

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

Department of the Treasury Internal Revenue Service

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

A For the 2010 calendar year, or tax year beginning JULY 01, 2010, and ending JUNE 30, 2011

B Check if applicable: C Name of organization YMCA of San Diego County D Employer identification number 95-2039198
Address change Doing Business As
Name change Number and street (or P.O. box if mail is not delivered to street address) Room/Suite E Telephone number (858) 292-9622
Initial return 3708 Ruffin Rd
Terminated City or town, state or country, and ZIP + 4
Amended return San Diego CA 92123
Application pending F Name and address of principal officer: See attachment #1 H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
I Tax-exempt status: 501(c)(3) 501(c)( ) (insert no.) 4947(a)(1) or 527 If "No," attach a list. (see instructions)
J Website: www.ymca.org H(c) Group exemption number
K Form of organization: Corporation Trust Association Other L Year of formation: 1884 M State of legal domicile: CA

Part I Summary

Table with 3 main sections: ACTIVITIES & GOVERNANCE (lines 1-7), REVENUE (lines 8-12), and EXPENSES (lines 13-19). Includes a summary table for lines 20-22 comparing Prior Year and Current Year.

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 C. Sullivan, EVP & CFO/Operations, Date

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

For Paperwork Reduction Act Notice, see the separate instructions.

**Part III** Statement of Program Service Accomplishments

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

**1** Briefly describe the organization's mission:  
See attachment #3

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes," describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O.

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

**4a** (Code: ) (Expenses \$ 75,107,000 including grants of \$ ) (Revenue \$ 21,105,000 )  
See attachment #4

**4b** (Code: ) (Expenses \$ 14,697,000 including grants of \$ ) (Revenue \$ 14,190,000 )

**4c** (Code: ) (Expenses \$ 37,120,000 including grants of \$ ) (Revenue \$ 37,681,000 )

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

**4e Total program service expenses** ▶ \$ 126,924,000

**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules** (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II . . . . .		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 . . . . .		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 . . . . .	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 . . . . .		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . . N/A		
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? . . . . . N/A		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . . N/A		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I . . . . .		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I . . . . .		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II . . . . .	X	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III . . . . .		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 . . . . .	X	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV . . . . .		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 . . . . .	X	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M . . . . .	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M . . . . .		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I . . . . .		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 . . . . .		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 . . . . .		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 . . . . .		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? . . . . .		X
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 . . . . .		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 . . . . .		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? . . . . .	X	

**Note.** All Form 990 filers are required to complete Schedule O . . . . .



**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
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year		
	<b>1a</b> 53		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent		
	<b>1b</b> 52		
<b>2</b>	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	
<b>3</b>	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
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b>	Does the organization have members or stockholders?		X
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
<b>b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
<b>7b</b>			
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body?	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	X	
<b>8b</b>			
<b>9</b>	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
<b>9</b>			

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

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

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **CA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **See attachment #5**

**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, key employees, and highest compensated employees (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 organizations compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		INDIVIDUAL DIRECTOR	INSTITUTIONAL TRUSTEE	OFFICER	KEY EMPLOYEE	HIGHEST COMPENSATED EMPLOYEE	FORMER			
Robert W. Bauchman Director	2.00	X					0	0	0	
Joseph Benoit Vice Chair	5.00	X		X			0	0	0	
Steven R. Berk Director	2.00	X					0	0	0	
Bob Bolinger Director	2.00	X					0	0	0	
Rick Bregman Director	2.00	X					0	0	0	
Corey S. Buckner Bd of Governors Chair	5.00	X					0	0	0	
Robert D. Buell Chairman	10.00	X		X			0	0	0	
Jeffrey A. Busby Director	2.00	X					0	0	0	
Glenn R. Carlson Vice Chair	5.00	X		X			0	0	0	
Frederick W. Close, M.D. Director	2.00	X					0	0	0	
Denise Cooper Director	2.00	X					0	0	0	
James M. Cowley Director	2.00	X					0	0	0	
Thomas E. Darcy Vice Chair	5.00	X		X			0	0	0	
David Dominguez Director	2.00	X					0	0	0	
David W. Down Director	2.00	X					0	0	0	
Charles Edwards, M.D.										

