

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2008

Open to Public Inspection

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

A For the 2008 calendar year, or tax year beginning JUL 1, 2008 and ending JUN 30, 2009

B Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization		D Employer identification number
		YMCA OF SILICON VALLEY		94-1156318
		Doing Business As		E Telephone number
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite		408-351-6400
1922 THE ALAMEDA, 3RD FLOOR		G Gross receipts \$	56,667,533.	
City or town, state or country, and ZIP + 4		SAN JOSE, CA 95126		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
F Name and address of principal officer. KATHY RIGGINS		SAME AS C ABOVE		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				If "No," attach a list (see instructions)
J Website: YMCASV.ORG				H(c) Group exemption number ▶
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1867		M State of legal domicile: CA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: NONPROFIT ORGANIZATION FOCUSING ON YOUTH DEVELOPMENT, HEALTHY LIVING, AND SOCIAL RESPONSIBILITY.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	88
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	85
	5 Total number of employees (Part V, line 2a)	5	2156
	6 Total number of volunteers (estimate if necessary)	6	2905
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0.
b Net unrelated business taxable income from Form 990-B, 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)	25,613,415.	29,812,540.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	18,278,888.	20,547,362.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9d, and 11e)	573,908.	-383,807.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-5,423.	100,028.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	44,460,788.	50,076,123.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	25,220,706.	33,196,862.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	45,978.	
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,081,148.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	14,286,103.	18,528,643.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	39,552,787.	51,725,505.
19 Revenue less expenses. Subtract line 18 from line 12	4,908,001.	-1,649,382.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year	End of Year
	21 Total liabilities (Part X, line 26)	47,399,411.	78,939,855.
	22 Net assets or fund balances Subtract line 21 from line 20	10,200,444.	14,507,703.
		37,198,967.	64,432,152.

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 13 MAY 2010 Date
ED BARRANTES, CHIEF FINANCIAL OFFICER
 Type or print name and title

Paid Preparer's Use Only
 Preparer's signature: [Signature] Date: 5/12/10
 Check if self-employed
 Preparer's identifying number (see instructions): 701023106
 Firm's name (or yours if self-employed), address, and ZIP + 4: ROBERT LEE & ASSOCIATES, LLP
 226 AIRPORT PARKWAY, SUITE 350
 SAN JOSE, CA 95110
 EIN ▶ 27-115496
 Phone no. ▶ 408.855.6770

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

SCANNED JUN 23 2010

Part III Statement of Program Service Accomplishments (see instructions)

1. Briefly describe the organization's mission:

THE YMCA OF SILICON VALLEY, BASED ON THE VALUES OF CARING, HONESTY, RESPECT AND RESPONSIBILITY, IMPROVES LIFE THROUGH EXPERIENCES ENRICHING SPIRIT, MIND AND BODY FOR ALL.

2. Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No [X]

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 [X]

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

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

4a (Code:) (Expenses \$ 19,983,902. including grants of \$) (Revenue \$ 22,793,135.)

HEALTHY LIVING -

THE YMCA OFFERS A WIDE RANGE OF PROGRAMS AND SERVICES TO ENABLE PEOPLE TO LIVE HEALTHIER LIFESTYLES. THESE WELLNESS-BASED PROGRAMS FOCUS ON EXERCISE, NUTRITION, STRESS MANAGEMENT, HEALTH EDUCATION, THERAPEUTIC ACTIVITIES, AVOIDANCE OF DRUG AND ALCOHOL ABUSE, AND OTHER SPECIALIZED NEEDS. A LIFELONG PROGRESSION OF HEALTH RELATED ACTIVITIES, EXPERIENCES, AND EDUCATION IS OFFERED FOR ALL AGES AND ABILITIES. IN A WELCOMING ENVIRONMENT, MORE THAN 120,000 MEMBERS RECEIVE THE SUPPORT THEY NEED TO LEAVE A HEALTHIER LIFESTYLE. FINANCIAL ASSISTANCE IS PROVIDED AS NEEDED.

4b (Code:) (Expenses \$ 14,874,079. including grants of \$) (Revenue \$ 15,873,566.)

LICENSED CHILD CARE AND AFTER SCHOOL PROGRAMS -

IT IS CRITICAL FOR THE HEALTHY DEVELOPMENT OF YOUTH TO HAVE PHYSICALLY, EMOTIONALLY AND EDUCATIONALLY STIMULATING ACTIVITIES AVAILABLE IN A SAFE ENVIRONMENT BEFORE AND AFTER SCHOOL. THE YMCA DELIVERS FAMILY-CENTERED, VALUES-BASED ACTIVITIES TO MORE THAN 6,000 CHILDREN EVERY DAY THROUGH LICENSED CHILDCARE AND AFTER SCHOOL PROGRAMS IN COLLABORATION WITH SCHOOL DISTRICTS AND COMMUNITY ORGANIZATIONS. A HIGHLY TRAINED STAFF DELIVERS ENRICHING AND AFFORDABLE PROGRAMMING IN A NURTURING ENVIRONMENT. FINANCIAL ASSISTANCE IS PROVIDED TO THOSE WHO NEED IT.

