

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Open to Public Inspection

Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning and ending

B Check if applicable:	C Name of organization YMCA OF METROPOLITAN DETROIT	D Employer identification number 38-1358055
<input type="checkbox"/> Address change	Doing Business As	E Telephone number 313-267-5300
<input type="checkbox"/> Name change	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1401 BROADWAY 3A	
<input type="checkbox"/> Initial return	City or town, state or province, country, and ZIP or foreign postal code DETROIT, MI 48226	G Gross receipts \$ 39,480,217.
<input type="checkbox"/> Terminated	F Name and address of principal officer: MICHELLE KOTAS SAME AS C ABOVE	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Amended return		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
<input type="checkbox"/> Application pending	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.YMCADETROIT.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: 1852 M State of legal domicile: MI

Part I Summary			
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO PUT JUDEO-CHRISTIAN PRINCIPLES INTO PRACTICE THROUGH PROGRAMS THAT BUILD HEALTHY SPIRIT,		
	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	71
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	68
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	2253
	6 Total number of volunteers (estimate if necessary)	6	619
	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 5,430,167.	Current Year 5,107,609.
	9 Program service revenue (Part VIII, line 2g)	30,207,501.	33,155,455.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,458.	-36,994.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	401,305.	826,026.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	36,046,431.	39,052,096.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	240,955.	431,606.
	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)	20,227,475.	22,338,100.
	16 a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25)	773,970.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	16,354,595.	17,437,037.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	36,823,025.	40,206,743.	
19 Revenue less expenses. Subtract line 18 from line 12	-776,594.	-1,154,647.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 58,428,546.	End of Year 56,735,306.
	21 Total liabilities (Part X, line 26)	33,182,062.	32,578,145.
	22 Net assets or fund balances. Subtract line 21 from line 20	25,246,484.	24,157,161.

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 MICHELLE KOTAS, CHIEF FINANCIAL OFFICER	Date	
	Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name PAUL BRYANT	Preparer's signature <i>Paul D. Bryant</i>	Date 8/13/14
	Firm's name PLANTE & MORAN, PLLC	Firm's EIN 38-1357951	Check <input type="checkbox"/> if self-employed PTIN P00241185
	Firm's address P.O. BOX 307 SOUTHFIELD, MI 48037-0307	Phone no. 248-352-2500	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: THE YMCA OF METROPOLITAN DETROIT IS A VOLUNTEER LED PUBLIC CHARITY THAT INCLUDES MEN, WOMEN, AND CHILDREN OF ALL AGES, ABILITIES, INCOMES, RACES AND RELIGIONS. OUR MISSION IS TO PUT JUDEO-CHRISTIAN PRINCIPLES INTO PRACTICE THROUGH PROGRAMS THAT BUILD HEALTHY SPIRIT,

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 [X] 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 [X] 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 \$ 8,705,354. including grants of \$) (Revenue \$ 6,177,513.) CHILD CARE AND DAY CAMP

THE YMCA OFFERS CHILDREN AND PARENTS A SAFE AND CARING PLACE TO GROW, SUPPORTING PARENT'S EFFORTS TO NURTURE THEIR CHILDREN'S HEALTHY DEVELOPMENT. TRAINED AND CERTIFIED STAFF PROVIDES AFFORDABLE, HIGH-QUALITY CARE FOR PEACE OF MIND AND FAMILY SUCCESS. NEARLY 1,200 CHILDREN PARTICIPATED IN AGE-APPROPRIATE ENJOYABLE CHILD CARE EXPERIENCES. YMCA CHILD CARE, INCLUDING AFTER-SCHOOL CARE, IS OFFERED IN LICENSED LOCATIONS THROUGHOUT SOUTHEAST MICHIGAN AND INCLUDES YOUTH FITNESS TO ENSURE A HEALTHY LIFESTYLE AT THE EARLIEST AGE.

ONE OF THE BEST WAYS TO GIVE CHILDREN A HEAD START IN LIFE IS THROUGH AQUATICS

4b (Code:) (Expenses \$ 5,253,639. including grants of \$) (Revenue \$ 1,790,895.) AQUATICS

SWIMMING LESSONS, AS WE KNOW THEM TODAY, WERE INVENTED AT THE DETROIT YMCA IN 1910 BEFORE SPREADING THROUGHOUT THE YMCA NATIONAL MOVEMENT. LEARNING TO SWIM AT THE YMCA IS MORE THAN STROKE DEVELOPMENT. TRAINED, CERTIFIED AND SENSITIVE STAFF GIVES PERSONAL ATTENTION TO THE 9,000 PROGRAM PARTICIPANTS TO ENSURE QUALITY AND SAFETY. YMCA AQUATICS PROGRAMS ARE AVAILABLE TO ALL AGES AND SKILL LEVELS. THROUGH GUIDED DISCOVERY ACTIVITIES AND CREATIVE TEACHING METHODS, EACH LEVEL OF THE YMCA SWIM LESSON PROGRAM TEACHES AGE-APPROPRIATE SKILLS. PARTICIPANTS ARE TAUGHT IN SMALL GROUPS WITH OTHERS OF THEIR OWN AGE AND SKILL LEVEL. THE Y'S APPROACH TO SWIM LESSONS PROVIDES FOR MORE ACTIVE

4c (Code:) (Expenses \$ 5,903,886. including grants of \$) (Revenue \$ 5,552,573.) EDUCATIONAL SERVICES

YMCA EDUCATIONAL SERVICES, (Y-ES), IS A WHOLLY-OWNED AND OPERATED SUBSIDIARY OF THE YMCA OF METROPOLITAN DETROIT DEDICATED TO CHILDREN AND BUILDING ON THE 100-YEAR EDUCATIONAL MISSION OF THE YMCA. YMCA EDUCATIONAL SERVICES IS SOLELY AND WHOLLY FOCUSED ON THE NEEDS AND UNIQUE LEARNING STYLES OF MICHIGAN'S MOST PROMISING YOUTH WHO LIVE IN THE REGION'S MOST CHALLENGED COMMUNITIES.

FROM THE ESTABLISHMENT OF THE DETROIT COLLEGE OF LAW IN 1891 TO FOUNDING OF THE YMCA'S HUDSON SCHOOL FOR BOYS IN 1916, THE YMCA'S ROOTS IN EDUCATION TODAY GIVE SEED TO THE THIRD YMCA CREATED CHARTER PRIMARY

4d Other program services (Describe in Schedule O.) (Expenses \$ 16,464,044. including grants of \$ 431,606.) (Revenue \$ 19,924,242.)