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)							(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		INDIVIDUAL DIRECTOR	INSTITUTIONAL TRUSTEE	OFFICER	KEY EMPLOYEE	HIGHLY COMPENSATED EMPLOYEE	FORMER				
Director Ronald L. Ferrari	2.00	X							0	0	0
Director Scott Free	2.00	X							0	0	0
Vice Chair Randy C. Frisch	5.00	X		X					0	0	0
Director Karla Hertzog	2.00	X							0	0	0
Vice Chair T. W. Hoehn	5.00	X		X					0	0	0
Vice Chair Murray Hutchison	5.00	X		X					0	0	0
Director Pat Hindman	2.00	X							0	0	0
Director Gordon Johns	2.00	X							0	0	0
Director Greg Kaminsky	2.00	X							0	0	0
Director Jason B. Khoury	2.00	X							0	0	0
Director Bill Kowba	2.00	X							0	0	0
Director Rondey Lanthorne	2.00	X							0	0	0
<b>1b Sub-total</b>									0	0	0
<b>c Total from continuation sheets to Part VII, Section A</b>									3619471	0	494394
<b>d Total (add lines 1b and 1c)</b>									3619471	0	494394

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **▶** 30

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
See attachment #6		

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶** 10



<b>Part VIII</b>		<b>Statement of Revenue</b>		(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
CITY CENTER REGISTRARS BOUNTY ANNUALS	<b>1a</b> Federated campaigns	<b>1a</b>						
	<b>b</b> Membership dues	<b>1b</b>						
	<b>c</b> Fundraising events	<b>1c</b>	12,025,000					
	<b>d</b> Related organizations	<b>1d</b>						
	<b>e</b> Government grants (contributions)	<b>1e</b>	52,421,000					
	<b>f</b> All other contributions, gifts, grants, & similar amounts not included above	<b>1f</b>						
	<b>g</b> Noncash contributions included in lines 1a-1f:		\$					
	<b>h Total.</b> Add lines 1a-1f			64,446,000				
PROGRAM SERVICE REVENUE	<b>2a</b> Program Service Fees	<b>Business Code</b>						
		900099	47,126,000	47,126,000				
	<b>b</b> Membership Dues	900099	25,484,000	25,484,000				
	<b>c</b>							
	<b>d</b>							
	<b>e</b>							
	<b>f</b> All other program service revenue							
	<b>g Total.</b> Add lines 2a-2f			72,610,000				
OTHER REVENUE	<b>3</b> Investment income (including dividends, interest, and other similar amounts)			750,000			750,000	
	<b>4</b> Income from investment of tax-exempt bond proceeds							
	<b>5</b> Royalties							
	<b>6a</b> Gross Rents	(i) Real						
		(ii) Personal						
		<b>b</b> Less: rental expenses						
		<b>c</b> Rental income or (loss)						
	<b>d</b> Net rental income or (loss)							
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities						
		(ii) Other						
		<b>b</b> Less: cost or other basis and sales expenses						
		<b>c</b> Gain or (loss)		586,000				586,000
	<b>d</b> Net gain or (loss)			586,000			586,000	
	<b>8a</b> Gross income from fundraising events (not including \$ 3,026,000 of contributions reported on line 1c). See Part IV, line 18	<b>a</b>						
		<b>b</b> Less: direct expenses		1,896,000				
<b>c</b> Net income or (loss) from fundraising events				1,130,000			1,130,000	
<b>9a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>							
	<b>b</b> Less: direct expenses							
	<b>c</b> Net income or (loss) from gaming activities							
<b>10a</b> Gross sales of inventory, less returns and allowances	<b>a</b>		366,000					
	<b>b</b> Less: cost of goods sold							
	<b>c</b> Net income or (loss) from sales of inventory			366,000			366,000	
<b>Miscellaneous Revenue</b>		<b>Business Code</b>						
<b>11a</b>								
<b>b</b>								
<b>c</b>								
<b>d</b> All other revenue								
<b>e Total.</b> Add lines 11a-11d								
<b>12 Total revenue.</b> See instructions				139,888,000	72,610,000		2,832,000	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	30,000	30,000		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,693,000	364,000	2,022,000	307,000
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	57,433,000	54,020,000	2,744,000	669,000
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	3,672,000	3,377,000	220,000	75,000
9 Other employee benefits	2,685,000	2,470,000	178,000	37,000
10 Payroll taxes	6,315,000	5,791,000	432,000	92,000
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	81,000		81,000	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	114,000		114,000	
g Other	35,920,000	35,714,000	184,000	22,000
12 Advertising and promotion	1,097,000	938,000	86,000	73,000
13 Office expenses	1,472,000	1,308,000	160,000	4,000
14 Information technology				
15 Royalties				
16 Occupancy	6,149,000	5,792,000	357,000	
17 Travel	1,458,000	1,391,000	65,000	2,000
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	925,000	696,000	172,000	57,000
20 Interest				
21 Payments to affiliates	262,000	262,000		
22 Depreciation, depletion, and amortization #7.	5,521,000	5,264,000	257,000	
23 Insurance	521,000	473,000	48,000	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a <u>Supplies</u>	5,659,000	5,390,000	53,000	216,000
b <u>Miscellaneous</u>	1,851,000	1,792,000	41,000	18,000
c <u>Rent, Mtce &amp; Pchse of Equip</u>	1,777,000	1,708,000	69,000	
d <u>Prov for Doubtful Receivable</u>	144,000	144,000		
e				
f All other expenses				
<b>25 Total functional expenses.</b> Add lines 1 through 24f	135,779,000	126,924,000	7,283,000	1,572,000
26 <b>Joint costs.</b> Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

