expenses	819,650.	646,868.	167,221.	5,561.
25 Total functional expenses. Add lines 1 through 24e	28,263,879.	24,682,754.	2,913,316.	667,809.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ► if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	196,850.	1	81,759.
	2 Savings and temporary cash investments	1,752,933.	2	2,482,115.
	3 Pledges and grants receivable, net	3,837,293.	3	3,120,397.
	4 Accounts receivable, net	300,621.	4	385,665.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net	29,088.	7	32,401.
	8 Inventories for sale or use	105,553.	8	183,920.
	9 Prepaid expenses and deferred charges			
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 82,067,485.		
	b Less: accumulated depreciation	10b 25,117,633.	10c	56,949,852.
	11 Investments - publicly traded securities	6,111,920.	11	6,689,031.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets	646,354.	14	624,505.
	15 Other assets. See Part IV, line 11	12,448,209.	15	5,917,659.
16 Total assets. Add lines 1 through 15 (must equal line 34)	66,916,213.	16	76,467,304.	
Liabilities	17 Accounts payable and accrued expenses	3,130,272.	17	5,326,841.
	18 Grants payable		18	
	19 Deferred revenue	402,837.	19	528,365.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other 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	23,534,415.	23	31,628,978.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	662,760.	25	440,000.
	26 Total liabilities. Add lines 17 through 25	27,730,284.	26	37,924,184.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	31,767,690.	27	36,416,781.
	28 Temporarily restricted net assets	5,372,778.	28	579,253.
	29 Permanently restricted net assets	2,045,461.	29	1,547,086.
	Organizations that do not follow SFAS 117 (ASC 958), 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	39,185,929.	33	38,543,120.
	34 Total liabilities and net assets/fund balances	66,916,213.	34	76,467,304.

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	27,527,456.
2 Total expenses (must equal Part IX, column (A), line 25)	2	28,263,879.
3 Revenue less expenses. Subtract line 2 from line 1	3	-736,423.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	39,185,929.
5 Net unrealized gains (losses) on investments	5	654,261.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	-560,647.
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	38,543,120.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	<input checked="" type="checkbox"/>
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	<input checked="" type="checkbox"/>
2b Were the organization's financial statements audited by an independent accountant?		
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2c	<input checked="" type="checkbox"/>
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?		
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
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?	3a	<input checked="" type="checkbox"/>
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	3b	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

SOUTH SHORE Y.M.C.A.

Employer identification number

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 described in 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.

a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

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 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)		

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

I HAD

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

Schedule A (Form 990 or 990-EZ) 2012

232021
12-04-12

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	11146798.	11480528.	11872099.	8696394.	3829836.	47025655.
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	8855996.	9009804.	9000943.	20865486.	23365821.	71098050.
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	20002794.	20490332.	20873042.	29561880.	27195657.	118123705
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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						0.
c Add lines 7a and 7b						0.
8 Public support. (Subtract line 7c from line 6.)						118123705

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	20002794.	20490332.	20873042.	29561880.	27195657.	118123705
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	224,010.	98,414.	118,518.	530,256.	915,975.	1887173.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	224,010.	98,414.	118,518.	530,256.	915,975.	1887173.
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.)	272,247.	299,123.	375,558.	329,793.	238,769.	1515490.
13 Total support. (Add lines 9, 10c, 11, and 12.)	20499051.	20887869.	21367118.	30421929.	28350401.	121526368
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	97.20	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	97.41	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	1.55	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	1.30	%

19a 33 1/3% support tests - 2012. 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 - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

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

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012
Open to Public
Inspection

Name of the organization

SOUTH SHORE Y.M.C.A.

