

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

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

OMB No. 1545-0047

2012**Open to Public Inspection**

| | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| A For the 2012 calendar year, or tax year beginning | | , 2012, and ending | | , 20 | |
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | | C Name of organization YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1000 CHURCH STREET City, town or post office, state, and ZIP code NASHVILLE, TN 37203 | | D Employer identification number 62-0476243 | |
| | | | | E Telephone number (615)259-9622 | |
| | | | | G Gross receipts \$ 91,240,483 | |
| | | F Name and address of principal officer: JOHN MARK JOHNSON 1000 CHURCH STREET, NASHVILLE, TN 37203 | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶ | |
| 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 | | | | | |
| J Website: ▶ WWW.YMCAMIDTN.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: 1875 | | M State of legal domicile: TN | |

Part I Summary

| | | | | |
|------------------------------------|------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------|
| Activities & Governance | 1 | Briefly describe the organization's mission or most significant activities: <u>OUR MISSION: A WORLDWIDE CHARITABLE FELLOWSHIP UNITED BY A COMMON LOYALTY TO JESUS CHRIST FOR THE PURPOSE OF HELPING PEOPLE GROW IN SPIRIT, MIND AND BODY.</u> | | |
| | 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 | 84 |
| | 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 81 |
| | 5 | Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 | 5,732 |
| | 6 | Total number of volunteers (estimate if necessary) | 6 | 3,100 |
| | 7a | Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 121,750 |
| | 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 | Current Year |
| | 9 | Program service revenue (Part VIII, line 2g) | 15,491,281 | 10,067,408 |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 72,051,902 | 79,950,423 |
| | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 272,073 | 205,608 |
| | 12 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 544,370 | 570,535 |
| | 12 | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 88,359,626 | 90,793,974 |
| Expenses | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) | 1,130,004 | 7,633,324 |
| | 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) | 45,622,090 | 45,885,150 |
| | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 0 | 0 |
| | b | Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,563,349 | | |
| | 17 | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) | 35,986,373 | 38,906,977 |
| | 18 | Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25) | 82,738,467 | 92,425,451 |
| 19 | Revenue less expenses. Subtract line 18 from line 12 | 5,621,159 | -1,631,477 | |
| Net Assets or Fund Balances | | | Beginning of Current Year | End of Year |
| | 20 | Total assets (Part X, line 16) | 158,332,942 | 164,642,132 |
| | 21 | Total liabilities (Part X, line 26) | 64,871,983 | 73,403,501 |
| | 22 | Net assets or fund balances. Subtract line 21 from line 20 | 93,460,959 | 91,238,631 |

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 | Date | | |
| | ▶ | ROBERT IVY, CHIEF FINANCIAL OFFICER Type or print name and title | | | |
| Paid Preparer Use Only | Print/Type preparer's name SARA G. MOON | | Preparer's signature | | Date |
| | Firm's name ▶ FRASIER, DEAN & HOWARD, PLLC | | Firm's EIN ▶ 62-1073578 | | Check <input checked="" type="checkbox"/> if self-employed PTIN P00034774 |
| | Firm's address ▶ 3310 WEST END AVENUE, SUITE 550, NASHVILLE, TN 37203 | | Phone no. (615)383-6592 | | |

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form **990** (2012)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐ Yes ☒ No**1** Briefly describe the organization's mission:

OUR MISSION: A WORLDWIDE CHARITABLE FELLOWSHIP UNITED BY A COMMON LOYALTY TO JESUS CHRIST FOR THE PURPOSE OF HELPING PEOPLE GROW IN SPIRIT, MIND AND BODY.

THE YMCA OF MIDDLE TENNESSEE IS THE REGION'S (CONTINUED ON SCHEDULE O)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

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

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

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$ 55,281,251 including grants of \$ 432,383) (Revenue \$ 64,260,521)**HEALTHY LIVING**

WE'RE COMMITTED TO IMPROVING THE HEALTH AND WELL-BEING OF OUR COMMUNITY, BECAUSE WE BELIEVE A COMMUNITY IS STRONGEST WHEN EVERYONE IN IT HAS THE OPPORTUNITY TO LIVE HEALTHIER IN ALL AREAS OF LIFE—SPIRIT, MIND AND BODY. UNFORTUNATELY, TOO MANY PEOPLE IN OUR COMMUNITY ARE SUFFERING FROM A HEALTH AND OBESITY CRISIS THAT IS CAUSING UNNECESSARY HARM AND COSTING OUR STATE BILLIONS OF DOLLARS IN PREVENTABLE HEALTH CARE COSTS.

RESEARCH SHOWS THAT BY INVESTING IN THE HEALTH OF OUR NEIGHBORS NOW, WE CAN STOP ILLNESSES BEFORE THEY START, AND THE SAVINGS QUICKLY ADD UP IN OUR COMMUNITY THROUGH:

- IMPROVED QUALITY OF LIFE
- FEWER ILLNESSES (CONTINUED ON SCHEDULE O)

4b (Code:) (Expenses \$ 16,893,373 including grants of \$ 342,192) (Revenue \$ 15,445,731)**YOUTH DEVELOPMENT****WHY?**

WE'RE COMMITTED TO NURTURING THE POTENTIAL OF CHILDREN AND TEENS IN OUR COMMUNITY BECAUSE WE BELIEVE THE VALUES AND SKILLS LEARNED EARLY ON ARE THE VITAL BUILDING BLOCKS OF LIFE. RESEARCH SHOWS THAT THE WAY A CHILD OR TEEN SPENDS THEIR TIME AWAY FROM SCHOOL CAN PLAY A CRITICAL ROLE IN THEIR FUTURE SUCCESS. SPECIFICALLY, PROGRAMS LIKE THOSE THE Y OFFERS HELP YOUTH:

- FIND INSPIRATION AND MEANING
- DO BETTER IN SCHOOL
- LEARN ESSENTIAL SKILLS
- DEVELOP SOCIALLY AND EMOTIONALLY
- GAIN CONFIDENCE (CONTINUED ON SCHEDULE O)

4c (Code:) (Expenses \$ 7,363,961 including grants of \$ 6,858,749) (Revenue \$ 244,171)**SOCIAL RESPONSIBILITY****WHY?**

OUR Y HAS BEEN LISTENING AND RESPONDING TO OUR COMMUNITY'S MOST CRITICAL SOCIAL NEEDS FOR NEARLY 140 YEARS, AND WE REMAIN COMMITTED TO FOSTERING A SENSE OF SOCIAL RESPONSIBILITY BY PROVIDING PEOPLE WITH OPPORTUNITIES TO GIVE BACK AND SUPPORT NEIGHBORS. HISTORY HAS TAUGHT US THAT LASTING PERSONAL AND SOCIAL CHANGE ONLY COMES WHEN WE JOIN HANDS TO WORK TOGETHER AND SUPPORT ONE ANOTHER.

HOW?

FOLLOWING CHRIST'S GREAT COMMANDMENT TO LOVE OUR NEIGHBOR, THE Y STRIVES TO PROVIDE PLACES AND ENVIRONMENTS WHERE PEOPLE CAN FEEL LIKE THEY CAN BELONG, AND WHERE THEY CAN MAKE A DIFFERENCE IN THEIR OWN NEIGHBORHOOD. (CONTINUED ON SCHEDULE O)

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

(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses 79,538,585

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)? If "Yes," complete Schedule A | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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? If "Yes," complete Schedule C, Part II | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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? If "Yes," complete Schedule C, Part III | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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? If "Yes," complete Schedule D, Part I | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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? If "Yes," complete Schedule D, Part IV | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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? If "Yes," complete Schedule D, Part VI | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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? If "Yes," complete Schedule D, Part VIII | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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? If "Yes," complete Schedule D, Part IX | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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)? If "Yes," complete Schedule D, Part X | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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? If "Yes," complete Schedule F, Parts I and IV | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | <input type="checkbox"/> | <input type="checkbox"/> |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| 21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | <input checked="" type="checkbox"/> | |
| 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | <input checked="" type="checkbox"/> | |
| 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> | <input checked="" type="checkbox"/> | |
| 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 25</i> | <input checked="" type="checkbox"/> | |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | <input checked="" type="checkbox"/> |
| 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? | | <input checked="" type="checkbox"/> |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | <input checked="" type="checkbox"/> |
| 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> | | <input checked="" type="checkbox"/> |
| 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> | | <input checked="" type="checkbox"/> |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> | | <input checked="" type="checkbox"/> |
| 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> | | <input checked="" type="checkbox"/> |
| 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> | <input checked="" type="checkbox"/> | |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | <input checked="" type="checkbox"/> |
| 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> | <input checked="" type="checkbox"/> | |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | <input checked="" type="checkbox"/> | |
| 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> | | <input checked="" type="checkbox"/> |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | | <input checked="" type="checkbox"/> |
| 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> | | <input checked="" type="checkbox"/> |
| 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> | | <input checked="" type="checkbox"/> |
| 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> | <input checked="" type="checkbox"/> | |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | | <input checked="" type="checkbox"/> |
| 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> | | |
| 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> | | <input checked="" type="checkbox"/> |
| 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> | | <input checked="" type="checkbox"/> |
| 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 | <input checked="" type="checkbox"/> | |

Form **990** (2012)

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

| | | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----|----|
| 1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable | 1a 445 | | |
| b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable | 1b 0 | | |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1c ✓ | | |
| 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2a 5,732 | | |
| b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? | 2b ✓ | | |
| Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) | | | |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? | 3a ✓ | | |
| b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O | 3b ✓ | | |
| 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | 4a | | ✓ |
| b If "Yes," enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. | | | |
| 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | 5a | | ✓ |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | | ✓ |
| c If "Yes" to line 5a or 5b, did the organization file Form 8886-T? | 5c | | |
| 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? | 6a | | ✓ |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | 6b | | |
| 7 Organizations that may receive deductible contributions under section 170(c). | | | |
| a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | 7a ✓ | | |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7b ✓ | | |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7c | | ✓ |
| d If "Yes," indicate the number of Forms 8282 filed during the year | 7d | | |
| e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7e | | ✓ |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7f | | ✓ |
| g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | 7g | | |
| h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | 7h | | |
| 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | 8 | | |
| 9 Sponsoring organizations maintaining donor advised funds. | | | |
| a Did the organization make any taxable distributions under section 4966? | 9a | | |
| b Did the organization make a distribution to a donor, donor advisor, or related person? | 9b | | |
| 10 Section 501(c)(7) organizations. Enter: | | | |
| a Initiation fees and capital contributions included on Part VIII, line 12 | 10a | | |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | | |
| 11 Section 501(c)(12) organizations. Enter: | | | |
| a Gross income from members or shareholders | 11a | | |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | 11b | | |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | | |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | | | |
| a Is the organization licensed to issue qualified health plans in more than one state? | 13a | | |
| Note. See the instructions for additional information the organization must report on Schedule O. | | | |
| b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | 13b | | |
| c Enter the amount of reserves on hand | 13c | | |
| 14a Did the organization receive any payments for indoor tanning services during the tax year? | 14a | | ✓ |
| b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O | 14b | | |

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

Section A. Governing Body and Management

| | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| 1a Enter the number of voting members of the governing body at the end of the tax year 1a 84 | | |
| 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 81 | | |
| 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? 2 | <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? 3 | | <input checked="" type="checkbox"/> |
| 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4 | | <input checked="" type="checkbox"/> |
| 5 Did the organization become aware during the year of a significant diversion of the organization's assets? 5 | | <input checked="" type="checkbox"/> |
| 6 Did the organization have members or stockholders? 6 | <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? 7a | <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? 7b | <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? 8a | <input checked="" type="checkbox"/> | |
| b Each committee with authority to act on behalf of the governing body? 8b | <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 9 | | <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? 10a | <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? 10b | <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? 11a | | <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 12a | <input checked="" type="checkbox"/> | |
| b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b | <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 12c | <input checked="" type="checkbox"/> | |
| 13 Did the organization have a written whistleblower policy? 13 | <input checked="" type="checkbox"/> | |
| 14 Did the organization have a written document retention and destruction policy? 14 | <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 15a | <input checked="" type="checkbox"/> | |
| b Other officers or key employees of the organization 15b | <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? 16a | | <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? 16b | | |