<b>Part X Balance Sheet</b>				(A)		(B)	
				Beginning of year		End of year	
<b>A S S E T S</b>	<b>1</b> Cash -- non-interest bearing .....			1,916,000	<b>1</b>	3,980,000	
	<b>2</b> Savings and temporary cash investments .....			6,987,000	<b>2</b>	6,564,000	
	<b>3</b> Pledges and grants receivable, net .....			5,699,000	<b>3</b>	4,113,000	
	<b>4</b> Accounts receivable, net .....			9,197,000	<b>4</b>	7,200,000	
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....				<b>5</b>	85,000	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501 (c)(9) voluntary employees' beneficiary organizations (see instructions) .....				<b>6</b>		
	<b>7</b> Notes and loans receivable, net .....				<b>7</b>		
	<b>8</b> Inventories for sale or use .....				<b>8</b>		
	<b>9</b> Prepaid expenses and deferred charges .....			390,000	<b>9</b>	648,000	
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b>	149,784,000				
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b>	46,170,000		92,601,000	<b>10c</b>	103,614,000
	<b>11</b> Investments -- publicly traded securities .....			41,484,000	<b>11</b>	37,951,000	
	<b>12</b> Investments -- other securities. See Part IV, line 11 .....				<b>12</b>		
	<b>13</b> Investments -- program-related. See Part IV, line 11 .....				<b>13</b>		
	<b>14</b> Intangible assets .....				<b>14</b>		
	<b>15</b> Other assets. See Part IV, line 11 .....			4,818,000	<b>15</b>	4,842,000	
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....			163,092,000	<b>16</b>	168,997,000		
<b>L I A B I L I T I E S</b>	<b>17</b> Accounts payable and accrued expenses .....			16,473,000	<b>17</b>	13,965,000	
	<b>18</b> Grants payable .....				<b>18</b>		
	<b>19</b> Deferred revenue .....			6,800,000	<b>19</b>	7,263,000	
	<b>20</b> Tax-exempt bond liabilities .....				<b>20</b>		
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....				<b>21</b>		
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....				<b>22</b>		
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....				<b>23</b>		
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....				<b>24</b>		
	<b>25</b> Other liabilities. Complete Part X of Schedule D .....			895,000	<b>25</b>	1,063,000	
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....			24,168,000	<b>26</b>	22,291,000	
<b>N E T A S S E T S O R</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>						
	<b>27</b> Unrestricted net assets .....			120,555,000	<b>27</b>	132,383,000	
	<b>28</b> Temporarily restricted net assets .....			14,018,000	<b>28</b>	7,402,000	
	<b>29</b> Permanently restricted net assets .....			4,351,000	<b>29</b>	6,921,000	
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>						
	<b>30</b> Capital stock or trust principal, or current funds .....				<b>30</b>		
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....				<b>31</b>		
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....				<b>32</b>		
	<b>33</b> Total net assets or fund balances .....			138,924,000	<b>33</b>	146,706,000	
	<b>34</b> Total liabilities and net assets/fund balances .....			163,092,000	<b>34</b>	168,997,000	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	139,888,000
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	135,779,000
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	4,109,000
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	138,924,000
<b>5</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>5</b>	3,673,000
<b>6</b>	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	<b>6</b>	146,706,000

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	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.		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
<b>2b</b>	Were the organization's financial statements audited by an independent accountant?	X	
<b>2c</b>	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
<b>d</b>	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
<b>3b</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	X	