Employer identification number
04-2105881**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	2d
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.	► \$ _____
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs
 e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

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 XIII 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 XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	6,503,786.	6,123,764.	5,798,913.	5,701,126.	6,577,590.
b Contributions	49,241.	197,226.	50.	28,130.	47,237.
c Net investment earnings, gains, and losses	842,279.	516,932.	640,514.	294,693.	-538,217.
d Grants or scholarships					
e Other expenditures for facilities and programs	200,454.	317,572.	298,350.	225,036.	385,484.
f Administrative expenses	16,717.	16,564.	17,363.		
g End of year balance	7,178,135.	6,503,786.	6,123,764.	5,798,913.	5,701,126.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► 97.28 %

b Permanent endowment ► %

c Temporarily restricted endowment ► 2.72 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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)		X
3a(ii)		X
3b		

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		8,023,177.		8,023,177.
b Buildings		43,221,635.	18,988,621.	24,233,014.
c Leasehold improvements				
d Equipment		1,356,808.	1,350,460.	6,348.
e Other		29,465,865.	4,778,552.	24,687,313.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)			►	56,949,852.

Schedule D (Form 990) 2012

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

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

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

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

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

(a) Description	(b) Book value
(1) REAL ESTATE - GERMANTOWN	440,000.
(2) CASH RESTRICTED FOR PROGRAMS AND OTHER PURPOSES	97,927.
(3) ESCROW ACCOUNTS	5,379,732.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	5,917,659.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) OTHER-GERMANTOWN	440,000.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	440,000.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

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

1 Total revenue, gains, and other support per audited financial statements

2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:

a Net unrealized gains on investments

b Donated services and use of facilities

c Recoveries of prior year grants

d Other (Describe in Part XIII.)

e Add lines 2a through 2d

3 Subtract line 2e from line 1

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

b Other (Describe in Part XIII.)

c Add lines 4a and 4b

5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)

1

2e

3

4c

5

2a

2b

2c

2d

4a

4b

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

1 Total expenses and losses per audited financial statements

2 Amounts included on line 1 but not on Form 990, Part IX, line 25:

a Donated services and use of facilities

b Prior year adjustments

c Other losses

d Other (Describe in Part XIII.)

e Add lines 2a through 2d

3 Subtract line 2e from line 1

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

b Other (Describe in Part XIII.)

c Add lines 4a and 4b

5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)

1

2e

3

4c

5

2a

2b

2c

2d

4a

4b

Part XIII Supplemental Information

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

PART V, LINE 4: THE INTENTION IS TO EARN A SAFE RETURN ON THE

INVESTMENTS AND TO USE FUNDS TO SUPPORT CURRENT UNRESTRICTED OPERATIONS OF THE ASSOCIATION.

PART X, LINE 2: THE ASSOCIATION IS A NOT-FOR-PROFIT SOCIAL WELFARE

CORPORATION THAT IS QUALIFIED UNDER SECTION 501(C) (3) OF THE INTERNAL

REVENUE CODE AND IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES. THE

ASSOCIATION ACCOUNTS FOR UNCERTAIN TAX POSITIONS IN ACCORDANCE WITH FASB

ASC TOPIC ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. THE TOPIC PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT PROCESS FOR FINANCIAL STATEMENT RECOGNITION OF UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. THE TOPIC ALSO PROVIDES GUIDANCE ON RECOGNITION, DERECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES, ACCOUNTING IN INTERIM PERIODS, DISCLOSURE AND TRANSITION. MANAGEMENT BELIEVES THE ASSOCIATION HAS NO MATERIAL UNCERTAINTIES IN INCOME TAXES. THE ASSOCIATION'S OPEN TAX YEARS INCLUDE 2012, 2011 AND 2010.

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.

Name of the organization

Employer identification number
04-2105881

SOUTH SHORE Y.M.C.A.

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.

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

2 a 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 services?

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.

Total

3 List all states in which the organization is registered or licensed to solicit contributions 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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

Revenue	(a) Event #1 ENCHANTED EVENING (event type)	(b) Event #2 TASTE OF THE SOUTH SHORE (event type)	(c) Other events 2 (total number)	(d) Total events (add col. (a) through col. (c))
1 Gross receipts	312,017.	222,936.	164,423.	699,376.
2 Less: Contributions				
3 Gross income (line 1 minus line 2)	312,017.	222,936.	164,423.	699,376.
4 Cash prizes				
5 Noncash prizes				
6 Rent/facility costs				
7 Food and beverages				
8 Entertainment				
9 Other direct expenses	81,053.	34,799.	43,427.	159,279.
10 Direct expense summary. Add lines 4 through 9 in column (d)				► (159,279 ,
11 Net income summary. Combine line 3, column (d), and line 10				► 540,097 .