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► KY, TN

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: ► ROBERT IVY, CFO, 1000 CHURCH STREET, NASHVILLE, TN 37203, (615)259-9622

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

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

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

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted 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) BILL LEE CHAIR-ELECT | 1 | ✓ | | ✓ | | | | 0 | 0 | 0 |
| (2) LEILANI BOULWARE PAST CHAIR | 1 | ✓ | | ✓ | | | | 0 | 0 | 0 |
| (3) JOYCE COOK SECRETARY | 1 | ✓ | | ✓ | | | | 0 | 0 | 0 |
| (4) MARTY DICKENS CHAIR | 1 | ✓ | | ✓ | | | | 0 | 0 | 0 |
| (5) DECOSTA JENKINS ASSISTANT TREASURER | 1 | ✓ | | ✓ | | | | 0 | 0 | 0 |
| (6) RANDY LASZEWSKI TREASURER | 1 | ✓ | | ✓ | | | | 0 | 0 | 0 |
| (7) JENNY ADCOX BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (8) LAWSON ALLEN BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (9) CARTER ANDREWS BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (10) H. LEE BARFIELD II BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (11) YANCY BELCHER BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (12) DAVID BOHAN BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (13) STEWART BRONAUGH BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (14) DR. ELBERT BROOKS BOARD MEMBER | 1 | ✓ | | | | | | 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 dotted 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 | | | |
| (15) TRUDY CARPENTER BOARD MEMBER | 1 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (16) FRED CASSETTY BOARD MEMBER | 1 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (17) GEORGE H. CATE BOARD MEMBER | 1 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (18) FLORENCE DAVIS BOARD MEMBER | 1 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (19) JOHN EAKIN BOARD MEMBER | 1 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (20) RICH FORD BOARD MEMBER | 1 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (21) SANDRA FULTON BOARD MEMBER | 1 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (22) HOMER B. GIBBS, JR. BOARD MEMBER | 1 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (23) JAMES W. GRANBERY BOARD MEMBER | 1 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (24) ROUPEN M. GULBENK BOARD MEMBER | 1 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (25) BILL HENDERSON BOARD MEMBER | 1 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| 1b Sub-total | | | | | | | | 0 | 0 | 0 |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 2,522,250 | 0 | 445,256 |
| d Total (add lines 1b and 1c) | | | | | | | | 2,522,250 | 0 | 445,256 |

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 **▶ 16**

| | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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? <i>If "Yes," complete Schedule J for such individual</i> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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 |
|---------------------------------------------------------------------------------------|--------------------------------|---------------------|
| EXECUTIVE CLEANING GROUP OF NASHVILLE, LLC, 3700 MURFREESBORO PIKE, ANTIOCH, TN 37013 | CLEANING SERVICES | 1,321,217 |
| ATIBA SOFTWARE, LLC, 1720 WEST END AVENUE, SUITE 300, NASHVILLE, TN 37203 | SOFTWARE PROGRAMMING | 603,344 |
| SIMON KUCHER & PARTNERS, ONE CANAL PARK, CAMBRIDGE, MA 02141 | MARKETING CONSULTANTS | 282,369 |
| PRO-CLEAN LLC, P.O. BOX 416, KINGSTON SPRINGS, TN 37082 | CLEANING SERVICES | 220,368 |
| INK ON PAPER, LLC, 700 INVERNESS AVENUE, SUITE 108, NASHVILLE, TN 37204 | PRINTING | 215,066 |

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 **▶ 12**

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII. ☐

| | | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 |
|-------------------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a | Federated campaigns | 1a 13,233 | | | | |
| | b | Membership dues | 1b | | | | |
| | c | Fundraising events | 1c 1,666,254 | | | | |
| | d | Related organizations | 1d | | | | |
| | e | Government grants (contributions) | 1e 2,105,020 | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above | 1f 6,282,901 | | | | |
| | g | Noncash contributions included in lines 1a-1f: \$ | 151,947 | | | | |
| | h | Total. Add lines 1a-1f | ▶ 10,067,408 | | | | |
| Program Service Revenue | | | Business Code | | | | |
| | 2a | MEMBERSHIP DUES | 713940 | 55,501,884 | 55,501,884 | | |
| | b | PROGRAM SERVICE REVENUE | 541610 | 23,495,510 | 23,495,510 | | |
| | c | MANAGEMENT FEES | 541610 | 141,751 | 20,001 | 121,750 | |
| | d | SALES TO MEMBERS | 541610 | 811,278 | 811,278 | | |
| | e | | | 0 | | | |
| | f | All other program service revenue . | | 0 | 0 | 0 | 0 |
| | g | Total. Add lines 2a-2f | ▶ 79,950,423 | | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | ▶ 107,916 | | | | 107,916 |
| | 4 | Income from investment of tax-exempt bond proceeds ▶ | 0 | | | | |
| | 5 | Royalties | ▶ 0 | | | | |
| | 6a | Gross rents | (i) Real (ii) Personal | | | | |
| | | b | Less: rental expenses | | | | |
| | c | Rental income or (loss) | 0 0 | | | | |
| | d | Net rental income or (loss) | ▶ 0 | | | | |
| | 7a | Gross amount from sales of assets other than inventory | (i) Securities (ii) Other | | | | |
| | | b | Less: cost or other basis and sales expenses | | 142,165 44,473 | | |
| | c | Gain or (loss) | 0 97,692 | | | | |
| | d | Net gain or (loss) | ▶ 97,692 | 97,692 | | | |
| | 8a | Gross income from fundraising events (not including \$ 1,666,254 of contributions reported on line 1c). See Part IV, line 18 | a | | | | |
| | b | Less: direct expenses | b 402,036 | | | | |
| | c | Net income or (loss) from fundraising events . ▶ | -402,036 | | | -402,036 | |
| | 9a | Gross income from gaming activities. See Part IV, line 19 | a | | | | |
| | b | Less: direct expenses | b | | | | |
| | c | Net income or (loss) from gaming activities . . ▶ | 0 | | | | |
| | 10a | Gross sales of inventory, less returns and allowances | a | | | | |
| b | Less: cost of goods sold | b | | | | | |
| c | Net income or (loss) from sales of inventory . . ▶ | 0 | | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11a | BUILDING/EQUIPMENT RENTAL | 541610 | 606,897 | | | 606,897 | |
| b | PUBLIC POLICY/MRC FEES | 541610 | 191,743 | | | 191,743 | |
| c | OTHER INCOME | 541610 | 173,931 | | | 173,931 | |
| d | All other revenue | | 0 | 0 | 0 | 0 | |
| e | Total. Add lines 11a-11d | ▶ 972,571 | | | | | |
| 12 | Total revenue. See instructions. | ▶ 90,793,974 | 79,926,365 | 121,750 | 678,451 | | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐**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 | 676,444 | 676,444 | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | 6,948,880 | 6,948,880 | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 | 8,000 | 8,000 | | |
| 4 Benefits paid to or for members | 0 | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 2,187,454 | 553,277 | 1,471,215 | 162,962 |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 0 | | | |
| 7 Other salaries and wages | 36,097,231 | 32,393,033 | 3,000,216 | 703,982 |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 2,123,000 | 1,655,323 | 377,921 | 89,756 |
| 9 Other employee benefits | 2,579,953 | 2,062,184 | 420,156 | 97,613 |
| 10 Payroll taxes | 2,897,512 | 2,543,915 | 295,622 | 57,975 |
| 11 Fees for services (non-employees): | | | | |
| a Management | 0 | | | |
| b Legal | 68,733 | | 68,733 | |
| c Accounting | 61,482 | | 61,482 | |
| d Lobbying | 28,150 | | 28,150 | |
| e Professional fundraising services. See Part IV, line 17 | 0 | | | |
| f Investment management fees | 0 | | | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) | 3,537,196 | 2,308,899 | 1,144,382 | 83,915 |
| 12 Advertising and promotion | 1,285,707 | 792,143 | 473,603 | 19,961 |
| 13 Office expenses | 4,158,960 | 3,638,268 | 348,729 | 171,963 |
| 14 Information technology | 0 | | | |
| 15 Royalties | 0 | | | |
| 16 Occupancy | 11,972,234 | 11,408,153 | 543,081 | 21,000 |
| 17 Travel | 1,004,743 | 781,615 | 184,622 | 38,506 |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | 0 | | | |
| 19 Conferences, conventions, and meetings | 1,264,821 | 973,993 | 266,454 | 24,374 |
| 20 Interest | 2,012,471 | 1,767,011 | 245,460 | 0 |
| 21 Payments to affiliates | 273,383 | 226,378 | 45,723 | 1,282 |
| 22 Depreciation, depletion, and amortization | 9,226,187 | 7,788,251 | 1,437,936 | 0 |
| 23 Insurance | 351,122 | 329,462 | 21,660 | 0 |
| 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 EQUIPMENT COSTS | 1,826,274 | 1,248,018 | 575,247 | 3,009 |
| b MEMBERSHIP DUES | 121,111 | 100,287 | 20,256 | 568 |
| c MISCELLANEOUS | 551,234 | 335,005 | 177,014 | 39,215 |
| d PROGRAM SUPPLIES | 1,143,169 | 1,000,046 | 95,855 | 47,268 |
| e All other expenses | 20,000 | 0 | 20,000 | 0 |
| 25 Total functional expenses. Add lines 1 through 24e | 92,425,451 | 79,538,585 | 11,323,517 | 1,563,349 |
| 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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | 0 | | | |

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X ☐

| | | (A) Beginning of year | | (B) End of year |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------|------------------------|
| Assets | 1 Cash—non-interest-bearing | 10,177,926 | 1 | 7,220,867 |
| | 2 Savings and temporary cash investments | 6,172,166 | 2 | 5,726,008 |
| | 3 Pledges and grants receivable, net | 4,333,937 | 3 | 3,746,782 |
| | 4 Accounts receivable, net | 1,112,774 | 4 | 918,904 |
| | 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 | 0 |
| | 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 instructions). Complete Part II of Schedule L | | 6 | 0 |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | 765,838 | 9 | 743,279 |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 215,409,217 | | |
| | b Less: accumulated depreciation | 10b 71,825,422 | 134,865,762 | 10c 143,583,795 |
| | 11 Investments—publicly traded securities | | 11 | |
| | 12 Investments—other securities. See Part IV, line 11 | 0 | 12 | 2,017,540 |
| | 13 Investments—program-related. See Part IV, line 11 | 0 | 13 | 0 |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | 904,539 | 15 | 684,957 |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 158,332,942 | 16 | 164,642,132 | |
| Liabilities | 17 Accounts payable and accrued expenses | 6,016,656 | 17 | 6,155,077 |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | 3,272,479 | 19 | 3,135,400 |
| | 20 Tax-exempt bond liabilities | 40,400,000 | 20 | 51,052,027 |
| | 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 | 0 |
| | 23 Secured mortgages and notes payable to unrelated third parties | 9,322,692 | 23 | 9,476,950 |
| | 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 | 5,860,156 | 25 | 3,584,047 |
| | 26 Total liabilities. Add lines 17 through 25 | 64,871,983 | 26 | 73,403,501 |
| 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 | 87,242,758 | 27 | 86,219,097 |
| | 28 Temporarily restricted net assets | 6,218,201 | 28 | 5,019,534 |
| | 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 | 93,460,959 | 33 | 91,238,631 |
| | 34 Total liabilities and net assets/fund balances | 158,332,942 | 34 | 164,642,132 |