4e Total program service expenses 36,326,923.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts 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>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, 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>		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>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, 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>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question number, question text, sub-column (1a-13c), Yes, and No. Contains questions 1a through 14b regarding IRS filings and tax compliance.

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 or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a 71 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.		
b	Enter the number of voting members included in line 1a, above, who are independent 1b 68		
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?	<input checked="" type="checkbox"/>	
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?		<input checked="" type="checkbox"/>
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<input checked="" type="checkbox"/>
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		<input checked="" type="checkbox"/>
6	Did the organization have members or stockholders?		<input checked="" type="checkbox"/>
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?		<input checked="" type="checkbox"/>
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		<input checked="" type="checkbox"/>
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	<input checked="" type="checkbox"/>	
b	Each committee with authority to act on behalf of the governing body?	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	<input checked="" type="checkbox"/>	
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?	<input checked="" type="checkbox"/>	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<input checked="" type="checkbox"/>	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	<input checked="" type="checkbox"/>	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<input checked="" type="checkbox"/>	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<input checked="" type="checkbox"/>	
13	Did the organization have a written whistleblower policy?	<input checked="" type="checkbox"/>	
14	Did the organization have a written document retention and destruction policy?	<input checked="" type="checkbox"/>	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	<input checked="" type="checkbox"/>	
b	Other officers or key employees of the organization	<input checked="" type="checkbox"/>	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		<input checked="" type="checkbox"/>
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?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **MI**
- 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.
 Own website Another's website Upon request 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: **▶**
MICHELLE KOTAS - (313) 267-5300
1401 BROADWAY, STE 3A, DETROIT, MI 48226

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

Check if Schedule O contains a response or note to any line 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	Former			
(1) DAVID J. ALLEN BOARD MEMBER	2.00	X						0.	0.	0.
(2) WILLIAM P. BAER BOARD MEMBER	3.00	X						0.	0.	0.
(3) PAUL M. BALAS BOARD MEMBER	3.00	X						0.	0.	0.
(4) JOHN BAMBERGER BOARD MEMBER	2.00	X						0.	0.	0.
(5) WAYNE W. BRADLEY, SR. BOARD MEMBER	2.00	X						0.	0.	0.
(6) EVELYN CAISE BOARD MEMBER	3.00	X						0.	0.	0.
(7) JEANNE CARLSON BOARD MEMBER	3.00	X						0.	0.	0.
(8) JOHN C. CARTER BOARD MEMBER	3.00	X						0.	0.	0.
(9) MARY E. CORRADO BOARD MEMBER	1.00	X						0.	0.	0.
(10) MARY E. CORRADO BOARD MEMBER	3.00	X						0.	0.	0.
(11) MATTHEW P. CULLEN BOARD MEMBER	2.00	X						0.	0.	0.
(12) RONALD A. DENEWETH BOARD MEMBER	3.00	X						0.	0.	0.
(13) WILLIAM A. ERKEN BOARD MEMBER - CHAIRMAN OF THE BOARD	4.00	X		X				0.	0.	0.
(14) AHMAD EZZEDDINE BOARD MEMBER	2.00	X						0.	0.	0.
(15) BURTON D. FARBMAN BOARD MEMBER	2.00	X						0.	0.	0.
(16) RAYMOND L. FINOCCHIO BOARD MEMBER	2.00	X						0.	0.	0.
(17) GARY FORHAN BOARD MEMBER	2.00	X						0.	0.	0.
(18) WENDY L. FOSS BOARD MEMBER	2.00	X						0.	0.	0.
(19) WENDY L. FOSS BOARD MEMBER	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (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	Former			
(18) RONALD J. GANTNER BOARD MEMBER	2.00	X						0.	0.	0.
(19) MARITA S. GROBBEL BOARD MEMBER	3.00	X						0.	0.	0.
(20) SANDRA M. HERMANOFF BOARD MEMBER	1.00	X						0.	0.	0.
(21) SANDRA M. HERMANOFF BOARD MEMBER	3.00	X						0.	0.	0.
(21) JOHN J. HERN, JR. BOARD MEMBER	3.00	X						0.	0.	0.
(22) JOHN J. HERN, JR. BOARD MEMBER	1.00	X						0.	0.	0.
(22) PEARL M. HOLFORTHY BOARD MEMBER	1.00	X						0.	0.	0.
(23) ERIC HUFFMAN BOARD MEMBER	2.00	X						0.	0.	0.
(24) LARRY L. JOHNSON BOARD MEMBER	3.00	X						0.	0.	0.
(24) LARRY L. JOHNSON BOARD MEMBER	1.00	X						0.	0.	0.
(25) KYLE C. KERBAWY BOARD MEMBER	3.00	X						0.	0.	0.
(26) KYLE C. KERBAWY BOARD MEMBER	2.00	X						0.	0.	0.
(26) PETE KOWALSKI BOARD MEMBER	2.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								1,613,308.	0.	227,078.
d Total (add lines 1b and 1c)								1,613,308.	0.	227,078.

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 **10**

	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
JOHNSON CONTROLS, INC DRAWER 242, MILWAUKEE, WI 53278	MECHANICAL ENGINEERING	678,818.
EDIBLES REX MANAGEMENT 5555 CONNTER, SUITE 1058, DETROIT, MI 48213	FOOD SERVICE	386,208.
P.I.C. MAINTENANCE, INC. 27734 FRANKLIN ROAD, SOUTHFIELD, MI 48034	CLEANING	205,842.
ROAD RUNNER MAINTENANCE PO BOX 5935, TROY, MI 48007	CLEANING	171,157.
24/7/365 INCORPORATED 22610 ROSEWOOD, OAK PARK, MI 48237	CLEANING	152,992.