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.

Revenue		(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 Noncash prizes					
4 Rent/facility costs					
5 Other direct expenses					
6 Volunteer labor		<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)					► ()
8 Net gaming income summary. Combine line 1, column d, and line 7					►

9 Enter the state(s) in which the organization operates gaming activities:

a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain:

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain:

11 Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in:

13a	%
13b	%

a The organization's facility

b An outside facility

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

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.

c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

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

Part III can be duplicated 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
THE ASSOCIATION PROVIDES NON-CASH FINANCIAL ASSISTANCE TO QUALIFIED APPLICANTS IN MANY OF ITS PROGRAMS BASED UPON ESTABLISHED SCHEDULES OF FAMILY INCOME LEVEL	9947	0.	1,392,941.		DISCOUNTS ON MEMBERSHIP, PROGRAM FEES, CHILD-CARE SERVICES.

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

SOUTH SHORE Y.M.C.A.

Employer identification number

04-2105881

Part I Questions Regarding Compensation

Line	Question	Yes	No
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.		
1b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain		
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?	X	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.		
4a	Compensation committee	X	Written employment contract
4b	Independent compensation consultant	X	Compensation survey or study
4c	Form 990 of other organizations	X	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?	X	
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 section 501(c)(3) and 501(c)(4) organizations 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?		X
b	Any related organization?	X	
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?	X	
b	Any related organization?	X	
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 Regulations 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)?	X	

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

Schedule J (Form 990) 2012

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

(For each individual whose compensation must be reported in Schedule I 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 980 Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

PART I, LINE 7: PRESIDENT/CEO'S AND VICE PRESIDENTS' COMPENSATION IS REVIEWED ANNUALLY BY THE BOARD OF DIRECTORS.

SCHEDULE K
(Form 990)
Department of the Treasury
Internal Revenue Service

ENTITY 1

OMB No. 1545-0047
2012
Open to Public
Inspection

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

Name of the organization

SOUTH SHORE Y.M.C.A.

Employer identification number
04-2105881

Supplemental Information on Tax-Exempt Bonds

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

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased	(h) On behalf of issuer	(i) Pooled financing			
						Yes	No	Yes	No	Yes	No
A MASS DEV FINANCE AGENCY		NONE	04/17/03	3,400,000	NEW CONSTRUCTION		X	X			X
B MASS DEV FINANCE AGENCY		NONE	04/17/03	2,100,000	NEW CONSTRUCTION		X	X			X
C MASS DEV FINANCE AGENCY		NONE	05/01/12	8,000,000	NEW CONSTRUCTION		X	X			X
D MASS DEV FINANCE AGENCY		NONE	05/01/12	2,400,000	NEW CONSTRUCTION		X	X			X

Part II Proceeds

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

Part III Private Business Use

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

SCHEDULE K
(Form 990)
Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" to Form 990, Part IV, line 2a. Provide descriptions, explanations, and any additional information in Part VI.
► Attach to Form 990.
► See separate instructions.

ENTITY 2

OMB No 1545-0047
2012
Open to Public
Inspection

Name of the organization

SOUTH SHORE Y.M.C.A.

► See separate instructions.

Employer identification number

04-2105881

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased (h) On behalf of issuer	(i) Pooled financing
						Yes	No
						Yes	No
A MASS DEV FINANCE AGENCY		NONE	05/01/12	2,400,000	NEW CONSTRUCTION	X	X
B MASS DEV FINANCE AGENCY		NONE	05/01/12	7,500,000	NEW CONSTRUCTION	X	X
C MASS DEV FINANCE AGENCY		NONE	05/01/12	7,500,000	NEW CONSTRUCTION	X	X
D MASS DEV FINANCE AGENCY		NONE	05/01/12	7,100,000	NEW CONSTRUCTION	X	X

Part II Proceeds

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

Part III Private Business Use

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

SCHEDULE K
(Form 990)
 Department of the Treasury
 Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds
 ► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part V.
 ► Attach to Form 990.
 ► See separate instructions.