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

| | | | |
|-----------|----------------------------------------------------------------------------------------------------------------|-----------|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 90,793,974 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 92,425,451 |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | -1,631,477 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 93,460,959 |
| 5 | Net unrealized gains (losses) on investments | 5 | |
| 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 | -590,851 |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 91,238,631 |

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

| | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O. | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . . 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 | | ✓ |
| b Were the organization's financial statements audited by an independent accountant? . . . If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | ✓ | |
| c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | ✓ | |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . | ✓ | |
| b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | ✓ | |

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| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted 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 | | | |
| (26) WALTER KNESTRICK BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (27) RONALD F. KNOX, JR. BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (28) DON MACLEOD BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (29) JOHN ED MILLER BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (30) PHIL PFEFFER BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (31) DOYLE RIPPEE BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (32) REV.BOB SPAIN BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (33) CARTER TODD BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (34) CAL TURNER BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (35) WILLIAM E. TURNER, JR. BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (36) WILLIAM B. WADLINGTON, MD BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (37) JAMES A. WEBB III BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (38) LARI WHITE BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (39) DAVID WILDS BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (40) W. RIDLEY WILLS II BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (41) LIZ WILSON BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (42) WILLIAM M. WILSON BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (43) GEORGE YOWELL BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (44) FRANK DROWATA BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |
| (45) BILL HAGENBUCH BOARD MEMBER | 1 | ✓ | | | | | | 0 | 0 | 0 |

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted 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 | | | |
| (46) BRETT SWEET ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (47) ED ZAVALA ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (48) FARSHED FERDOWSI ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (49) GUICE SMITH ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (50) JANIE CHAFFIN ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (51) JERRY BRASE ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (52) JIM BURNETT ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (53) JOHN MIRES ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (54) JOSEPH SAOUD ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (55) LINAS SUDZIUS ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (56) LOUIS UPKINS ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (57) MARY LEE BARTLETT ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (58) MIKE SCHATZLEIN ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (59) PAM THOMAS ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (60) PAT MCGUIGAN ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (61) TARRI BYE ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (62) COLIN BARRETT ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (63) DAVID WILSON ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (64) JODY BARRETT ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (65) SCOTT CORNWELL ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (66) TERRY AKIN ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted 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) KELLEY BEAMAN ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (68) LEE BEAMAN ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (69) RAMON CISNEROS ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (70) JONATHAN COLE ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (71) SANDY CORNELIUS ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (72) JAROD DELOZIER ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (73) TERESA GALEY ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (74) KATIE GAMBILL ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (75) AMANDA GARBER ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (76) WILLIAM HASTINGS ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (77) NICK LEONARDO ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (78) DAVID LOCKE ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (79) WALKER MATHEWS ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (80) RANDY MILLS ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (81) LUIS MOYA ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (82) TOM OZBURN ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (83) JASON SURRATT ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (84) BARBARA SUTTON ----- BOARD MEMBER | 1 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (85) JOHN MARK JOHNSON ----- CEO | 45 ----- 2 | | | ✓ | | | | 382,748 | 0 | 67,785 |
| (86) MICHAEL HEILBRONN ----- CHIEF OPERATING OFFICER | 45 ----- | | | ✓ | | | | 209,059 | 0 | 35,253 |
| (87) ROBERT D. IVY ----- CHIEF FINANCIAL OFFICER | 45 ----- 1 | | | ✓ | | | | 186,452 | 0 | 32,690 |

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted 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 | | | |
| (88) PETER M. OLDHAM CHIEF ADMINISTRATIVE OFFICER | 30 ----- 15 | | | ✓ | | | | 222,590 | 0 | 37,138 |
| (89) GARY A COBBS SR VP OF ORGANIZATIONAL ADVANCEMENT | 45 ----- | | | ✓ | | | | 119,205 | 0 | 24,669 |
| (90) LISA BECK SR VP OF YOUTH SERVICES | 45 ----- | | | ✓ | | | | 143,608 | 0 | 21,484 |
| (91) ROBERT W. GRAY SR VP OF FACILITIES | 45 ----- | | | ✓ | | | | 147,404 | 0 | 19,499 |
| (92) MARIA WOLFE SR VP OF BRAND STRATEGY | 45 ----- | | | ✓ | | | | 149,907 | 0 | 21,677 |
| (93) KEITH COSS SR VP OF LEADERSHIP | 45 ----- | | | ✓ | | | | 85,724 | 0 | 16,753 |
| (94) SUZANNE ILER SR VP OF PHILANTHROPY | 25 ----- 20 | | | ✓ | | | | 136,730 | 0 | 26,232 |
| (95) JESSICA FAIN SR VP OF MARKETING, COMMUNICATIONS, & INFORMATION STRATEGY | 45 ----- | | | ✓ | | | | 83,599 | 0 | 17,248 |
| (96) HAKAN DARUD HEAD TENNIS PRO | 45 ----- | | | | | ✓ | | 159,587 | 0 | 29,294 |
| (97) CAROLE CARTER GROUP VP | 45 ----- | | | | | ✓ | | 125,712 | 0 | 21,359 |
| (98) ROBERT KNESTRICK GROUP VP | 45 ----- | | | | | ✓ | | 128,871 | 0 | 25,792 |
| (99) LAUREL WILSON GROUP VP | 45 ----- | | | | | ✓ | | 122,249 | 0 | 23,798 |
| (100) KENNETH C ALONZO GROUP VP | 45 ----- | | | | | ✓ | | 118,805 | 0 | 24,585 |

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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. ► See separate instructions.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Employer identification number

62-0476243

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

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 | |
| (A) | | | | | | | | | |
| (B) | | | | | | | | | |
| (C) | | | | | | | | | |
| (D) | | | | | | | | | |
| (E) | | | | | | | | | |
| Total | | | | | | | | | 0 |

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

Cat. No. 11285F

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|------------|------------|------------|------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 10,035,341 | 12,393,281 | 10,516,957 | 15,491,281 | 10,067,408 | 58,504,268 |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | 0 |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | 0 |
| 4 Total. Add lines 1 through 3 | 10,035,341 | 12,393,281 | 10,516,957 | 15,491,281 | 10,067,408 | 58,504,268 |
| 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) | | | | | | 5,323,772 |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 53,180,496 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|------------|------------|------------|--------------------------|
| 7 Amounts from line 4 | 10,035,341 | 12,393,281 | 10,516,957 | 15,491,281 | 10,067,408 | 58,504,268 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 601,869 | 183,632 | 255,247 | 182,473 | 107,916 | 1,331,137 |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | 40,274 | 22,655 | 8,314 | 0 | 0 | 71,243 |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | 553,424 | 923,026 | 1,100,523 | 932,481 | 972,571 | 4,482,025 |
| 11 Total support. Add lines 7 through 10 | | | | | | 64,388,673 |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 355,705,237 |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|---------|
| 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | 83.88 % |
| 15 Public support percentage from 2011 Schedule A, Part II, line 14 | 15 | 83.76 % |
| 16a 33¹/₃% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 ¹ / ₃ % or more, check this box and stop here. The organization qualifies as a publicly supported organization | <input checked="" type="checkbox"/> | |
| b 33¹/₃% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 ¹ / ₃ % or more, check this box and stop here. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| 17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | <input type="checkbox"/> | |

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 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) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (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 <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| 17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2011 Schedule A, Part III, line 17 | 18 | % |
| 19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/> | | |
| b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/> | | |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/> | | |

Part IV

Supplemental Information Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

| Return Reference | Identifier | Explanation | | | | | |
|---------------------------------|--------------|------------------------------|----------|----------|----------|----------|--------------------|
| | | Description | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 (f) Total |
| SCHEDULE A, PART II, LINE 10 | OTHER INCOME | | | | | | 0 |
| | | OTHER INCOME | 553,424 | 923,026 | 271,490 | 212,314 | 173,930 2,134,184 |
| | | BUILDING/EQUIPMENT RENTAL | | | 467,167 | 526,427 | 606,898 1,600,492 |
| | | PUBLIC POLICY/MRC FEES | 0 | | 361,866 | 193,740 | 191,743 747,349 |

PUBLIC COPY

Schedule of Contributors

OMB No. 1545-0047

2012

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Employer identification number

62-0476243

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 $\frac{1}{3}$ % 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Employer identification number

62-0476243

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 |
|------------|-----------------------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | | \$ 320,041 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | | \$ 408,948 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | | \$ 426,740 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | | \$ 500,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | | \$ 493,958 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 6 | | \$ 283,950 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

Name of organization

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Employer identification number

62-0476243

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|----------------------------------------------|------------------------------------------------|----------------------|
| ----- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| ----- | ----- ----- ----- ----- | \$ ----- | ----- |

| | |
|--------------------------------------------------------------------------------------|-----------------------------------------------------|
| Name of organization YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE | Employer identification number 62-0476243 |
|--------------------------------------------------------------------------------------|-----------------------------------------------------|

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-----------------------------------------|-------------------------|------------------------------------------|
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | ----- ----- ----- | | ----- ----- ----- |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | ----- ----- ----- | | ----- ----- ----- |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | ----- ----- ----- | | ----- ----- ----- |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | ----- ----- ----- | | ----- ----- ----- |

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

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

| | |
|-------------------------------------------------------|--------------------------------|
| Name of organization | Employer identification number |
| YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE | 62-0476243 |

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

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

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

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

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

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

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds. If none, enter -0-. | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-. |
|----------|-------------|---------|-----------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

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

Cat. No. 50084S

Schedule C (Form 990 or 990-EZ) 2012

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

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|----------------------------------------------------------|--------------------|-------------------------------|-----------------------------------------|--------------------------------------------------|-------------------------------------------|----------------------------------------------------|--------------------------------------------|---------------------------------------------------|-------------------|--------------|--|--|
| 1a | Total lobbying expenditures to influence public opinion (grass roots lobbying) | | | | | | | | | | | | | | |
| b | Total lobbying expenditures to influence a legislative body (direct lobbying) | | | | | | | | | | | | | | |
| c | Total lobbying expenditures (add lines 1a and 1b) | | | | | | | | | | | | | | |
| d | Other exempt purpose expenditures | | | | | | | | | | | | | | |
| e | Total exempt purpose expenditures (add lines 1c and 1d) | | | | | | | | | | | | | | |
| f | Lobbying nontaxable amount. Enter the amount from the following table in both columns. | | | | | | | | | | | | | | |
| <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 40%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e. | | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000. | | | | | | | | | | | | | | |
| g | Grassroots nontaxable amount (enter 25% of line 1f) | | | | | | | | | | | | | | |
| h | Subtract line 1g from line 1a. If zero or less, enter -0- | | | | | | | | | | | | | | |
| i | Subtract line 1f from line 1c. If zero or less, enter -0- | | | | | | | | | | | | | | |
| j | If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | | <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | | | | | | | |

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|------------------------------------------------------------------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in) | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) Total |
| 2a Lobbying nontaxable amount | | | | | |
| b Lobbying ceiling amount (150% of line 2a, column (e)) | | | | | |
| c Total lobbying expenditures | | | | | |
| d Grassroots nontaxable amount | | | | | |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | |
| f Grassroots lobbying expenditures | | | | | |