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 **10**

SEE PART VII, SECTION A CONTINUATION SHEETS

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 (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) BRAD M. KREINER BOARD MEMBER	2.00 1.00	X						0.	0.	0.
(28) ARTHUR J. KUBERT BOARD MEMBER	2.00	X						0.	0.	0.
(29) STEVEN E. KURMAS BOARD MEMBER - TREASURER	3.00	X		X				0.	0.	0.
(30) BEN C. MAIBACH, III BOARD MEMBER	2.00	X						0.	0.	0.
(31) MICHAEL E. MCINERNEY BOARD MEMBER - VICE CHAIR	3.00 1.00	X		X				0.	0.	0.
(32) JAMES T. MESTDAGH BOARD MEMBER	2.00	X						0.	0.	0.
(33) EDWARD J. MILLER BOARD MEMBER	1.00	X						0.	0.	0.
(34) GRANT MORISETTE BOARD MEMBER	2.00	X						0.	0.	0.
(35) JAMES B. NICHOLSON BOARD MEMBER	1.00	X						0.	0.	0.
(36) JAMES M. NICHOLSON BOARD MEMBER	3.00	X						0.	0.	0.
(37) ARTHUR A. NITZSCHE BOARD MEMBER	1.00	X						0.	0.	0.
(38) KAREN O'DONOGHUE BOARD MEMBER	3.00	X						0.	0.	0.
(39) MICHAEL OTTAWAY BOARD MEMBER	2.00	X						0.	0.	0.
(40) CARL D. ROEHLING BOARD MEMBER	2.00	X						0.	0.	0.
(41) BETTY M. SCHICK BOARD MEMBER	2.00	X						0.	0.	0.
(42) TOM SCHUMM BOARD MEMBER	3.00	X						0.	0.	0.
(43) REID S. THEBAULT PRESIDENT/CEO	50.00 5.00	X		X				346,717.	0.	32,407.
(44) DWIGHT H. VINCENT BOARD MEMBER	2.00	X						0.	0.	0.
(45) GAIL BERNARD VON STADEN BOARD MEMBER	2.00	X						0.	0.	0.
(46) SUSAN M. WEBB BOARD MEMBER	2.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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 (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) ALAN D. WHITMAN BOARD MEMBER	3.00	X						0.	0.	0.
(48) JAMES SCAPA BOARD MEMBER	2.00	X						0.	0.	0.
(49) SABAH AMMOURI BOARD MEMBER	1.00	X						0.	0.	0.
(50) TOM BORG BOARD MEMBER	1.00	X						0.	0.	0.
(51) BRIAN CLOUTIER BOARD MEMBER	1.00	X						0.	0.	0.
(52) ANTHONY CRACCHIOLO BOARD MEMBER	1.00	X						0.	0.	0.
(53) JAY FARNER BOARD MEMBER	3.00	X						0.	0.	0.
(54) AMY HOCHKAMMER BOARD MEMBER	1.00	X						0.	0.	0.
(55) PATRICIA HUBBELL BOARD MEMBER	2.00	X						0.	0.	0.
(56) MARSHALL KLEVEN BOARD MEMBER	1.00	X						0.	0.	0.
(57) DANIEL LANGLOIS BOARD MEMBER	2.00	X						0.	0.	0.
(58) ELAINE LEWIS BOARD MEMBER	1.00	X						0.	0.	0.
(59) MARIA MARTINEZ BOARD MEMBER	1.00	X						0.	0.	0.
(60) ERIK MEIER BOARD MEMBER	1.00	X						0.	0.	0.
(61) JOSEPH MULLANY BOARD MEMBER	2.00	X						0.	0.	0.
(62) VENUS RANDLE BOARD MEMBER	1.00	X						0.	0.	0.
(63) CARL RASHID BOARD MEMBER	3.00	X						0.	0.	0.
(64) PAULA ROMAN BOARD MEMBER	3.00	X						0.	0.	0.
(65) DENNIS RUTKOWSKI BOARD MEMBER	1.00	X						0.	0.	0.
(66) BERNARD SILVERSTONE BOARD MEMBER	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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 (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(67) BENJAMIN SMITH BOARD MEMBER	2.00	X						0.	0.	0.
(68) JENNIFER VANHORN BOARD MEMBER	3.00	X						0.	0.	0.
(69) SEAN WERDLOW BOARD MEMBER	3.00	X						0.	0.	0.
(70) STEVEN YOUTZ BOARD MEMBER	3.00	X						0.	0.	0.
(71) AL ZANDER BOARD MEMBER	1.00	X						0.	0.	0.
(72) MICHAEL E. BANNISTER BOARD MEMBER	2.00	X						0.	0.	0.
(73) SCOTT A. BOWMAR BOARD MEMBER	1.00	X						0.	0.	0.
(74) TOM CONSTAND BOARD MEMBER	2.00	X						0.	0.	0.
(75) DALE A. COOK BOARD MEMBER	1.00	X						0.	0.	0.
(76) ROB FERREE BOARD MEMBER	1.00	X						0.	0.	0.
(77) EUGENE E. JONES, JR. BOARD MEMBER	1.00	X						0.	0.	0.
(78) GREG KATEFF BOARD MEMBER	1.00	X						0.	0.	0.
(79) JACK SHUBITOWSKI BOARD MEMBER	2.00	X						0.	0.	0.
(80) LAURENCE M. WOOD BOARD MEMBER	1.00	X						0.	0.	0.
(81) JOANNE DUNN EXEC VP OF CORP SERVICES/C	40.00 5.00			X				46,125.	0.	7,948.
(82) SCOTT LANDRY EXEC VP OF STRATEGIC OF DE	50.00			X				165,854.	0.	21,305.
(83) DAN MAIER EXEC VP OF DEVELOPMENT	50.00 5.00			X				166,456.	0.	17,988.
(84) SCOTT WALTERS EXEC VP OF OPERATIONS/COO	50.00			X				168,786.	0.	55,074.
(85) MICHELLE KOTAS SVP FINANCE/CFO	50.00			X				100,903.	0.	9,221.
(86) JOHN HARRIS DISTRICT VICE PRESIDENT	50.00				X			129,180.	0.	19,813.
Total to Part VII, Section A, line 1c										