ENTITY 3

OMB No. 1545-0047
2012
 Open to Public
 Inspection

Name of the organization

SOUTH SHORE Y.M.C.A.

► See separate instructions.

Name of the organization
 SOUTH SHORE Y.M.C.A.
 Employer identification number
 04-2105881

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased	(h) On behalf of issuer	(i) Pooled financing
						Yes	No	Yes
						Yes	No	No
A MASS DEV FINANCE AGENCY		NONE	05/01/12	7,100,000	NEW CONSTRUCTION	X	X	X
B								
C								
D								

Part II Proceeds

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

Part III Private Business Use

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

Part III Private Business Use (Continued)

	A	B	C	D
	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X	X	X
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?				
c Are there any research agreements that may result in private business use of bond-financed property?	X	X	X	X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?				
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	▲	%	%	%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	▲	%	%	%
6 Total of lines 4 and 5		%	%	%
7 Does the bond issue meet the private security or payment test?		X	X	X
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X	X	X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of				
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?				
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X	X	X
Part IV Arbitrage				
	A	B	C	D
	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X	X	X
2 If "No" to line 1, did the following apply?				
a Rebate not due yet?			X	X
b Exception to rebate?			X	X
c No rebate due?			X	X
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed				
3 Is the bond issue a variable rate issue?				
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?				
b Name of provider				
c Term of hedge				
d Was the hedge superintegrated?				
e Was the hedge terminated?				

Schedule K (Form 990) 2012

04-2105881

ENTITY 2

Page 2

Part III Private Business Use (Continued)

SOUTH SHORE Y.M.C.A.

	Part III Private Business Use (Continued)			
	A	B	C	D
Yes	No	Yes	No	
3a Are there any management or service contracts that may result in private business use of bond-financed property?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Are there any research agreements that may result in private business use of bond-financed property?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Total of lines 4 and 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Does the bond issue meet the private security or payment test?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If 'Yes' to line 8a, enter the percentage of bond-financed property sold or disposed of	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c If 'Yes' to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-22?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-22?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Part IV Arbitrage	A	B	C	D
	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 If 'No' to line 1, did the following apply?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a Rebate not due yet?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b Exception to rebate?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c No rebate due?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d If you checked 'No rebate due' in line 2c, provide in Part V the date the rebate computation was performed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Is the bond issue a variable rate issue?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b Name of provider	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c Term of hedge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d Was the hedge superintegrated?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e Was the hedge terminated?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	A	B	C	D
	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	<input checked="" type="checkbox"/>			
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	<input checked="" type="checkbox"/>			
c Are there any research agreements that may result in private business use of bond-financed property?	<input checked="" type="checkbox"/>			
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	<input checked="" type="checkbox"/>			
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	►	%	%	%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	►	%	%	%
6 Total of lines 4 and 5		%	%	%
7 Does the bond issue meet the private security or payment test?	<input checked="" type="checkbox"/>			
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?	<input checked="" type="checkbox"/>			
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%	%	%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?				
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	<input checked="" type="checkbox"/>			
Part IV Arbitrage				
	A	B	C	D
	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?	<input checked="" type="checkbox"/>			
2 If "No" to line 1, did the following apply?				
a Rebate not due yet?	<input checked="" type="checkbox"/>			
b Exception to rebate?	<input checked="" type="checkbox"/>			
c No rebate due?	<input checked="" type="checkbox"/>			
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed				
3 Is the bond issue a variable rate issue?	<input checked="" type="checkbox"/>			
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	<input checked="" type="checkbox"/>			
b Name of provider				
c Term of hedge				
d Was the hedge superintegrated?				
e Was the hedge terminated?				

	A	B	C	D
	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X	X	X
b Name of provider				X
c Term of GIC				
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?				
6 Were any gross proceeds invested beyond an available temporary period?	X		X	X
7 Has the organization established written procedures to monitor the requirements of section 148?	X	X	X	X

Part V Procedures To Undertake Corrective Action

	A	B	C	D
	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?				

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

	A				B				C				D			
	Yes	No														
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?																
b Name of provider																
c Term of GIC																
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?																
6 Were any gross proceeds invested beyond an available temporary period?																
7 Has the organization established written procedures to monitor the requirements of section 148?																