Schedule C (Form 990 or 990-EZ) 2012

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

| | (a) | | (b) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
| | Yes | No | Amount |
| 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of: | | | |
| a Volunteers? | | ✓ | |
| b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? | | ✓ | |
| c Media advertisements? | | ✓ | |
| d Mailings to members, legislators, or the public? | | ✓ | |
| e Publications, or published or broadcast statements? | | ✓ | |
| f Grants to other organizations for lobbying purposes? | | ✓ | |
| g Direct contact with legislators, their staffs, government officials, or a legislative body? | ✓ | | 28,150 |
| h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? | | ✓ | |
| i Other activities? | | ✓ | |
| j Total. Add lines 1c through 1i | | | 28,150 |
| 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? | | ✓ | |
| b If "Yes," enter the amount of any tax incurred under section 4912 | | | |
| c If "Yes," enter the amount of any tax incurred by organization managers under section 4912 | | | |
| d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? | | | |

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

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

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

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SEE NEXT PAGE

Part IV

Supplemental Information Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

| Return Reference | Identifier | Explanation |
|----------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SCHEDULE C, PART II-B, LINE 1 | DESCRIPTION OF THE ACTIVITIES REPORTED ON LINES 1A THROUGH 1I | A CONSULTING FIRM IS CONTRACTED TO PROVIDE THE YMCA OF MIDDLE TENNESSEE WITH ADVICE, INFORMATION AND ASSISTANCE FROM TIME TO TIME AS REQUESTED BY THE ORGANIZATION IN CONNECTION WITH LEGISLATION AND STATE EXECUTIVE BRANCH ACTIVITIES PERTAINING TO BUSINESS AND REGULATORY ISSUES AFFECTING THE ORGANIZATION |

PUBLIC COPY

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Employer identification number

62-0476243

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

| | Held at the End of the Tax Year |
|------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ► \$

(ii) Assets included in Form 990, Part X ► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$

b Assets included in Form 990, Part X ► \$

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

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

- a** ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

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

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 | 954,697 | 64,781 | 92,810 | 128,821 | 156,128 |
| b Contributions | | 942,973 | 221 | 3,302 | 193 |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | 53,057 | 28,250 | 39,313 | 27,500 |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | 954,697 | 954,697 | 64,781 | 92,810 | 128,821 |

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

- a** Board designated or quasi-endowment _____ %
b Permanent endowment _____ %
c Temporarily restricted endowment **100** %

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:

- (i)** unrelated organizations
(ii) related organizations

| | Yes | No |
|---------------|-----|----|
| 3a(i) | | ✓ |
| 3a(ii) | ✓ | |
| 3b | ✓ | |

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

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

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

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|----------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | 11,177,445 | | 11,177,445 |
| b Buildings | | 151,376,288 | 43,081,750 | 108,294,538 |
| c Leasehold improvements | | 8,422,349 | 4,496,638 | 3,925,711 |
| d Equipment | | 42,027,171 | 24,247,034 | 17,780,137 |
| e Other | | 2,405,964 | | 2,405,964 |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 143,583,795 |

Schedule D (Form 990) 2012

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

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

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

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

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

| (a) Description | (b) Book value |
|---------------------------------------------------------------------------------------|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ► | |

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

| 1. (a) Description of liability | (b) Book value | |
|-----------------------------------------------------------------------------|----------------|-----------|
| (1) Federal income taxes | | |
| (2) DERIVATIVE LIABILITY - INTEREST RATE SWAP | 3,584,047 | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| (10) | | |
| (11) | | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ► | | 3,584,047 |

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

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

| | | | |
|----------|----------------------------------------------------------------------------------------------------------|-----------|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 84,337,261 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII.) | 2d | 402,036 |
| e | Add lines 2a through 2d | 2e | 402,036 |
| 3 | Subtract line 2e from line 1 | 3 | 83,935,225 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 : | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | 6,858,749 |
| c | Add lines 4a and 4b | 4c | 6,858,749 |
| 5 | Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.) | 5 | 90,793,974 |

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

| | | | |
|----------|-----------------------------------------------------------------------------------------------------------|-----------|------------|
| 1 | Total expenses and losses per audited financial statements | 1 | 86,559,589 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII.) | 2d | 992,887 |
| e | Add lines 2a through 2d | 2e | 992,887 |
| 3 | Subtract line 2e from line 1 | 3 | 85,566,702 |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1 : | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | 6,858,749 |
| c | Add lines 4a and 4b | 4c | 6,858,749 |
| 5 | Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.) | 5 | 92,425,451 |

Part XIII Supplemental Information

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

[SEE NEXT PAGE](#)

Part XIII

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

| Return Reference | Identifier | Explanation | | | | | | |
|--------------------------------|----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|------------|--------------------------|-----------|--------------------------------|---------|
| SCHEDULE D, PART V, LINE 4 | INTENDED USES OF ENDOWMENT FUNDS | THE ORGANIZATION'S ENDOWMENT FUNDS (HELD BY THE YMCA FOUNDATION OF MIDDLE TENNESSEE) BENEFIT THE YMCA OF MIDDLE TENNESSEE, GIVING PRIORITY TO MAJOR MAINTENANCE, MODERNIZATION OR EXPANSION OF FACILITIES, EXTENSION OF SERVICES, AND DEVELOPING AND TRAINING PROFESSIONAL LEADERSHIP. | | | | | | |
| SCHEDULE D, PART X, LINE 2 | FIN 48 (ASC 740) FOOTNOTE | <p>THE YMCA QUALIFIES AS A NONPROFIT ORGANIZATION EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE YMCA PAYS TAX ON UNRELATED BUSINESS INCOME FROM CERTAIN ACTIVITIES. THESE ACTIVITIES AND THE RELATED TAX WERE INSIGNIFICANT IN 2012 AND 2011.</p> <p>THE YMCA FILES U.S. FEDERAL FORM 990 FOR ORGANIZATIONS EXEMPT FROM INCOME TAX AND FORM 990-T, AN EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURN. IN ADDITION, THE YMCA FILES A TENNESSEE STATE INCOME TAX RETURN.</p> <p>THE YMCA FOLLOWS FINANCIAL ACCOUNTING STANDARDS BOARD ACCOUNTING STANDARDS CODIFICATION ("FASB ASC") GUIDANCE RELATED TO UNRECOGNIZED TAX BENEFITS. THE GUIDANCE CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN AN ORGANIZATION'S FINANCIAL STATEMENTS. THIS GUIDANCE PRESCRIBES A MINIMUM PROBABILITY THRESHOLD THAT A TAX POSITION MUST MEET BEFORE A FINANCIAL STATEMENT BENEFIT IS RECOGNIZED. THE MINIMUM THRESHOLD IS DEFINED AS A TAX POSITION THAT IS MORE LIKELY THAN NOT TO BE SUSTAINED UPON EXAMINATION BY THE APPLICABLE TAXING AUTHORITY, INCLUDING RESOLUTION OF ANY RELATED APPEALS OR LITIGATION PROCESSES, BASED ON THE TECHNICAL MERITS OF THE POSITION. THE TAX BENEFIT TO BE RECOGNIZED IS MEASURED AS THE LARGEST AMOUNT OF BENEFIT THAT IS GREATER THAN FIFTY PERCENT LIKELY OF BEING REALIZED UPON ULTIMATE SETTLEMENT. THE YMCA HAS NO TAX PENALTIES OR INTEREST REPORTED IN THE ACCOMPANYING FINANCIAL STATEMENTS. TAX YEARS THAT REMAIN OPEN FOR EXAMINATION INCLUDE YEARS ENDED DECEMBER 31, 2009 THROUGH 2012.</p> | | | | | | |
| SCHEDULE D, PART XI, LINE 2D | OTHER REVENUES IN AUDITED FINANCIAL STATEMENTS NOT IN FORM 990 | <table><tr><th>(a) Description</th><th>(b) Amount</th></tr><tr><td>SPECIAL EVENT EXPENSES</td><td>402,036</td></tr></table> | (a) Description | (b) Amount | SPECIAL EVENT EXPENSES | 402,036 | | |
| (a) Description | (b) Amount | | | | | | | |
| SPECIAL EVENT EXPENSES | 402,036 | | | | | | | |
| SCHEDULE D, PART XI, LINE 4B | OTHER REVENUES IN FORM 990 NOT IN AUDITED FINANCIAL STATEMENTS | <table><tr><th>(a) Description</th><th>(b) Amount</th></tr><tr><td>FINANCIAL AID/ASSISTANCE</td><td>6,858,749</td></tr></table> | (a) Description | (b) Amount | FINANCIAL AID/ASSISTANCE | 6,858,749 | | |
| (a) Description | (b) Amount | | | | | | | |
| FINANCIAL AID/ASSISTANCE | 6,858,749 | | | | | | | |
| SCHEDULE D, PART XII, LINE 2D | OTHER EXPENSES IN AUDITED FINANCIAL STATEMENTS NOT IN FORM 990 | <table><tr><th>(a) Description</th><th>(b) Amount</th></tr><tr><td>SPECIAL EVENT EXPENSES</td><td>402,036</td></tr><tr><td>CHANGE IN DERIVATIVE LIABILITY</td><td>590,851</td></tr></table> | (a) Description | (b) Amount | SPECIAL EVENT EXPENSES | 402,036 | CHANGE IN DERIVATIVE LIABILITY | 590,851 |
| (a) Description | (b) Amount | | | | | | | |
| SPECIAL EVENT EXPENSES | 402,036 | | | | | | | |
| CHANGE IN DERIVATIVE LIABILITY | 590,851 | | | | | | | |
| SCHEDULE D, PART XII, LINE 4B | OTHER EXPENSES IN FORM 990 NOT IN AUDITED FINANCIAL STATEMENTS | <table><tr><th>(a) Description</th><th>(b) Amount</th></tr><tr><td>FINANCIAL AID/ASSISTANCE</td><td>6,858,749</td></tr></table> | (a) Description | (b) Amount | FINANCIAL AID/ASSISTANCE | 6,858,749 | | |
| (a) Description | (b) Amount | | | | | | | |
| FINANCIAL AID/ASSISTANCE | 6,858,749 | | | | | | | |

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► **Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.**

► **Attach to Form 990. ► See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Employer identification number

62-0476243

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

1 For grantmakers. Does the organization maintain records to substantiate the amount of 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 |
|-------------------------------------------------------------|-------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------|
| SOUTH AMERICA | | | GRANTMAKING | | |
| (1) | 0 | 0 | | | 8,000 |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| (6) | | | | | |
| (7) | | | | | |
| (8) | | | | | |
| (9) | | | | | |
| (10) | | | | | |
| (11) | | | | | |
| (12) | | | | | |
| (13) | | | | | |
| (14) | | | | | |
| (15) | | | | | |
| (16) | | | | | |
| (17) | | | | | |
| 3a Sub-total | 0 | 0 | | | 8,000 |
| b Total from continuation sheets to Part I | 0 | 0 | | | 0 |
| c Totals (add lines 3a and 3b) | 0 | 0 | | | 8,000 |

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

| 1 | (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|------|--------------------------|----------------------------------------------|---------------|-------------------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
| (1) | | | SOUTH AMERICA | STUDENT SPONSOR - 38 STUDENTS | 8,000 | WIRE TRANSFER | | | BOOK |
| (2) | | | | | | | | | |
| (3) | | | | | | | | | |
| (4) | | | | | | | | | |
| (5) | | | | | | | | | |
| (6) | | | | | | | | | |
| (7) | | | | | | | | | |
| (8) | | | | | | | | | |
| (9) | | | | | | | | | |
| (10) | | | | | | | | | |
| (11) | | | | | | | | | |
| (12) | | | | | | | | | |
| (13) | | | | | | | | | |
| (14) | | | | | | | | | |
| (15) | | | | | | | | | |
| (16) | | | | | | | | | |