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a	192,600.				
	b Membership dues	1b					
	c Fundraising events	1c	348,021.				
	d Related organizations	1d	765,744.				
	e Government grants (contributions)	1e	1,387,020.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,414,224.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f			5,107,609.			
Program Service Revenue	2 a HEALTH AND WELL-BEING FOR ALL	Business Code 713940	15,071,737.	15,071,737.			
	b CHILD CARE AND DAY CAMP	624410	6,177,513.	6,177,513.			
	c EDUCATIONAL SERVICES	611710	5,552,573.	5,552,573.			
	d AQUATICS	624100	1,790,895.	1,790,895.			
	e HOLISTIC DEVELOPMENT AND FITNESS	624100	1,546,525.	1,546,525.			
	f All other program service revenue	624100	3,016,212.	3,016,212.			
	g Total. Add lines 2a-2f			33,155,455.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		5,174.			5,174.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		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	(ii) Other				
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)			-42,168.		-42,168.
	8 a Gross income from fundraising events (not including \$ 348,021. of contributions reported on line 1c). See Part IV, line 18	a		420,836.			
		b Less: direct expenses	b	351,198.			
		c Net income or (loss) from fundraising events			69,638.		69,638.
	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 MANAGEMENT SERVICES	561000		289,768.	289,768.	0.		
b INSURANCE PROCEEDS	524298		216,056.		0.	216,056.	
c CONVENIENCE ITEMS	452000		121,439.		0.	121,439.	
d All other revenue	541900		129,125.			129,125.	
e Total. Add lines 11a-11d			756,388.				
12 Total revenue. See instructions			39,052,096.	33,445,223.	0.	499,264.	

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 or note to any line in this Part IX

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 United States. See Part IV, line 21	376,106.	376,106.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	42,000.	42,000.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	13,500.	13,500.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,108,140.	624,983.	279,609.	203,548.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	17,793,009.	16,532,108.	1,078,736.	182,165.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	637,621.	604,933.	26,622.	6,066.
9 Other employee benefits	1,080,373.	993,534.	61,583.	25,256.
10 Payroll taxes	1,718,957.	1,623,183.	65,908.	29,866.
11 Fees for services (non-employees):				
a Management				
b Legal	132,021.	87,641.	43,902.	478.
c Accounting	89,500.	59,414.	29,762.	324.
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.)	168,929.	112,142.	56,175.	612.
12 Advertising and promotion	618,977.	614,713.	1,993.	2,271.
13 Office expenses	630,096.	529,297.	89,591.	11,208.
14 Information technology				
15 Royalties				
16 Occupancy	3,381,391.	3,088,716.	241,565.	51,110.
17 Travel	333,809.	203,193.	113,003.	17,613.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	283,571.	203,273.	65,176.	15,122.
20 Interest	843,674.	769,671.	57,124.	16,879.
21 Payments to affiliates	291,237.	291,237.		
22 Depreciation, depletion, and amortization	2,905,392.	2,650,546.	196,719.	58,127.
23 Insurance				
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 REPAIRS AND MAINTENANCE	2,389,245.	2,212,626.	137,386.	39,233.
b PROGRAM SUPPLIES	1,827,577.	1,749,659.	42,882.	35,036.
c PROGRAM INSTRUCTION	1,809,525.	1,517,775.	250,032.	41,718.
d EQUIPMENT RENTAL AND MA	1,107,784.	1,010,143.	92,941.	4,700.
e All other expenses	624,309.	416,530.	175,141.	32,638.
25 Total functional expenses. Add lines 1 through 24e	40,206,743.	36,326,923.	3,105,850.	773,970.
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 or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	1	1,433,682.
	2	Savings and temporary cash investments	2	1,152,512.
	3	Pledges and grants receivable, net	3	369,032.
	4	Accounts receivable, net	4	437,401.
	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	2,202,540.
	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	1,870,005.
	7	Notes and loans receivable, net	7	
	8	Inventories for sale or use	8	
	9	Prepaid expenses and deferred charges	9	1,032,069.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	100,455,251.
	b	Less: accumulated depreciation	10b	49,016,942.
	11	Investments - publicly traded securities	11	53,225,140.
	12	Investments - other securities. See Part IV, line 11	12	10c
	13	Investments - program-related. See Part IV, line 11	13	51,438,309.
	14	Intangible assets	14	
	15	Other assets. See Part IV, line 11	15	
16	Total assets. Add lines 1 through 15 (must equal line 34)	16	58,428,546.	56,735,306.
Liabilities	17	Accounts payable and accrued expenses	17	2,138,267.
	18	Grants payable	18	
	19	Deferred revenue	19	1,390,314.
	20	Tax-exempt bond liabilities	20	29,025,000.
	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	224,759.
	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	25	628,481.
	26	Total liabilities. Add lines 17 through 25	26	33,182,062.
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	27	24,285,485.
	28	Temporarily restricted net assets	28	960,999.
	29	Permanently restricted net assets	29	
	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	33	25,246,484.	24,157,161.
34	Total liabilities and net assets/fund balances	34	58,428,546.	56,735,306.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	39,052,096.
2	Total expenses (must equal Part IX, column (A), line 25)	2	40,206,743.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,154,647.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	25,246,484.
5	Net unrealized gains (losses) on investments	5	69,022.
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	-3,698.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	24,157,161.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
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	Were the organization's financial statements audited by an independent accountant?	X	
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	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?	X	
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?	X	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	X	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization **YMCA OF METROPOLITAN DETROIT** Employer identification number **38-1358055**

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?

	Yes	No
(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).

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

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3848052.	5413224.	4004819.	5430167.	5107609.	23803871.
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	3848052.	5413224.	4004819.	5430167.	5107609.	23803871.
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)						4213284.
6 Public support. Subtract line 5 from line 4.						19590587.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	3848052.	5413224.	4004819.	5430167.	5107609.	23803871.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	20,447.	11,129.	8,313.	8,270.	5,174.	53,333.
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.)	704,309.	368,373.	465,573.	348,513.	756,388.	2643156.
11 Total support. Add lines 7 through 10						26500360.
12 Gross receipts from related activities, etc. (see instructions)					12	145,676,729.
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 2013 (line 6, column (f) divided by line 11, column (f))	14	73.93 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	75.09 %
16a 33 1/3% support test - 2013. 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 checked="" type="checkbox"/>	
b 33 1/3% support test - 2012. 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 - 2013. 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 - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. 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 - 2012. 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 B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

YMCA OF METROPOLITAN DETROIT

Employer identification number

38-1358055

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization YMCA OF METROPOLITAN DETROIT	Employer identification number 38-1358055
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	 <hr/> <hr/> <hr/>	\$ <u>192,600.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>2</u>	 <hr/> <hr/> <hr/>	\$ <u>360,574.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>	 <hr/> <hr/> <hr/>	\$ <u>765,744.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>4</u>	 <hr/> <hr/> <hr/>	\$ <u>1,023,301.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>5</u>	 <hr/> <hr/> <hr/>	\$ <u>201,200.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>6</u>	 <hr/> <hr/> <hr/>	\$ <u>250,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization YMCA OF METROPOLITAN DETROIT	Employer identification number 38-1358055
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 175,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ 104,260.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

YMCA OF METROPOLITAN DETROIT

Employer identification number

38-1358055

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.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor informed status.