Part V Procedures To Undertake Corrective Action

	A				B				C				D			
	Yes	No														
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?																

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

	C			
	A	B	C	D
Yes	No	Yes	No	
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?				
b Name of provider	X			
c Term of GIC				
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?				
6 Were any gross proceeds invested beyond an available temporary period?	X			
7 Has the organization established written procedures to monitor the requirements of section 148?	X			

Part V Procedures To Undertake Corrective Action

	C			
	A	B	C	D
Yes	No	Yes	No	
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?				

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
EASTERN BANK	EXEC VP OF EASTERN	17,000.	THE ASSOCIA	X	
BURGIN PLATNER HURLEY INSU	QUINCY MUTUAL OFFIC	271,291.	BURGIN PLAT	X	
SHESKEY ARCHITECTS	PART OWNER OF SHESK	101,104.	SHESKEY ARC	X	
QUINCY MUTUAL FIRE INSURAN	QUINCY MUTUAL OFFIC	8,000,000.	THE ASSOCIA	X	
BAKER BRAVERMAN & BARBADOR	FIRM IS GENERAL COU	23,097.	THE ASSOCIA	X	
WEBSTER BANK	FORMER ASSOCIATION	17,000,000.	THE ASSOCIA	X	
GRANITE TELECOMMUNICATIONS	OWNER WAS A BOARD M	54,242.	BUSINESS PR	X	

Part V Supplemental Information

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

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:**(A) NAME OF PERSON: EASTERN BANK****(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:**EXEC VP OF EASTERN INSURANCE GROUP (AN AFFILIATE) IS A DIRECTOR AT SS-YMCA(D) DESCRIPTION OF TRANSACTION: THE ASSOCIATION HAS LONG-TERM DEBT WITH EASTERN BANK, INCLUDING BONDS ISSUED BY THE MASSACHUSETTS DEVELOPMENT FINANCE AGENCY AND PURCHASED BY EASTERN BANK. IN ADDITION, EASTERN BANK PROVIDES CASH HANDLING AND MANAGEMENT SERVICES AND FOR WHICH THE ASSOCIATION PAID \$45,020**(A) NAME OF PERSON: BURGIN PLATNER HURLEY INSURANCE AGENCY LLC****(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:**QUINCY MUTUAL OFFICERS (PARENT CORP) ARE DIRECTORS AT THE SOUTH SHORE YMCA.(D) DESCRIPTION OF TRANSACTION: BURGIN PLATNER HURLEY PROVIDES INSURANCE BROKERAGE AND RISK MANAGEMENT SERVICES TO THE SOUTH SHORE YMCA. BURGIN PLATNER PLACES THE YMCA'S COVERAGE WITH A VARIETY OF CARRIERS, INCLUDING COMMERCE, HANOVER, CHUBB, ACADIA, ONE BEACON, HARTFORD STEAM BOILER, NATIONAL UNION FIRE AND NEW HAMPSHIRE INSURANCE COMPANY (AIG). NONE OF THE YMCA'S POLICIES WERE PLACED WITH QUINCY MUTUAL.

Part V Supplemental Information

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

(A) NAME OF PERSON: SHESKEY ARCHITECTS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

PART OWNER OF SHESKEY ARCHITECTS WAS A DIRECTOR AT THE SOUTH SHORE YMCA.

(D) DESCRIPTION OF TRANSACTION: SHESKEY ARCHITECTS PROVIDES

ARCHITECTURAL SERVICES TO THE SOUTH SHORE YMCA ON A FEE BASIS. FEES

CHARGED BY THIS FIRM TO THE SOUTH SHORE YMCA HAVE BEEN INDEPENDENTLY

VERIFIED WITH ARCHITECTURAL CONSULTANTS FROM THE YMCA OF THE USA AS ON

AVERAGE BEING MATERIALLY LOWER THAN GOING RATES FOR YMCA PROJECTS.

(A) NAME OF PERSON: QUINCY MUTUAL FIRE INSURANCE COMPANY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

QUINCY MUTUAL OFFICERS ARE DIRECTORS AT THE SOUTH SHORE YMCA.