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

1

3 Enter total number of other organizations or entities ►

0

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Region | (c) Number of recipients | (d) Amount of cash grant | (e) Manner of cash disbursement | (f) Amount of non-cash assistance | (g) Description of non-cash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
|---------------------------------|------------|--------------------------|--------------------------|---------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------|
| (1) | | | | | | | |
| (2) | | | | | | | |
| (3) | | | | | | | |
| (4) | | | | | | | |
| (5) | | | | | | | |
| (6) | | | | | | | |
| (7) | | | | | | | |
| (8) | | | | | | | |
| (9) | | | | | | | |
| (10) | | | | | | | |
| (11) | | | | | | | |
| (12) | | | | | | | |
| (13) | | | | | | | |
| (14) | | | | | | | |
| (15) | | | | | | | |
| (16) | | | | | | | |
| (17) | | | | | | | |
| (18) | | | | | | | |

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

Schedule F (Form 990) 2012

Part V

Supplemental Information Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f)(accounting method); 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 (see instructions).

| Return Reference | Identifier | Explanation |
|--------------------------------|-----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| SCHEDULE F, PART I, LINE 2 | PROCEDURES FOR MONITORING USE OF GRANT FUNDS | ASSISTANCE TO YMCA'S ABROAD IS MONITORED THROUGH PROGRESS REPORTS, ANNUAL UPDATES AND ACTUAL VISITS TO THE SITE. |
| SCHEDULE F, PART I, LINE 3 | METHOD USED TO ACCOUNT FOR EXPENDITURES ON ORGANIZATION'S FINANCIAL STATEMENTS | SOUTH AMERICA: ACCRUAL |
| SCHEDULE F, PART II, LINE 1 | METHOD USED TO ACCOUNT FOR GRANTS ON ORGANIZATION'S FINANCIAL STATEMENTS | SOUTH AMERICA: ACCRUAL |

PUBLIC COPY

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Employer identification number

62-0476243

Part I

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- | | |
|-------------------------------------------------------------|------------------------------------------------------------------|
| a <input type="checkbox"/> Mail solicitations | e <input type="checkbox"/> Solicitation of non-government grants |
| b <input type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input type="checkbox"/> In-person solicitations | |
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No
- b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? | | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col. (i) | (vi) Amount paid to (or retained by) organization |
|-----------------------------------------------------------|---------------|----------------------------------------------------------------|----|-----------------------------------|-------------------------------------------------------------------|---------------------------------------------------|
| | | Yes | No | | | |
| 1 | | | | | | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
| 10 | | | | | | |
| Total | | | | 0 | 0 | 0 |

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

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

| | | (a) Event #1 PATRON'S BREAKFAST/LUNCH (event type) | (b) Event #2 TOURNAMENT OF CHAMPIONS (event type) | (c) Other events 52 (total number) | (d) Total events (add col. (a) through col. (c)) |
|-----------------|----------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------|------------------------------------------|--------------------------------------------------------|
| Revenue | 1 Gross receipts | 187,000 | 132,870 | 1,346,384 | 1,666,254 |
| | 2 Less: Contributions | 187,000 | 132,870 | 1,346,384 | 1,666,254 |
| | 3 Gross income (line 1 minus line 2) | 0 | 0 | 0 | 0 |
| Direct Expenses | 4 Cash prizes | | | | 0 |
| | 5 Noncash prizes | 150 | 18,000 | | 18,150 |
| | 6 Rent/facility costs | | | | 0 |
| | 7 Food and beverages | 17,155 | 977 | | 18,132 |
| | 8 Entertainment | | | | 0 |
| | 9 Other direct expenses | 14,019 | 4,218 | 347,517 | 365,754 |
| | 10 Direct expense summary. Add lines 4 through 9 in column (d) ▶ | | | | (402,036) |
| | 11 Net income summary. Combine line 3, column (d), and line 10 ▶ | | | | -402,036 |

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)) |
|-----------------|-------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|
| Revenue | 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. Combine line 1, column d, and line 7 ▶ | | | | |

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

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? ☐ **Yes** ☐ **No**
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ **Yes** ☐ **No**
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 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. Complete this part to 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

Name of the organization

**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.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

62-0476243

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

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 |
|-----------------------------------------------------------------------------------|------------|-------------------------------|--------------------------|-----------------------------------|-------------------------------------------------------|----------------------------------------|------------------------------------|
| (1) NELSON ANDREWS LEADERSHIP CENTER 3090B SMITH SPRINGS RD, ANTIOCH, TN 37013 | 61-1578468 | 501(C)(3) | 200,000 | | | | TO FURTHER EXEMPT PURPOSE |
| (2) J.L. TURNER FIFTY FORWARD 174 RAINS AVE, NASHVILLE, TN 37203 | 62-0566419 | 501(C)(3) | 192,902 | | | | TO FURTHER EXEMPT PURPOSE |
| (3) YMCA OF CHATTANOOGA 301 W. 6TH ST, CHATTANOOGA, TN 37402 | 62-0475699 | 501(C)(3) | 83,125 | | | | TO FURTHER EXEMPT PURPOSE |
| (4) YMCA OF EAST TENNESSEE 136 FOX ROAD, KNOXVILLE, TN 37922 | 62-0475700 | 501(C)(3) | 83,125 | | | | TO FURTHER EXEMPT PURPOSE |
| (5) Y-CAP OF MEMPHIS 6373 QUAIL HOLLOW RD, STE 201, MEMPHIS, TN 38120 | 62-0476304 | 501(C)(3) | 83,125 | | | | TO FURTHER EXEMPT PURPOSE |
| (6) YMCA OF THE USA 101 NORTH WACHER DR., STE 1400, CHICAGO, IL 60606 | 36-3258696 | 501(C)(3) | 31,667 | | | | TO FURTHER EXEMPT PURPOSE |
| (7) | | | | | | | |
| (8) | | | | | | | |
| (9) | | | | | | | |
| (10) | | | | | | | |
| (11) | | | | | | | |
| (12) | | | | | | | |

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 6
- 3** Enter total number of other organizations listed in the line 1 table 0

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

Cat. No. 50055P

Schedule I (Form 990) (2012)

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 |
|----------------------------------|--------------------------|--------------------------|-----------------------------------|-------------------------------------------------------|----------------------------------------|
| 1 TUITION / TRAINING / BOOKS | 71 | 50,775 | | | |
| 2 GROUP HOME - RESIDENCE STIPEND | 4 | 3,200 | | | |
| 3 BLUE RIDGE CONFERENCE FEES | 12 | 3,155 | | | |
| 4 SEAL TEAM - STIPEND | 20 | 2,375 | | | |
| 5 GROCERIES / ASSISTANCE | 5 | 1,249 | | | |
| 6 CLOTHING | 8 | 1,048 | | | |
| 7 FLOOD ASSISTANCE | 2 | 795 | | | |

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

Part IV

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

| Return Reference | Identifier | Explanation |
|-------------------------------|----------------------------------------------------|---------------------------------------------------------------------------------------------|
| SCHEDULE I, PART I, LINE 2 | PROCEDURES FOR MONITORING USE OF GRANT FUNDS | ALL GRANT INDIVIDUALS ARE REQUIRED TO PROVIDE RECEIPTS OR INVOICES FOR ALL EXPENDITURES. |

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Part III**Grants and Other Assistance to Individuals in the United States** (continued)

| (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 |
|------------------------------------|--------------------------------|--------------------------------|------------------------------------------|-------------------------------------------------------------------|-------------------------------------------|
| (8) RENT ASSISTANCE | 1 | 400 | | | |
| (9) MEDICAL ASSISTANCE | 3 | 278 | | | |
| (10) MEMBERSHIP ASSISTANCE | 106 | | 26,856 | FMV | MEMBERSHIP/PROGRAM ASSISTANCE |
| (11) FINANCIAL AID/ASSISTANCE | 46,280 | | 6,858,749 | FMV | FINANCIAL AID/ASSISTANCE |

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SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Compensation Information

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

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

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Employer identification number

62-0476243

Part I Questions Regarding Compensation

| | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <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 officers, directors, trustees, and 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 type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <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)? | | |

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

Cat. No. 50053T

Schedule J (Form 990) 2012

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

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

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

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)–(D) | (F) Compensation reported as deferred in prior Form 990 |
|--------------------|-----------------------------------------------|----------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|---------------------------------------------------------|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 1 | JOHN MARK JOHNSON, CEO | (i) 323,338 | 51,150 | 8,260 | 58,277 | 9,508 | 450,533 | 0 |
| | | (ii) 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | MICHAEL HEILBRONN, CHIEF OPERATING OFFICER | (i) 185,000 | 21,969 | 2,090 | 24,836 | 10,417 | 244,312 | 0 |
| | | (ii) 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | ROBERT D. IVY, CHIEF FINANCIAL OFFICER | (i) 173,600 | 12,012 | 840 | 22,273 | 10,417 | 219,142 | 0 |
| | | (ii) 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 | PETER M. OLDHAM, CHIEF ADMINISTRATIVE OFFICER | (i) 200,000 | 21,750 | 840 | 26,610 | 10,528 | 259,728 | 0 |
| | | (ii) 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5 | LISA BECK, SR VP OF YOUTH SERVICES | (i) 131,951 | 10,817 | 840 | 17,233 | 4,251 | 165,092 | 0 |
| | | (ii) 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6 | ROBERT W. GRAY, SR VP OF FACILITIES | (i) 135,586 | 10,978 | 840 | 17,688 | 1,811 | 166,903 | 0 |
| | | (ii) 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 7 | MARIA WOLFE, SR VP OF BRAND STRATEGY | (i) 138,878 | 10,189 | 840 | 17,989 | 3,688 | 171,584 | 0 |
| | | (ii) 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 8 | SUZANNE ILER, SR VP OF PHILANTHROPY | (i) 127,000 | 8,890 | 840 | 16,408 | 9,824 | 162,962 | 0 |
| | | (ii) 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9 | HAKAN DARUD, HEAD TENNIS PRO | (i) 158,654 | 273 | 660 | 19,071 | 10,223 | 188,881 | 0 |
| | | (ii) 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10 | ROBERT KNESTRICK, GROUP VP | (i) 128,871 | 0 | 0 | 15,464 | 10,328 | 154,663 | 0 |
| | | (ii) 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11 | | (i) | | | | | | |
| | | (ii) | | | | | | |
| 12 | | (i) | | | | | | |
| | | (ii) | | | | | | |
| 13 | | (i) | | | | | | |
| | | (ii) | | | | | | |
| 14 | | (i) | | | | | | |
| | | (ii) | | | | | | |
| 15 | | (i) | | | | | | |
| | | (ii) | | | | | | |
| 16 | | (i) | | | | | | |
| | | (ii) | | | | | | |

Schedule J (Form 990) 2012

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

► Attach to Form 990.