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

Form with multiple sections: 1. Purpose(s) of conservation easements (checkboxes for public use, natural habitat, open space, historic area, historic structure). 2. Conservation contribution details (table with 2a-2d). 3. Number of easements modified. 4. Number of states. 5. Written policy. 6. Staff and volunteer hours. 7. Expenses. 8. Section 170(h)(4)(B)(i) compliance. 9. Reporting requirements.

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.

Form with 3 main sections: 1a. Works of art not reported. 1b. Works of art reported with amounts (i) Revenues, (ii) Assets. 2. Works of art for financial gain with amounts (a) Revenues, (b) Assets.

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
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part 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	13,963,348.	13,085,798.	14,520,390.	13,689,668.	11,819,261.
b Contributions	376,106.	179,720.	143,601.	195,550.	127,124.
c Net investment earnings, gains, and losses	2,195,461.	1,528,840.	-721,994.	1,811,185.	2,543,675.
d Grants or scholarships	765,744.	787,332.	804,264.	1,132,359.	751,929.
e Other expenditures for facilities and programs					
f Administrative expenses	33,665.	43,678.	51,935.	43,654.	48,463.
g End of year balance	15,735,506.	13,963,348.	13,085,798.	14,520,390.	13,689,668.

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

- a Board designated or quasi-endowment 59.70 %
- b Permanent endowment 40.30 %
- c Temporarily restricted endowment _____ %

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
(i) unrelated organizations	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(ii) related organizations	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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		5,776,946.		5,776,946.
b Buildings		69,951,959.	29,024,475.	40,927,484.
c Leasehold improvements		249,457.	18,124.	231,333.
d Equipment		10,178,272.	9,534,073.	644,199.
e Other		14,298,617.	10,440,270.	3,858,347.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 51,438,309.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CAPITAL LEASE OBLIGATIONS	194,106.
(3) OBLIGATIONS UNDER LIFE INCOME	
(4) CONTRACTS	199,786.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	393,892.

2. Liability for uncertain tax positions. 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.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include line numbers and descriptions.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include line numbers and descriptions.

Part XIII Supplemental Information.

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:

EXPLANATION: THE ENDOWMENT FUND OF THE YMCA OF METROPOLITAN DETROIT SUPPORTS A MYRIAD OF YMCA BRANCH PRIORITIES FROM CAMPING SCHOLARSHIPS AT CAMP OHIYESA AND NISSOKONE, TO DAY CAMP SCHOLARSHIPS AT 10 BRANCHES ACROSS SOUTHEAST MICHIGAN TO THE ACHIEVERS PROGRAMMING SERVING THE INNER CITY OF DETROIT. DESIGNATED GIFTS TO SEVERAL YMCA BRANCHES SUPPORT SPECIFIC PROGRAMS SUCH AS YMCA SWIM TEAMS AND LITERACY INITIATIVES IN ACCORDANCE WITH THE WISHES OF THE ORIGINAL DONORS. THE ENDOWMENT IS HELD BY THE YMCA FOUNDATION, A RELATED ENTITY.

PART X, LINE 2:

EXPLANATION: THE ASSOCIATION IS AN ORGANIZATION DESCRIBED IN INTERNAL

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

Employer identification number

YMCA OF METROPOLITAN DETROIT

38-1358055

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

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARIBBEAN	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		10,000.
RUSSIA & THE NEWLY INDEPENDENT STATES	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		3,500.
3 a Sub-total	0	0			13,500.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			13,500.

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* Yes No

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

PART I, LINE 2:

EXPLANATION: THE YMCA OF METROPOLITAN DETROIT MADE THESE GRANTS THROUGH THE YMCA-USA, AND THEREFORE RELIED ON YMCA-USA TO ENSURE THAT THE FUNDS ARE USED APPROPRIATELY. IN THE CASE OF THE HAITI GRANT, A YMCA OF METROPOLITAN DETROIT STAFF MEMBER WAS PART OF A GROUP OF STAFF SENT BY YMCA-USA ON TWO OCCASIONS TO PERFORM WORK IN HAITI.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		GOLF OUTINGS	RUNNING EVENTS	57	(add col. (a) through col. (c))
Revenue		(event type)	(event type)	(total number)	
1	Gross receipts	528,664.	129,582.	110,611.	768,857.
2	Less: Contributions	294,817.	14,643.	38,561.	348,021.
3	Gross income (line 1 minus line 2)	233,847.	114,939.	72,050.	420,836.
Direct Expenses					
4	Cash prizes				
5	Noncash prizes				
6	Rent/facility costs				
7	Food and beverages				
8	Entertainment				
9	Other direct expenses	179,749.	94,119.	77,330.	351,198.
10	Direct expense summary. Add lines 4 through 9 in column (d)				351,198.
11	Net income summary. Subtract line 10 from line 3, column (d)				69,638.

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

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

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	%		

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

YMCA OF METROPOLITAN DETROIT

Employer identification number

38-1358055

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
YMCA FOUNDATION 1401 BROADWAY, STE 3A DETROIT, MI 48226	30-0187652	7	375,106.	0.			FROM TIME TO TIME THE YMCA RECEIVES BEQUESTS, PLANNED GIFTS, OR OTHER GIFTS. IN SOME CASES

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

1.

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

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

YMCA OF METROPOLITAN DETROIT

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. 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
DIRECT CASH ASSISTANCE TO COMMUNITY FAMILY	1	42,000.	0.		

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: YMCA FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: FROM TIME TO TIME THE YMCA RECEIVES REQUESTS, PLANNED GIFTS, OR OTHER GIFTS. IN SOME CASES THESE GIFTS ARE RESTRICTED BY THE DONOR FOR ENDOWMENT PURPOSES, AND IN OTHER CASES THESE GIFTS ARE DESIGNATED FOR ENDOWMENT PURPOSES BY MANAGEMENT AND THE BOARD OF DIRECTORS. THESE DONOR RESTRICTED GIFTS AND BOARD DESIGNATED GIFTS ARE TRANSFERRED TO THE YMCA FOUNDATION, A SEPARATE SUPPORT NON-PROFIT ORGANIZATION WHICH WAS ESTABLISHED TO PROVIDE INVESTMENT COUNSEL AND

Part IV Supplemental Information

DIRECTION TO THE YMCA'S ENDOWMENT FUND.