(D) DESCRIPTION OF TRANSACTION: THE ASSOCIATION HAS LONG-TERM DEBT WITH

QUINCY MUTUAL, INCLUDING BONDS ISSUED BY THE MASSACHUSETTS DEVELOPMENT

FINANCE AGENCY AND PURCHASED BY QUINCY MUTUAL. IN ADDITION, QUINCY

MUTUAL PROVIDED INSURANCE BROKERAGE AND RISK MANAGEMENT SERVICES THROUGH

AN AFFILIATE (SEE BURGIN PLATNER). COVERAGE WAS FROM A VARIETY OF

CARRIERS BUT NONE WAS PLACED WITH QUINCY MUTUAL.

(A) NAME OF PERSON: BAKER BRAVERMAN & BARBADORO P.C.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FIRM IS GENERAL COUNSEL AT THE SOUTH SHORE YMCA, FIRM EMPLOYEE IS CLERK

(D) DESCRIPTION OF TRANSACTION: THE ASSOCIATION PAID APPROXIMATELY

\$89,000 IN FEES AND THE BALANCE IN TITLE INSURANCE AND OTHER COSTS OF

FINANCING

(A) NAME OF PERSON: WEBSTER BANK

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

Part V Supplemental Information

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

FORMER ASSOCIATION TREASURER IS A WEBSTER BANK REGIONAL PRESIDENT

**(D) DESCRIPTION OF TRANSACTION: THE ASSOCIATION HAS LONG-TERM DEBT WITH
WEBSTER BANK, INCLUDING BONDS ISSUED BY THE MASSACHUSETTS DEVELOPMENT
FINANCE AGENCY AND PURCHASED BY WEBSTER BANK.**

(A) NAME OF PERSON: GRANITE TELECOMMUNICATIONS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

OWNER WAS A BOARD MEMBER

(D) DESCRIPTION OF TRANSACTION: BUSINESS PROVIDES COMMUNICATIONS

SERVICES ON A COMPETITIVE BASIS

SCHEDULE M
(Form 990)Department of the Treasury
Internal Revenue Service**Noncash Contributions**

OMB No. 1545-0047

2012Open to Public
Inspection

Name of the organization

SOUTH SHORE Y.M.C.A.Employer identification number
04-2105881**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	3	354,796.	RETAIL PER FOOD BANK
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (MISCELLANEOUS)	X	25	101,333.	FACE VALUE / ESTIMAT
26 Other ► (SOFTWARE)	X	1	20,770.	INVOICES & ESTIMATE
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**

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?
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?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31		X
32a		X

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

Schedule M (Form 990) (2012)

232141
12-20-12

10120108 758665 6406101

2012.05020 SOUTH SHORE Y.M.C.A.

64061011

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012
Open to Public
Inspection

Name of the organization

SOUTH SHORE Y.M.C.A.

Employer identification number
04-2105881

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

LIVING, AND SOCIAL RESPONSIBILITY.

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

COMMUNITIES IN ITS SERVICE AREA BY FOCUSING OUR WORK IN THREE KEY AREAS: NURTURING THE POTENTIAL OF KIDS, HELPING PEOPLE LIVE HEALTHIER LIVES, AND SUPPORTING OUR NEIGHBORS ARE FUNDAMENTAL TO STRENGTHENING OUR COMMUNITIES. MORE THAN 60,000 INDIVIDUALS FROM TOWNS AND CITIES ARE IMPACTED EACH YEAR.

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

SCHOLARSHIPS AND FINANCIAL ASSISTANCE. THESE FUNDS HELP TO BREAK DOWN BARRIERS AS WE STRIVE TO ENSURE THAT NO CHILD, TEEN, ADULT OR SENIOR IS EXCLUDED FROM PARTICIPATING IN OUR PROGRAMS OR SERVICES REGARDLESS OF ABILITY TO PAY.

FORM 990, PART VI, SECTION A, LINE 2: RONALD CLEAVES, A DIRECTOR ON THE BOARD OF DIRECTORS OF THE SOUTH SHORE YMCA IS AN EXECUTIVE OF EASTERN BANK.