► See separate instructions.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Employer identification number

62-0476243

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 | INDUSTRIAL DEVELOPMENT BOARD OF THE METROP GOVT OF NASHVILLE & DAVIDSON CO. | 52-1789764 | NONE | 7/2/2012 | 57,000,000 | CONSTRUCTION AND EQUIPMENT ACTIVITIES; PRIOR BOND REFUND | | ✓ | | ✓ | | ✓ |
| B | | | | | | | | | | | | |
| C | | | | | | | | | | | | |
| D | | | | | | | | | | | | |

Part II Proceeds

| | A | B | C | D |
|---------------------------------------------------------------------------------------------------------------------|------------|----|-----|----|
| 1 Amount of bonds retired | 988,418 | | | |
| 2 Amount of bonds legally defeased | 0 | | | |
| 3 Total proceeds of issue | 57,000,000 | | | |
| 4 Gross proceeds in reserve funds | 0 | | | |
| 5 Capitalized interest from proceeds | 0 | | | |
| 6 Proceeds in refunding escrows | 0 | | | |
| 7 Issuance costs from proceeds | 79,150 | | | |
| 8 Credit enhancement from proceeds | 0 | | | |
| 9 Working capital expenditures from proceeds | 0 | | | |
| 10 Capital expenditures from proceeds | 8,698,295 | | | |
| 11 Other spent proceeds | 43,263,000 | | | |
| 12 Other unspent proceeds | 4,959,555 | | | |
| 13 Year of substantial completion | 2013 | | | |
| | Yes | No | Yes | No |
| 14 Were the bonds issued as part of a current refunding issue? | ✓ | | | |
| 15 Were the bonds issued as part of an advance refunding issue? | | ✓ | | |
| 16 Has the final allocation of proceeds been made? | | ✓ | | |
| 17 Does the organization maintain adequate books and records to support the final allocation of proceeds? | ✓ | | | |

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? | | ✓ | | | | | | |
| 2 Are there any lease arrangements that may result in private business use of bond-financed property? | | ✓ | | | | | | |

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? | | ✓ | | | | | | |
| b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? | | | | | | | | |
| c Are there any research agreements that may result in private business use of bond-financed property? | | ✓ | | | | | | |
| 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 . . . ▶ | | 0 % | | % | | % | | % |
| 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 . . . ▶ | | 0 % | | % | | % | | % |
| 6 Total of lines 4 and 5 | | 0 % | | % | | % | | % |
| 7 Does the bond issue meet the private security or payment test? | | | | | | | | |
| 8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued? | | ✓ | | | | | | |
| b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of | | 0 % | | % | | % | | % |
| 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? | | | | | | | | |
| 2 If "No" to line 1, did the following apply? | | | | | | | | |
| a Rebate not due yet? | | | | | | | | |
| b Exception to rebate? | | | | | | | | |
| c No rebate due? | | | | | | | | |
| If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed | | | | | | | | |
| 3 Is the bond issue a variable rate issue? | ✓ | | | | | | | |
| 4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? | ✓ | | | | | | | |
| b Name of provider | | | | | | | | |
| c Term of hedge | | | | | | | | |
| d Was the hedge superintegrated? | | ✓ | | | | | | |
| e Was the hedge terminated? | | ✓ | | | | | | |

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

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

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SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered**
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Employer identification number

62-0476243

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

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

| 1 | (a) Name of disqualified person | (b) Relationship between disqualified person and organization | (c) Description of transaction | (d) Corrected? | |
|-----|---------------------------------|---------------------------------------------------------------|--------------------------------|----------------|----|
| | | | | Yes | No |
| (1) | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| (6) | | | | | |

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958. ▶ \$

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

| (a) Name of interested person | (b) Relationship with organization | (c) Purpose of loan | (d) Loan to or from the organization? | | (e) Original principal amount | (f) Balance due | (g) In default? | | (h) Approved by board or committee? | | (i) Written agreement? | |
|-------------------------------|------------------------------------|---------------------|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|----|------------------------|----|
| | | | To | From | | | Yes | No | Yes | No | Yes | No |
| (1) | | | | | | | | | | | | |
| (2) | | | | | | | | | | | | |
| (3) | | | | | | | | | | | | |
| (4) | | | | | | | | | | | | |
| (5) | | | | | | | | | | | | |
| (6) | | | | | | | | | | | | |
| (7) | | | | | | | | | | | | |
| (8) | | | | | | | | | | | | |
| (9) | | | | | | | | | | | | |
| (10) | | | | | | | | | | | | |
| Total | | | | | | \$ 0 | | | | | | |

Part III Grants or Assistance Benefiting Interested Persons.

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

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of assistance | (d) Type of assistance | (e) Purpose of assistance |
|-------------------------------|-----------------------------------------------------------------|--------------------------|------------------------|---------------------------|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |
| (7) | | | | |
| (8) | | | | |
| (9) | | | | |
| (10) | | | | |

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

Cat. No. 50056A

Schedule L (Form 990 or 990-EZ) 2012

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 |
| (1) SEE STATEMENT | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| (6) | | | | | |
| (7) | | | | | |
| (8) | | | | | |
| (9) | | | | | |
| (10) | | | | | |

Part V Supplemental Information

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

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Part IV**Business Transactions Involving Interested Persons** (continued)

| (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 |
| (1) DECOSTA JENKINS | BOARD MEMBER & TREASURER | 2,119,653 | ELECTRICAL SERVICES PROVIDED TO FACILITIES FROM NASHVILLE ELECTRIC | | ✓ |
| (2) BILL KNESTRICK | SON OF BOARD MEMBER | 1,325,032 | CONSTRUCTION/RENOVATION SERVICES PROVIDED BY KNESTRICK CONTRACTOR | | ✓ |
| (3) ROBERT KNESTRICK | SON OF BOARD MEMBER | 154,663 | ORGANIZATION EMPLOYEE - COMPENSATION | | ✓ |
| (4) BILL LEE | BOARD MEMBER | 150,442 | HVAC REPAIRS/MAINTENANCE SERVICES PROVIDED BY LEE COMPANY | | ✓ |

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SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Employer identification number

62-0476243

Part I **Types of Property**

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|----------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------|--------------------------------------------------------------|
| 1 Art—Works of art | | | | |
| 2 Art—Historical treasures | | | | |
| 3 Art—Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities—Publicly traded | ✓ | 17 | 82,066 | MARKET VALUE |
| 10 Securities—Closely held stock | | | | |
| 11 Securities—Partnership, LLC, or trust interests | | | | |
| 12 Securities—Miscellaneous | | | | |
| 13 Qualified conservation contribution—Historic structures | | | | |
| 14 Qualified conservation contribution—Other | | | | |
| 15 Real estate—Residential | | | | |
| 16 Real estate—Commercial | | | | |
| 17 Real estate—Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ► (<u>SPEAKER</u>) | ✓ | 1 | 500 | OPINIONS OF EXPERTS |
| 26 Other ► (<u>VENUE</u>) | ✓ | 1 | 1,500 | OPINIONS OF EXPERTS |
| 27 Other ► (<u>AUDIO VIDEO</u>) | ✓ | 2 | 3,150 | OPINIONS OF EXPERTS |
| 28 Other ► (<u>FOOD</u>) | ✓ | 19 | 22,744 | OPINIONS OF EXPERTS |

| | | | |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|
| 29 | Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement | 29 | 0 |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|

| | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? | | ✓ |
| b If "Yes," describe the arrangement in Part II. | | |
| 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? | | ✓ |
| 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? | | ✓ |
| b If "Yes," describe in Part II. | | |
| 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II. | | |

Part I**Other Types of Property** (continued)

| (a) Property Type | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|-----------------------|--------------------------------------------------------|------------------------------------------------------------------------------------|--------------------------------------------------------------|
| (5) GIFTS | 4 | 3,461 | OPINIONS OF EXPERTS |
| (6) MATERIALS | 11 | 14,198 | OPINIONS OF EXPERTS |
| (7) MATERIALS & LABOR | 3 | 24,328 | OPINIONS OF EXPERTS |

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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.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the Organization
YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Employer Identification Number
62-0476243

| Return Reference | Identifier | Explanation |
|-----------------------------|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990, PART III, LINE 1 | ORGANIZATION'S MISSION | <p>(CONTINUED FROM FORM 990, PART III, LINE 1)</p> <p>LEADING NONPROFIT DEDICATED TO STRENGTHENING COMMUNITY BY NURTURING THE POTENTIAL OF CHILDREN AND TEENS, IMPROVING HEALTH AND WELL-BEING AND PROVIDING OPPORTUNITIES TO GIVE BACK AND SUPPORT OUR NEIGHBORS. FOR MORE THAN 137 YEARS, WE'VE BEEN GIVING PEOPLE OF ALL AGES AND BACKGROUNDS THE TOOLS AND SUPPORT THEY NEED TO LEARN, GROW AND THRIVE. WITH 32 CENTERS ACROSS 13 COUNTIES, OUR Y REACHES MORE THAN 368,000 LIVES EACH YEAR.</p> |
| | MISSION | <p>OUR VISION IS TO OFFER HOPE FOR LIFE TO PEOPLE OF ALL AGES, FAITHS, RACES, BACKGROUNDS AND ABILITIES, REGARDLESS OF THEIR SOCIO-ECONOMIC CIRCUMSTANCE. THROUGH A RANGE OF QUALITY OUTCOME-BASED PROGRAMS, SERVICES, PARTNERSHIPS AND COLLABORATIONS, WE OFFER HOPE THROUGHOUT MIDDLE TENNESSEE AND SOUTHERN KENTUCKY BY INSPIRING YOUTH, IMPROVING HEALTH, SERVING OTHERS AND CREATING COMMUNITY. IN ALL THAT WE DO-FROM INSPIRING HEALTHIER LIFESTYLES TO PROVIDING QUALITY OUTREACH PROGRAMS THAT MEET EMERGING COMMUNITY NEEDS-WE STRIVE TO MODEL AND TEACH THE YMCA'S CORE CHARACTER VALUES OF CARING, HONESTY, RESPECT AND RESPONSIBILITY.</p> <p>WE BELIEVE THAT EVERYONE DESERVES A CHANCE TO WORK TOWARD REACHING THEIR FULL POTENTIAL, REGARDLESS OF SOCIO-ECONOMIC CIRCUMSTANCES. THANKS TO OUR COMMUNITY'S GENEROUS SUPPORT OF OUR ANNUAL GIVING CAMPAIGN, OUR OPEN DOORS INCOME-BASED RATE SCALE ENSURES THAT OUR YMCA REMAINS AVAILABLE TO ALL, REGARDLESS OF INCOME LEVEL OR ABILITY TO PAY.</p> |
| FORM 990, PART III, LINE 4A | PROGRAM SERVICE DESCRIPTION | <p>(CONTINUED FROM FORM 990, PART III, LINE 4A)</p> <ul style="list-style-type: none"> • INCREASED SCHOOL PERFORMANCE • HEALTHY AGING • A BETTER WORKFORCE <p>HOW?</p> <p>WE'RE COMMITTED TO PROVIDING COMMUNITY-BASED HEALTH SOLUTIONS THAT OFFER EVERYONE, REGARDLESS OF AGE, INCOME OR BACKGROUND, THE OPPORTUNITY TO IMPROVE THEIR HEALTH AND WELL-BEING.</p> <p>OUR STRATEGIES:</p> <p>PREVENTION AS A LEADING PROVIDER OF HOLISTIC HEALTH AND WELLNESS SERVICES IN OUR COMMUNITY, WE HELP INDIVIDUALS AND FAMILIES PRACTICE THE HEALTHY LIFESTYLE HABITS THAT HAVE BEEN PROVEN TO PREVENT ILLNESSES RANGING FROM DIABETES AND STROKE TO HEART DISEASE AND MANY FORMS OF CANCER. IN ADDITION, WE WORK OUTSIDE THE WALLS OF OUR FACILITIES TO ENGAGE COMMUNITY PARTNERS AND LEADERS IN ALL AREAS OF GOVERNMENT TO ADVOCATE FOR POLICIES AND PROGRAMS THAT CAN MAKE THE HEALTHY CHOICE THE EASIER CHOICE FOR EVERYONE IN OUR COMMUNITY.</p> <p>ASSISTING TARGETED HEALTH POPULATIONS SOME PEOPLE NEED MORE HELP WITH THEIR HEALTH THAN OTHERS. THAT'S WHY WE PROVIDE SUPPORT GROUPS AND OTHER PROGRAMS FOCUSED ON SERVING THE PHYSICAL, MENTAL AND SPIRITUAL NEEDS OF TARGETED HEALTH POPULATIONS RANGING FROM PEOPLE WITH CANCER OR DIABETES TO INDIVIDUALS FIGHTING ADDICTION OR DEPRESSION. WE'RE ALSO PARTNERING WITH LOCAL HOSPITALS AND OTHER HEALTH PROVIDERS TO OFFER MEDICALLY-BASED SERVICES INCLUDING PHYSICAL THERAPY, NUTRITION EDUCATION AND CARDIAC REHABILITATION.</p> <p>ELIMINATING HEALTH DISPARITIES STUDIES SHOW THAT INDIVIDUALS WITH THE LOWEST INCOMES ARE 44% MORE LIKELY TO BECOME OBESE COMPARED TO HOUSEHOLDS WITH HIGHER INCOMES. IN ADDITION, SOME MINORITY GROUPS OR PEOPLE LIVING IN CERTAIN UNDER-SERVED COMMUNITIES HAVE MUCH HIGHER RATES OF OBESITY AS WELL AS OTHER PAINFUL AND DEBILITATING HEALTH CONDITIONS. THROUGH ITS FINANCIAL ASSISTANCE PROGRAMS AND COMMITMENT TO MAINTAINING A PRESENCE IN ALL PARTS OF OUR COMMUNITY, WE ADDRESS THESE HEALTH DISPARITIES AND ELIMINATE THE LINK BETWEEN AN INDIVIDUAL'S SOCIOECONOMIC STATUS AND THEIR HEALTH.</p> <p>OUR IMPACT: IN 2012, THE YMCA OF MIDDLE TENNESSEE:</p> <ul style="list-style-type: none"> • IMPROVED THE HEALTH OF 275,745 MEMBERS • ENCOURAGED MORE THAN 45,000 YOUTH TO LIVE HEALTHIER AND STAY ACTIVE THROUGH YOUTH WELLNESS, SPORTS AND OTHER HEALTHY LIVING PROGRAMS • ELIMINATED HEALTH DISPARITIES BY PROVIDING ACCESS TO HEALTH AND WELLNESS |