Lined area for supplemental information.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2013

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

YMCA OF METROPOLITAN DETROIT

Employer identification number

38-1358055

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes 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 directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

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.

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 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?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in 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)?

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

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 MICHIGAN STRATEGIC FUND	52-141733259469C6S7		11/13/03	20000000.FACILITY	CONSTRUCT & EQUIP		X		X		X
B											
C											
D											

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired								
2 Amount of bonds legally defeased								
3 Total proceeds of issue		20,000,000.						
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds		494,117.						
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds		19,595,883.						
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion		2006						
14 Were the bonds issued as part of a current refunding issue?		X						
15 Were the bonds issued as part of an advance refunding issue?		X						
16 Has the final allocation of proceeds been made?	X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

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

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b 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?		X						
c Are there any research agreements that may result in private business use of bond-financed property?		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. \blacktriangleright		.00		%		%		%
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. \blacktriangleright		.00		%		%		%
6 Total of lines 4 and 5		.00		%		%		%
7 Does the bond issue meet the private security or payment test?		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						
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?								

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebates?		X						
c No rebate due?		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?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

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
JP MORGAN CHASE	CURRENT BOARD MEMBE	756,243.	BANK FEES A		X
DTE ENERGY	CURRENT BOARD MEMBE	1,489,304.	UTILITY SUP		X

Part V Supplemental Information

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: JP MORGAN CHASE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

CURRENT BOARD MEMBER, JOHN CARTER, IS A KEY EMPLOYEE OF THE ENTITY

(D) DESCRIPTION OF TRANSACTION: BANK FEES AND LETTER OF CREDIT FEES

(A) NAME OF PERSON: DTE ENERGY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

CURRENT BOARD MEMBER, STEVEN KURMAS, IS A KEY EMPLOYEE OF THE ENTITY

(D) DESCRIPTION OF TRANSACTION: UTILITY SUPPLIER

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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2013

Open to Public
Inspection

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YMCA OF METROPOLITAN DETROIT

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38-1358055

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

MIND, AND BODY FOR ALL.

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

MIND, AND BODY FOR ALL.

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

THE QUALITY CHILD CARE PROGRAMS AT THE YMCA. BUT ANYONE WITH CHILDREN KNOWS EVEN THE MOST AFFORDABLE CHILD CARE PROGRAM IS A CONSIDERABLE FINANCIAL RESPONSIBILITY. FOR SOME, WITHOUT THE HELP OF THE YMCA STRONG KIDS CAMPAIGN, IT WOULDN'T EVEN BE A POSSIBILITY. THAT IS WHY THE STRONG KIDS CAMPAIGN HELPS BUILD STRONG FAMILIES OF ALL SIZES BY OFFERING MUCH NEEDED FINANCIAL ASSISTANCE FOR CHILD CARE.

SUMMER DAY CAMP IS ALSO OFFERED AT EVERY YMCA OF METROPOLITAN DETROIT BRANCH, AND ENROLLMENT OFTEN FILLS UP QUICKLY. BUT THE YMCA PROVIDES SEVERAL DIFFERENT SUMMER CAMP EXPERIENCES - CAMP OHIYESA IN HOLLY, CAMP NISSOKONE IN OSCODA OR 10 DAY CAMP LOCATIONS THROUGHOUT SOUTHEAST MICHIGAN. FOUR OF EVERY TEN CHILDREN IN YMCA DAY CAMP ARE PROVIDED SUBSIDY ASSISTANCE FROM OUR STRONG KIDS CAMPAIGN. LAST YEAR, THE ASSOCIATION RAISED APPROXIMATELY \$1 MILLION TO SUPPORT FAMILIES AND CHILDREN TO ENABLE THEIR FULL PARTICIPATION IN NURTURING PROGRAMS.

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

INVOLVEMENT AND A BETTER FUNDAMENTAL UNDERSTANDING OF SWIMMING. YMCA OF METROPOLITAN DETROIT SWIM TEAMS ALSO PLAY AN IMPORTANT ROLE IN

Name of the organization

YMCA OF METROPOLITAN DETROIT

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BUILDING SELF-ESTEEM, CONFIDENCE AND TEAM SPIRIT. SEVERAL YMCA BRANCHES SUPPORT SWIM TEAMS INCLUDING THE BIRMINGHAM YMCA TEAM OF NATIONAL REPUTATION WITH 300 PARTICIPANTS.

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

SCHOOL AND SOON TO BE HIGH SCHOOL DESIGNED TO GRADUATE WORLD-CLASS LEARNERS WITH A GLOBAL FUTURE.

TODAY, THE YMCA OPERATES THE YMCA'S DETROIT LEADERSHIP ACADEMY IN THE BRIGHTMOOR NEIGHBORHOOD OF DETROIT SERVICE 460 KINDERGARTEN THROUGH 9TH GRADE STUDENTS - 90 PERCENT OF WHOM QUALIFY AS IMPOVERISHED. THE SCHOOL, IN THE FOURTH YEAR OF OPERATION, CONTINUES TO SHOW ACADEMIC PROGRESS AND IS RETURNING MORE THAN 95% OF ITS STUDENT BODY EACH YEAR.

THE YMCA OPENED THE YMCA'S DETROIT INNOVATION ACADEMY, A SECOND CHARTER SCHOOL WITH APPROXIMATELY 235 STUDENTS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

THE YMCA OFFERS AFFORDABLE PROGRAMS AND SERVICES IN HEALTHY LIVING, YOUTH DEVELOPMENT AND SOCIAL RESPONSIBILITY DESIGNED TO BENEFIT FAMILIES OF ALL INCOMES AND BACKGROUNDS. FEES ARE BASED ON THE ACTUAL COST TO PROVIDE EACH PROGRAM. CANDIDATES QUALIFY TO RECEIVE SCHOLARSHIPS FOR MEMBERSHIP AND PROGRAMS IF THEY ARE LOW INCOME. THE AMOUNT THEY PAY IS BASED ON A SLIDING FEE SCALE WITH THE REMAINDER SUBSIDIZED BY THE YMCA THROUGH EITHER GRANT FUNDING AND/OR THE YMCA STRONG KIDS ANNUAL FUNDRAISING CAMPAIGN.