K. DOUGLAS BRIGGS AND STEVEN BRIGGS ARE BROTHERS AND ARE DIRECTORS ON THE BOARD OF DIRECTORS OF THE SOUTH SHORE YMCA. BOTH ARE OFFICERS AT QUINCY MUTUAL GROUP, THE PARENT COMPANY OF BURGIN PLATNER HURLEY INSURANCE AGENCY, LLC. K. DOUGLAS BRIGGS IS ALSO A TRUSTEE OF EASTERN BANK.

ALEXANDER G. CLARK, DIRECTOR ON THE BOARD OF DIRECTORS OF THE SOUTH SHORE YMCA, A DIRECTOR AT QUINCY MUTUAL GROUP, THE PARENT COMPANY OF BURGIN

Name of the organization

SOUTH SHORE Y.M.C.A.

Employer identification number
04-2105881PLATNER HURLEY INSURANCE AGENCY, AND A TRUSTEE AT EASTERN BANK.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS PROVIDED TO THE GOVERNING BODY PRIOR TO FILING. THE BOARD HAS DESIGNATED THE TREASURER (CHAIR OF FINANCE COMMITTEE) AND THE CHAIR OF THE AUDIT COMMITTEE TO REVIEW THE FORM 990 PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE CONFLICT OF INTEREST POLICY IS CIRCULATED ANNUALLY TO BOARD MEMBERS, OFFICERS, AND KEY EMPLOYEES, AND REQUIRES REPORTING OF ANY CONFLICTS OF INTEREST TO THE CEO WHO FOLLOWS UP ON ANY REPORTED MATTERS.

FORM 990, PART VI, SECTION B, LINE 15: THE COMPENSATION OF THE TOP 10 PAID EXECUTIVES AT THE SOUTH SHORE YMCA IS COMPARED TO NATIONAL YMCA COMPENSATION STATISTICS AS WELL AS LOCAL (NON-YMCA) INFORMATION. THESE SALARIES AND COMPARATIVE DATA ARE REVIEWED AND APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS EACH YEAR.

FORM 990, PART VI, SECTION C, LINE 18: THE FORM 990 MAY BE OBTAINED UPON WRITTEN REQUEST TO THE ASSOCIATION AT THE ASSOCIATION'S ADDRESS, TO THE ATTENTION OF THE VP OF FINANCE.

THE FORM 990 MAY ALSO BE OBTAINED FROM THE GUIDESTAR.ORG WEBSITE, OR FROM THE WEBSITE OF THE ATTORNEY GENERAL OF THE COMMONWEALTH OF MASSACHUSETTS, DIVISION OF PUBLIC CHARITIES, THE SEARCH FOR FILINGS FEATURE. ENTERING THE ASSOCIATION'S EMPLOYER IDENTIFICATION NUMBER, 04-2105881 WILL DISPLAY THE DOCUMENTS WHICH MAY BE VIEWED OR DOWNLOADED.

Name of the organization

SOUTH SHORE Y.M.C.A.

Employer identification number
04-2105881

FORM 990, PART VI, SECTION C, LINE 19: THE ASSOCIATION'S CONFLICT OF INTEREST POLICY IS NOT AVAILABLE TO THE PUBLIC. THE GOVERNING DOCUMENTS, INCLUDING THE ARTICLES OF ORGANIZATION AND BY-LAWS, ARE AVAILABLE FOR DOWNLOAD OR VIEWING AT THE WEBSITE OF THE MASSACHUSETTS SECRETARY OF STATE BY SEARCHING THE CORPORATION DATABASE AND INSERTING THE ASSOCIATION'S FEDERAL IDENTIFICATION NUMBER, 04-2105881 IN THE APPROPRIATE SEARCH FIELD.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

TO EXCLUDE MELODY WOODS FROM BEGINNING NET ASSETS -560,647.

FORM 990, PART XII, LINE 2C

THERE HAVE BEEN NO CHANGES FROM THE PRIOR YEAR IN THE METHODS USED BY THE COMMITTEE RESPONSIBLE FOR OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10

066

228111
05-01-12

(D) - Asset disposed

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