| Return Reference | Identifier | Explanation |
|-----------------------------|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>SERVICES TO MEMBERS IN 31 COMMUNITIES ACROSS 13 COUNTIES</p> <ul style="list-style-type: none"> • THROUGH OUR DIABETES PREVENTION PROGRAM, MET THE TARGETED HEALTH NEEDS OF MORE THAN 500 INDIVIDUALS STRUGGLING WITH CHRONIC DISEASE |
| FORM 990, PART III, LINE 4B | PROGRAM SERVICE DESCRIPTION | <p>(CONTINUED FROM FORM 990, PART III, LINE 4B)</p> <ul style="list-style-type: none"> • FEEL SAFE AND WELCOMED <p>HOW? EVERY DAY WE GIVE THOUSANDS OF YOUTH THE OPPORTUNITY TO DISCOVER THEIR TRUE POTENTIAL AND TO CULTIVATE THE VALUES, SKILLS AND RELATIONSHIPS THAT WILL LEAD TO POSITIVE BEHAVIORS AND BETTER HEALTH AND EDUCATIONAL ACHIEVEMENT.</p> <p>OUR STRATEGIES:</p> <p>PROVIDE A PLACE TO BELONG THE Y GIVES YOUTH AND TEENS IN OUR COMMUNITY A SAFE PLACE TO BELONG WHILE OFFERING QUALITY PROGRAMS AND SERVICES THAT MAKE SURE OUR KIDS' LEARNING AND DEVELOPMENT DOES NOT BEGIN AND END WITH THE SOUND OF THE SCHOOL BELL.</p> <p>DEVELOP CHARACTER VALUES AND LIFE SKILLS THE Y CONNECTS KIDS TO CARING ADULT ROLE MODELS WHOSE EXAMPLE AND LEADERSHIP TEACH KIDS CRITICAL CHARACTER VALUES AND LIFE SKILLS RANGING FROM HOW TO GET INTO COLLEGE TO HOW TO BE A GOOD SPORT AND EVEN BETTER CITIZEN.</p> <p>CULTIVATE HEALTHY HABITS CHILDREN REACH THEIR FULL POTENTIAL WHEN THEY ARE HEALTHY IN ALL AREAS OF LIFE—SPIRIT, MIND AND BODY. THROUGH A WIDE RANGE OF YOUTH WELLNESS PROGRAMS AND INITIATIVES, THE Y IS WORKING TO GIVE KIDS THE HEALTHY HABITS THEY NEED TO LEARN, GROW AND THRIVE.</p> <p>HELP THOSE WHO NEED US MOST WHETHER IT'S PROVIDING A LITERACY TUTOR TO CLOSE A CHILD'S ACHIEVEMENT GAP, A SWIM LESSON IN A COMMUNITY WITH A HIGHER RISK OF DROWNING OR A MENTOR TO A TEEN TRYING TO OVERCOME THE MISTAKES OF THEIR PAST, THE Y BELIEVES IN GIVING EVERY CHILD A CHANCE TO THRIVE, REGARDLESS OF THEIR SOCIOECONOMIC CIRCUMSTANCES</p> <p>OUR IMPACT: IN 2012, THE YMCA OF MIDDLE TENNESSEE</p> <ul style="list-style-type: none"> • PROVIDED QUALITY OUT-OF-SCHOOL TIME EXPERIENCES TO MORE THAN 139,000 YOUTH AND TEENS • IMPROVED THE HEALTH OF MORE THAN 45,000 YOUTH WHO PARTICIPATED IN YMCA PROGRAMS PROMOTING HEALTHY EXERCISE AND NUTRITION HABITS • IMPROVED THE READINGS SKILLS OF MORE THAN 275 LITERACY PROGRAM PARTICIPANTS BY AN AVERAGE OF ONE TO TWO GRADE LEVELS • PREVENTED SUMMER LEARNING LOSS BY HELPING MORE THAN 6,000 KIDS EXPLORE THE INTERESTS AND LEARN IMPORTANT LIFE LESSONS AT A YMCA SUMMER CAMP • HELPED 503 YOUTH AND TEENS TAKE THEIR FIRST STEP TOWARD COLLEGE THROUGH A YMCA ACHIEVERS OR SIMILAR COLLEGE PREPARATORY PROGRAM • PROVIDED NEARLY 3,000 TENNESSEE STUDENTS WITH HANDS-ON CIVIC ENGAGEMENT EDUCATION OPPORTUNITIES • HELPED IMPROVE KINDERGARTEN READINESS FOR MORE THAN 300 CHILDREN THROUGH OUR LICENSED PRESCHOOLS • WORKED TO CLOSE THE ACHIEVEMENT GAP BY MAKING SURE LEARNING NEVER STOPPED FOR 8,394 YMCA FUN COMPANY BEFORE- AND AFTER-SCHOOL PARTICIPANTS. |
| FORM 990, PART III, LINE 4C | PROGRAM SERVICE DESCRIPTION | <p>(CONTINUED FROM FORM 990, PART III, LINE 4C)</p> <p>EVERY DAY, WE WORK SIDE-BY-SIDE WITH NEIGHBORS TO PROVIDE OPPORTUNITIES FOR PEOPLE TO GIVE BACK AND TO DEVELOP THE COMMUNITY SUPPORT AND RESOURCES NEEDED TO ADDRESS OUR REGION'S MOST PRESSING CHALLENGES.</p> <p>OUR STRATEGIES:</p> <p>NURTURING SUPPORTIVE COMMUNITIES SCIENCE IS STARTING TO PROVE WHAT THE Y HAS LONG KNOWN: THAT WHEN PEOPLE FORM POSITIVE AND MUTUALLY SUPPORTIVE RELATIONSHIPS WITH ONE ANOTHER, THEY CAN ACCOMPLISH REMARKABLE THINGS FOR BOTH THEMSELVES AND THEIR COMMUNITY. FROM GROUP EXERCISE TO TEEN CENTERS TO SENIOR SOCIAL CLUBS, THE Y SEEKS TO PROVIDE OPPORTUNITIES FOR PEOPLE OF ALL AGES, BACKGROUNDS AND INCOMES TO MAKE MEANINGFUL CONNECTIONS WITH ONE ANOTHER.</p> <p>PROVIDING OPPORTUNITIES TO GIVE BACK AS A VOLUNTEER-LED ORGANIZATION, THE Y RECOGNIZES THE MUTUAL BENEFIT THAT RESULTS WHEN PEOPLE SHARE THEIR TIME, TALENT AND FINANCIAL RESOURCES IN SUPPORT OF A CAUSE LARGER THAN THEMSELVES. THAT'S WHY WE'VE MADE IT A PRIORITY TO DEVELOP NEW SYSTEMS TO BOTH HELP THE Y ENGAGE ITS CURRENT VOLUNTEERS AND ENCOURAGE OTHERS IN OUR COMMUNITY TO GIVE BACK AND SUPPORT THEIR FELLOW NEIGHBORS.</p> <p>EMBRACING COMMUNITY PARTNERSHIPS RECOGNIZING THAT WE MUST WORK TOGETHER TO MOVE OUR COMMUNITY FORWARD, THE Y SEEKS OUT RELATIONSHIPS WITH LOCAL SCHOOLS, NONPROFITS, BUSINESSES, CHURCHES AND OTHER PARTNERS WHO WISH TO JOIN HANDS IN OUR EFFORT TO GIVE EVERYONE THE</p> |