THE YMCA OF METROPOLITAN DETROIT PROVIDES A WIDE RANGE OF PROGRAM

Name of the organization

YMCA OF METROPOLITAN DETROIT

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SERVICES INCLUDING WELLNESS AND PERSONAL HEALTH TRAINING, YOUTH SPORTS, ADULT SPORTS, MEDIA ARTS, ARTS INSTRUCTION, THEATRE PROGRAMS, RESIDENCE CAMPS, OUTDOORS EDUCATION, MENTORING AND ACADEMIC ASSISTANCE PROGRAMS. ALL YMCA PROGRAMS AND SERVICES FOCUS ON THREE KEY AREAS OF HEALTHY LIVING, YOUTH DEVELOPMENT AND SOCIAL RESPONSIBILITY.

REGARDLESS OF AGE, RACE, INCOME OR ABILITY, THE YMCA OF METROPOLITAN DETROIT ENSURES EVERYONE BELONGS. THE ACTIVITIES, PROGRAMS AND SERVICES AT OUR 10 BRANCHES AND TWO CAMPS ENGAGE THE SPIRIT AND MIND AS WELL AS THE BODY AND ENSURE NO ONE FEELS LEFT OUT OR ALONE.

MORE THAN 85 CENTS OF EVERY DOLLAR RAISED BY THE YMCA GOES DIRECTLY TO OUR PROGRAMS. LESS THAN FIFTEEN CENTS REPRESENTS ADMINISTRATION AND FUNDRAISING COSTS MAKING THE YMCA AMONG THE MOST EFFICIENT FUNDRAISING ORGANIZATIONS IN THE REGION.
EXPENSES \$ 16,464,044. INCL GRANTS OF \$ 431,606. REVENUE \$ 19,924,242.

FORM 990, PART VI, SECTION A, LINE 2:

EXPLANATION: JAMES B. NICHOLSON AND JAMES M. NICHOLSON HAVE A FAMILY RELATIONSHIP AND A BUSINESS RELATIONSHIP.

REID THEBAULT, JOANNE DUNN, DANIEL MAIER, JOHN J. HERN JR, BRAD KREINER, MARITA GROBBEL, LARRY JOHNSON, ANTHONY CRACCHIOLO, WENDY FOSS, MICHAEL MCINERNEY AND JOHN CARTER ALL HAVE A BUSINESS RELATIONSHIP WITH ONE ANOTHER DUE TO THEIR ROLES AS BOARD MEMBERS OF THE YMCA FOUNDATION, A RELATED TAX-EXEMPT ORGANIZATION.

FORM 990, PART VI, SECTION B, LINE 11:

332212
09-04-13

Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization

YMCA OF METROPOLITAN DETROIT

Employer identification number

38-1358055

EXPLANATION: THE FORM 990 IS FIRST REVIEWED BY THE AUDIT COMMITTEE. A DRAFT VERSION IS THEN EMAILED TO THE ENTIRE BOARD FOR REVIEW, WITH ANY COMMENTS OR QUESTIONS TO BE MADE WITHIN A CERTAIN NUMBER OF DAYS. THE FINAL VERSION OF THE FORM 990 IS FILED AFTER THE REVIEW OF THE AUDIT COMMITTEE AND THE BOARD.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: BOARD MEMBERS ARE REQUIRED TO COMPLETE THE CONFLICT OF INTEREST POLICY AND QUESTIONNAIRE ANNUALLY. THE AUDIT COMMITTEE REVIEWS RESPONSES TO THE QUESTIONNAIRE, DOCUMENTS POTENTIAL CONFLICTS AND THE STEPS TAKEN TO RESOLVE THE CONFLICTS. A SUMMARY REPORT IS PROVIDED TO THE EXECUTIVE COMMITTEE. ALSO, THE CHAIRMAN OF THE AUDIT COMMITTEE PERIODICALLY ADDRESSES THE ENTIRE BOARD TO REMIND THEM THAT SHOULD A POTENTIAL CONFLICT ARISE DURING THE YEAR, SINCE THE SUBMISSION OF THE LAST CONFLICT OF INTEREST POLICY AND QUESTIONNAIRE, EITHER THE AUDIT COMMITTEE OR THE CHAIRMAN OF THE BOARD SHOULD BE NOTIFIED IMMEDIATELY.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: THE EXECUTIVE COMPENSATION COMMITTEE DETERMINES THE COMPENSATION OF THE ORGANIZATION'S CEO/PRESIDENT. THE COMMITTEE IS COMPRISED OF THE IMMEDIATE PAST BOARD CHAIRMAN, THE CURRENT BOARD CHAIRMAN, THE FUTURE BOARD CHAIRMAN, THE CHAIRMAN OF THE FOUNDATION BOARD, THE CHAIRMEN OF THE HUMAN RESOURCES COMMITTEE, THE FINANCE COMMITTEE, AND THE AUDIT COMMITTEE, AND TWO INDEPENDENT BOARD MEMBERS AT-LARGE. THE CEO/PRESIDENT IS NOT INVOLVED IN THE REVIEW OR APPROVAL OF HIS OR HER OWN COMPENSATION. THE EXECUTIVE COMPENSATION COMMITTEE MEETS TWICE PER YEAR TO REVIEW THE PERFORMANCE OF THE CEO/PRESIDENT. THE FIRST MEETING IS HELD MID-YEAR TO REVIEW CURRENT YEAR PROGRESS, AND THE SECOND MEETING IS HELD AT

Name of the organization

YMCA OF METROPOLITAN DETROIT

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THE END OF THE YEAR TO COMPLETE A PERFORMANCE EVALUATION AND DETERMINE COMPENSATION. DATA FOR COMPARABLE COMPENSATION FOR CEOS OF OTHER YMCAS AND NOT-FOR-PROFITS IS OBTAINED FROM COTTER & SULLIVAN. LEGAL COUNSEL IS ALSO CONSULTED, AS NECESSARY, PRIOR TO AND/OR DURING THE MEETING AND MAINTAINS OR REVIEWS CONTEMPORANEOUS DOCUMENTATION OF DISCUSSIONS AND DECISIONS REGARDING THE COMPENSATION ARRANGEMENT. THE EXECUTIVE COMPENSATION COMMITTEE PROVIDES THE ORGANIZATION WITH WRITTEN INSTRUCTIONS REGARDING THE COMPENSATION AND BONUS TO BE PAID TO THE CEO/PRESIDENT.

PURSUANT TO THE REBUTTABLE PRESUMPTION REGULATIONS, THE BOARD HAS DELEGATED TO THE CEO/PRESIDENT THE AUTHORITY TO REVIEW AND DETERMINE THE COMPENSATION OF THE ORGANIZATION'S OFFICERS IN ACCORDANCE WITH THE COMPENSATION POLICY FOR THE SENIOR DIRECT REPORTS. ACCORDINGLY, THE CEO/PRESIDENT REVIEWS AND DETERMINES THE COMPENSATION OF SENIOR DIRECT REPORTS WHICH INCLUDE THE EXECUTIVE VICE PRESIDENT/C.O.O., EXECUTIVE VICE PRESIDENT FINANCE AND ADMINISTRATION/C.F.O., EXECUTIVE VICE PRESIDENT FINANCIAL DEVELOPMENT/C.D.O., EXECUTIVE VICE PRESIDENT OF STRATEGIC DEVELOPMENT, SENIOR VICE PRESIDENT OF HUMAN RESOURCES, AND SENIOR VICE PRESIDENT OF PROPERTIES. TWICE PER YEAR, THE CEO/PRESIDENT MEETS INDIVIDUALLY WITH EACH DIRECT REPORT IN A FORMAL REVIEW SESSION TO REVIEW PROGRESS ON PRE-AGREED-UPON PERFORMANCE GOALS AND DETERMINE COMPENSATION. DATA FOR COMPARABLE COMPENSATION FOR SIMILAR POSITIONS AT OTHER YMCAS AND NOT-FOR-PROFITS IS OBTAINED FROM COTTER & SULLIVAN. FOLLOWING THE COMPLETION OF THIS PROCESS, THE CEO/PRESIDENT PREPARES A REPORT DOCUMENTING THE COMPENSATION DECISIONS AND PRESENT THE REPORT TO THE EXECUTIVE COMPENSATION COMMITTEE. THE REPORT SETS FORTH THE COMPENSATION APPROVED AND THE COMPARABILITY DATA OBTAINED AND RELIED UPON. IF THE CEO/PRESIDENT DETERMINES THAT REASONABLE COMPENSATION IS HIGHER THAN THE RANGE OF

Name of the organization

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COMPARABILITY DATA, HE OR SHE SETS FORTH THE REASONS FOR MAKING THIS DETERMINATION. CONTEMPORANEOUS DOCUMENTATION OF THE DISCUSSION AND DECISIONS REGARDING THE COMPENSATION ARRANGEMENTS IS RECORDED IN THE COMMITTEE MINUTES.

THESE PROCESSES WERE LAST UNDERTAKEN IN JUNE AND JULY 2013 WITH A MID-YEAR REVIEW. THE ANNUAL PERFORMANCE REVIEW FOR 2013 WAS COMPLETED IN FEBRUARY 2014.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

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

CHANGE IN VALUE OF LIFE INCOME CONTRACTS -3,698.

FORM 990, PART XII, LINE 2C:

EXPLANATION: THE YMCA OF METROPOLITAN DETROIT'S AUDIT COMMITTEE OVERSEES THE AUDIT AND SELECTION OF INDEPENDENT ACCOUNTANTS. THIS PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

SCHEDULE R (Form 990)
Department of the Treasury Internal Revenue Service
Related Organizations and Unrelated Partnerships
Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
Attach to Form 990. See separate instructions.
Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization: **YMCA OF METROPOLITAN DETROIT**
Employer identification number: **38-1358055**

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
Y-EDUCATION SERVICES, LLC - 27-2440308 1401 BROADWAY, SUITE 3A DETROIT, MI 48226	PROVIDE MGMT, SUPERVISION, AND ADMIN OVERSIGHT OF MI PUBLIC SCHOOL ACADEMIES	MICHIGAN	5,552,573.	1,168,699.	YMCA OF METROPOLITAN DETROIT

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
YMCA FOUNDATION - 30-0187652 1401 BROADWAY BLVD, STE 3A DETROIT, MI 48226	MANAGE ENDOWMENT FUNDS OF YMCA OF METROPOLITAN DETROIT	MICHIGAN	501(C)(3)	11A	YMCA OF METROPOLITAN DETROIT		X

YMCA OF METROPOLITAN DETROIT

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

		Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts I-IV?		
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
b	Gift, grant, or capital contribution to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
c	Gift, grant, or capital contribution from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
d	Loans or loan guarantees to or for related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
e	Loans or loan guarantees by related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
f	Dividends from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
g	Sale of assets to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
h	Purchase of assets from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
i	Exchange of assets with related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
j	Lease of facilities, equipment, or other assets to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
k	Lease of facilities, equipment, or other assets from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
l	Performance of services or membership or fundraising solicitations for related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
m	Performance of services or membership or fundraising solicitations by related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
o	Sharing of paid employees with related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
p	Reimbursement paid to related organization(s) for expenses	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
q	Reimbursement paid by related organization(s) for expenses	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
r	Other transfer of cash or property to related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
s	Other transfer of cash or property from related organization(s)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) YMCA FOUNDATION	B	376,106. SEE PART VII	
(2) YMCA FOUNDATION	C	765,744. SEE PART VII	
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

SCHEDULE R, PART V, LINE 2 (1) COLUMN D:

EXPLANATION: AMOUNTS GRANTED TO THE YMCA FOUNDATION ARE DONOR RESTRICTED GIFTS AND BOARD DESIGNATED GIFTS GIVEN TO THE YMCA FOUNDATION TO INVEST ON THE YMCA OF METROPOLITAN DETROIT'S BEHALF.

SCHEDULE R, PART V, LINE 2 (2) COLUMN D:

EXPLANATION: FUNDS GRANTED TO THE YMCA OF METROPOLITAN DETROIT REPRESENT THE ACTUAL AMOUNT THE YMCA FOUNDATION BOARD APPROVES AS THE ANNUAL ALLOCATION TO SUPPORT GENERAL OPERATIONS.