| Return Reference | Identifier | Explanation |
|----------------------------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>OPPORTUNITY TO LEARN, GROW AND THRIVE.</p> <p>OUR IMPACT: IN 2012 THE YMCA OF MIDDLE TENNESSEE:</p> <ul style="list-style-type: none"> • ENRICHED THE LIVES OF 368,318 PEOPLE OF ALL AGES IN OUR COMMUNITY • RAISED \$6.6 MILLION THROUGH OUR ANNUAL GIVING CAMPAIGN TO HELP NEIGHBORS MOST IN NEED • ENGAGED MORE THAN 3,100 VOLUNTEERS WHO MADE A LASTING AND ENDURING IMPACT IN THEIR COMMUNITY • PROVIDED \$14.3 MILLION IN CHARITABLE SUBSIDY SO MORE THAN 46,000 DESERVING INDIVIDUALS AND FAMILIES COULD BELONG TO THE Y AND PARTICIPATE IN ITS LIFE-CHANGING PROGRAMS • HELPED 2,500 PEOPLE FIND SUPPORT IN SMALL GROUP PROGRAMS DESIGNED TO PROVIDE COUNSELING SERVICES AND SPECIALIZED HEALTH AND WELLNESS EXPERTISE |
| FORM 990, PART VI, SECTION A, LINE 2 | FAMILY/BUSINESS RELATIONSHIPS AMONGST INTERESTED PERSONS | <p>H. LEE BARFIELD II & LAWSON ALLEN - FAMILY RELATIONSHIP</p> <p>DAVID WILDS & CAL TURNER - BUSINESS RELATIONSHIP</p> <p>ROBERT KNESTRICK & WALTER KNESTRICK - FAMILY RELATIONSHIP</p> <p>KELLEY BEAMAN & LEE BEAMAN - FAMILY RELATIONSHIP</p> <p>CARTER ANDREWS & ROB IVY - BUSINESS RELATIONSHIP</p> <p>MIKE SCHATZLEIN & SCOTT CORNWELL - BUSINESS RELATIONSHIP</p> <p>RANDY LASZESWSKI & MIKE SCHATZLEIN - BUSINESS RELATIONSHIP</p> |
| FORM 990, PART VI, SECTION A, LINE 6 | CLASSES OF MEMBERS OR STOCKHOLDERS | THE BYLAWS DEFINE "VOTING MEMBERS" TO BE MEMBERS OF THE ASSOCIATION BOARD AND OF EACH CENTER BOARD. |
| FORM 990, PART VI, SECTION A, LINE 7A | MEMBERS OR STOCKHOLDERS ELECTING MEMBERS OF GOVERNING BODY | THE Y HAS "VOTING MEMBERS" WHO ELECT THE ASSOCIATION BOARD (THE "GOVERNING BODY") EACH YEAR. THE BYLAWS DEFINE "VOTING MEMBERS" TO BE MEMBERS OF THE ASSOCIATION BOARD AND OF EACH CENTER BOARD. |
| FORM 990, PART VI, SECTION A, LINE 7B | DECISIONS REQUIRING APPROVAL BY MEMBERS OR STOCKHOLDERS | DECISIONS OF THE GOVERNING BODY THAT ARE SUBJECT TO APPROVAL BY THE VOTING MEMBERS ARE SET FORTH IN TENNESSEE LAW AND INCLUDE MERGERS BETWEEN THE Y AND OTHER ENTITIES. |
| FORM 990, PART VI, LINE 11A | 990 REVIEW PROCESS | THE FULL FORM 990, EXCLUSIVE OF SCHEDULE B DONOR NAMES AND ADDRESSES, IS PROVIDED TO THE GOVERNING BODY FOR ITS REVIEW. |
| FORM 990, PART VI, SECTION B, LINE 11B | REVIEW OF FORM 990 BY GOVERNING BODY | THE Y'S CFO WORKS WITH ITS AUDITORS TO PREPARE THE 990. AFTER BEING REVIEWED BY THE CFO, THE 990 IS DISTRIBUTED TO BOARD MEMBERS VIA E-MAIL AND/OR REGULAR MAIL PRIOR TO ITS BEING FILED WITH THE IRS. BOARD MEMBERS ARE AFFORDED WHAT THE CFO BELIEVES TO BE A REASONABLE AMOUNT OF TIME TO REVIEW THE 990. BOARD MEMBERS ARE REQUESTED TO NOTIFY THE CFO WHEN THEY HAVE COMPLETED THEIR REVIEW. SEPARATELY, THE Y SENDS THE FORM 990 TO EACH MEMBER OF ITS FINANCE COMMITTEE REQUESTING THEIR REVIEW PRIOR TO THE 990 BEING FILED WITH THE IRS. |
| FORM 990, PART VI, SECTION B, LINE 12C | CONFLICT OF INTEREST POLICY | <p>THE Y HAS A CONFLICTS COMMITTEE, WHICH IS COMPOSED OF 3 VOLUNTEERS. THIS COMMITTEE ANNUALLY DISTRIBUTES A COPY OF THE ASSOCIATION'S CONFLICTS POLICY AND A DISCLOSURE STATEMENT TO ALL ASSOCIATION BOARD MEMBERS AND SENIOR EXECUTIVES. ALL SUCH PERSONS MUST COMPLETE, SIGN AND RETURN THE DISCLOSURE STATEMENT. THE DISCLOSURE STATEMENTS ARE REVIEWED BY THE CONFLICTS COMMITTEE. THE CONFLICTS COMMITTEE HAS FULL POWER TO EVALUATE AND APPROVE OR DISAPPROVE ANY TRANSACTION PRESENTED AS A POTENTIAL CONFLICT.</p> <p>BOARD MEMBERS AND SENIOR EXECUTIVES ARE UNDER A CONTINUING RESPONSIBILITY TO NOTIFY THE CONFLICTS COMMITTEE ABOUT POTENTIAL CONFLICTS THAT MAY ARISE PRIOR TO THE DISTRIBUTION OF THE NEXT ANNUAL DISCLOSURE STATEMENT. IN ADDITION, THOSE STAFF MEMBERS WHO ARE AUTHORIZED TO ENGAGE IN TRANSACTIONS ON BEHALF OF THE Y MUST REPORT TO THE CONFLICTS COMMITTEE ANY PROPOSED TRANSACTIONS BETWEEN THE Y AND AN ASSOCIATION BOARD MEMBER. THE COMMITTEE MAY APPROVE OR DISAPPROVE ANY SUCH PROPOSED TRANSACTION. ANY MEMBER OF THE ASSOCIATION'S BOARD WHO HAS A POTENTIAL CONFLICT OF INTEREST IN A SPECIFIC TRANSACTION UNDER CONSIDERATION AT A BOARD MEETING IS EXPECTED TO RECUSE HIM/HERSELF FROM ANY INFLUENCE ON SUCH ACTION, REQUEST THE MINUTES OF THE MEETING NOTE HIS/HER ABSTENTION AND, WHERE APPROPRIATE, LEAVE THE ROOM DURING DISCUSSION OF THE ACTION.</p> |
| FORM 990, PART VI, SECTION B, LINE 15A | PROCESS USED TO ESTABLISH COMPENSATION OF TOP MANAGEMENT OFFICIAL | THE Y USES A "PAY GRADE" SYSTEM FOR ALL OF ITS FULL-TIME POSITIONS, AND USED THE RECOMMENDATIONS OF A THIRD PARTY COMPENSATION FIRM TO ESTABLISH THE RANGE WITHIN EACH PAY GRADE. THE ACTUAL COMPENSATION OF THE CEO IS DETERMINED BY THE BOARD'S PRESIDENT/CEO PERFORMANCE AND COMPENSATION COMMITTEE WHICH IS COMPOSED OF 3-5 BOARD MEMBERS. THE COMMITTEE ESTABLISHES ANNUAL GOALS FOR THE CEO, EVALUATES HIS PERFORMANCE AGAINST THOSE GOALS, AND USES COMPARABILITY DATA IN SETTING HIS COMPENSATION. |

| Return Reference | Identifier | Explanation | | | | | |
|----------------------------------------|---------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------|------------|--------------------------------|-----------|
| FORM 990, PART VI, SECTION B, LINE 15B | PROCESS USED TO ESTABLISH COMPENSATION OF OTHER OFFICERS/KEY EMPLOYEES | THE COMPENSATION OF OTHER FULL-TIME STAFF, INCLUDING EXECUTIVE OFFICERS, IS DETERMINED BY EACH STAFF PERSON'S SUPERVISOR, IN CONSULTATION WITH THE VICE PRESIDENT OF PEOPLE SERVICES AND UTILIZING THE PAY GRADE RECOMMENDATIONS FROM THE THIRD PARTY FIRM. | | | | | |
| FORM 990, PART VI, SECTION C, LINE 19 | GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC | THE Y'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST. | | | | | |
| FORM 990 , PART XI, LINE 9 | OTHER CHANGES IN NET ASSETS OR FUND BALANCES | <table><tr><th>(a) Description</th><th>(b) Amount</th></tr><tr><td>CHANGE IN DERIVATIVE LIABILITY</td><td>- 590,851</td></tr></table> | | (a) Description | (b) Amount | CHANGE IN DERIVATIVE LIABILITY | - 590,851 |
| (a) Description | (b) Amount | | | | | | |
| CHANGE IN DERIVATIVE LIABILITY | - 590,851 | | | | | | |

PUBLIC COPY

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MIDDLE TENNESSEE

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

62-0476243

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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 |
|---------------------------------------------------------------------|-------------------------|--------------------------------------------------|---------------------|---------------------------|----------------------------------|
| (1) | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| (6) | | | | | |

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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 |
| (1) YMCA FOUNDATION OF MIDDLE TENNESSEE (51-0196924) 1000 CHURCH STREET, NASHVILLE, TN 37203-3420 | MAINTAINS A PERMANENT ENDOWMENT FUND FOR THE YMCA OF MIDDLE TENNESSEE | TN | 501(C)(3) | 11 | N/A | | ✓ |
| (2) | | | | | | | |
| (3) | | | | | | | |
| (4) | | | | | | | |
| (5) | | | | | | | |
| (6) | | | | | | | |
| (7) | | | | | | | |

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

Cat. No. 50135Y

Schedule R (Form 990) 2012

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of- year assets | (h) Disproportionate allocations? | | (i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|----------------------------------------------------------|-------------------------|--------------------------------------------------------------|-------------------------------------|---------------------------------------------------------------------------------------------------------|---------------------------------|----------------------------------------|-----------------------------------------|----|-------------------------------------------------------------------------|-------------------------------------------|----|--------------------------------|
| | | | | | | | Yes | No | | Yes | No | |
| (1) | | | | | | | | | | | | |
| (2) | | | | | | | | | | | | |
| (3) | | | | | | | | | | | | |
| (4) | | | | | | | | | | | | |
| (5) | | | | | | | | | | | | |
| (6) | | | | | | | | | | | | |
| (7) | | | | | | | | | | | | |

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|-------------------------------------------------------|-------------------------|-----------------------------------------------------|-------------------------------------|-----------------------------------------------------|---------------------------------|---------------------------------------|--------------------------------|----------------------------------------------------|----|
| | | | | | | | | Yes | No |
| (1) | | | | | | | | | |
| (2) | | | | | | | | | |
| (3) | | | | | | | | | |
| (4) | | | | | | | | | |
| (5) | | | | | | | | | |
| (6) | | | | | | | | | |
| (7) | | | | | | | | | |

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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 II–IV? | | |
| a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity | 1a | ✓ |
| b Gift, grant, or capital contribution to related organization(s) | 1b | ✓ |
| c Gift, grant, or capital contribution from related organization(s) | 1c | ✓ |
| d Loans or loan guarantees to or for related organization(s) | 1d | ✓ |
| e Loans or loan guarantees by related organization(s) | 1e | ✓ |
| f Dividends from related organization(s) | 1f | ✓ |
| g Sale of assets to related organization(s) | 1g | ✓ |
| h Purchase of assets from related organization(s) | 1h | ✓ |
| i Exchange of assets with related organization(s) | 1i | ✓ |
| j Lease of facilities, equipment, or other assets to related organization(s) | 1j | ✓ |
| k Lease of facilities, equipment, or other assets from related organization(s) | 1k | ✓ |
| l Performance of services or membership or fundraising solicitations for related organization(s) | 1l | ✓ |
| m Performance of services or membership or fundraising solicitations by related organization(s) | 1m | ✓ |
| n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | 1n | ✓ |
| o Sharing of paid employees with related organization(s) | 1o | ✓ |
| p Reimbursement paid to related organization(s) for expenses | 1p | ✓ |
| q Reimbursement paid by related organization(s) for expenses | 1q | ✓ |
| r Other transfer of cash or property to related organization(s) | 1r | ✓ |
| s Other transfer of cash or property from related organization(s) | 1s | ✓ |

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 other organization | (b) Transaction type (a–s) | (c) Amount involved | (d) Method of determining amount involved |
|-----------------------------------|----------------------------------|------------------------|----------------------------------------------|
| (1) | | | |
| (2) | | | |
| (3) | | | |
| (4) | | | |
| (5) | | | |
| (6) | | | |

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Predominant income (related, unrelated, excluded from tax under section 512-514) | (e) Are all partners section 501(c)(3) organizations? | | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|-----------------------------------------|-------------------------|--------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|----|---------------------------------|------------------------------------------|-----------------------------------------|----|-------------------------------------------------------------------------|-------------------------------------------|----|--------------------------------|
| | | | | Yes | No | | | Yes | No | | Yes | No | |
| (1) | | | | | | | | | | | | | |
| (2) | | | | | | | | | | | | | |
| (3) | | | | | | | | | | | | | |
| (4) | | | | | | | | | | | | | |
| (5) | | | | | | | | | | | | | |
| (6) | | | | | | | | | | | | | |
| (7) | | | | | | | | | | | | | |
| (8) | | | | | | | | | | | | | |
| (9) | | | | | | | | | | | | | |
| (10) | | | | | | | | | | | | | |
| (11) | | | | | | | | | | | | | |
| (12) | | | | | | | | | | | | | |
| (13) | | | | | | | | | | | | | |
| (14) | | | | | | | | | | | | | |
| (15) | | | | | | | | | | | | | |
| (16) | | | | | | | | | | | | | |

Schedule R (Form 990) 2012