4c (Code:) (Expenses \$ 9,048,542. including grants of \$) (Revenue \$ 8,131,070.)

CAMPING PROGRAMS / YOUTH, TEEN AND FAMILY PROGRAMS -

YMCA YOUTH AND TEEN PROGRAMS FOSTER THE DEVELOPMENT OF SELF-ESTEEM, SOCIAL SKILLS, PHYSICAL FITNESS, CHARACTER AND VALUES, HEALTHY HABITS, POSITIVE ATTITUDE, AND TEAMWORK. THE YMCA OFFERS SPORTS, PARENT-CHILD, LEADERSHIP AND DEVELOPMENT, AND TUTORING PROGRAMS. DAY, RESIDENT, AND SPECIALTY CAMPS PROVIDE A WIDE RANGE OF OPPORTUNITIES FOR GROWTH, LEARNING, RELATIONSHIP BUILDING AND HEALTHY FUN. MORE THAN 40,000 YOUTH ARE SERVED. FAMILIES COME TOGETHER TO FORM STRONGER BONDS AND HEALTHIER LIFESTYLES. FOR THOSE IN NEED, FINANCIAL ASSISTANCE IS PROVIDED.

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

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

4e Total program service expenses \$ 43,906,523. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
13 Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1a	26	
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?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a	2156	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country. See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Did the organization solicit any contributions that were not tax deductible?	X	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		X
b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter: N/A		
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: N/A		
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?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A		
	12b		

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

		Yes	No
For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.			
1a	Enter the number of voting members of the governing body		
			88
b	Enter the number of voting members that are independent		
			85
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9a	Does the organization have local chapters, branches, or affiliates?	X	
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	X	
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
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?	X	
b	Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions)	X	
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?	X	
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	X	

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **▶ CA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶**
THE ORGANIZATION - 408-351-6400
1922 THE ALAMEDA, 3RD FLOOR, SAN JOSE, CA 95126

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

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

- List 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 the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ADOLPH QUILICI BOARD MEMBER	1.00	X					0.	0.	0.	
ALEX C. TORRES BOARD MEMBER	1.00	X					0.	0.	0.	
BERNARD J. VOGEL III BOARD MEMBER	1.00	X					0.	0.	0.	
BILL TOBIN BOARD MEMBER	1.00	X					0.	0.	0.	
BOB TALBOTT CHAIR	1.90	X					0.	0.	0.	
BRITT SATERLEE BOARD MEMBER	1.00	X					0.	0.	0.	
CARETHA COLEMAN BOARD MEMBER	1.00	X					0.	0.	0.	
CARMEN SIGLER BOARD MEMBER	1.00	X					0.	0.	0.	
CHRISTINE PFENDT BOARD MEMBER	1.40	X					0.	0.	0.	
COLLEEN POULIOT BOARD MEMBER	1.00	X					0.	0.	0.	
COLLEEN TATE BOARD MEMBER	1.00	X					0.	0.	0.	
COLLEEN WILCOX BOARD MEMBER	1.00	X					0.	0.	0.	
CRAIG MARTIN BOARD MEMBER	1.40	X					0.	0.	0.	
DALE SWANSON BOARD MEMBER	1.00	X					0.	0.	0.	
DAN GONZALES BOARD MEMBER	1.00	X					0.	0.	0.	
DAVE KENNEDY VICE CHAIR	1.00	X					0.	0.	0.	
DAVID PRATT BOARD MEMBER	1.60	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DON CALLAHAN BOARD MEMBER	1.00	X					0.	0.	0.	
DON LEE BOARD MEMBER	1.00	X					0.	0.	0.	
DONALD RICHARDSON BOARD MEMBER	1.00	X					0.	0.	0.	
DR. ALLEN JOHNSON BOARD MEMBER	1.00	X					0.	0.	0.	
EARL THOMPSON BOARD MEMBER	1.00	X					0.	0.	0.	
EDWARD BOWEN III BOARD MEMBER	1.00	X					0.	0.	0.	
ERVIE SMITH BREWICK BOARD MEMBER	1.00	X					0.	0.	0.	
GARY BURKE BOARD MEMBER	1.00	X					0.	0.	0.	
GAY KRAUSE BOARD MEMBER	1.00	X					0.	0.	0.	
GEORGE ROYER BOARD MEMBER	1.00	X					0.	0.	0.	
1b Total							2,310,584.	1,004,253.	457,774.	

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization

15

- 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ARON FAEGRE ASSOCIATES 520 SW YAMHILL, PORTLAND, OR 97204	ARCHITECT/CONSTRUCTI ON	489,736.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization

1

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a	100,000.				
	b	Membership dues	1b	18879502.				
	c	Fundraising events	1c	36,830.				
	d	Related organizations	1d	26,000.				
	e	Government grants (contributions)	1e	7683110.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3087098.				
	g	Noncash contributions included in lines 1a-1f \$		4,945.				
	h	Total. Add lines 1a-1f			29812540.			
	Program Service Revenue	2 a	CHILD CARE FEES	Business Code	624410	9,912,240.	9,912,240.	
b		CAMP FEES		611710	6,162,451.	6,162,451.		
c		PROGRAM FEES		611710	2,299,532.	2,299,532.		
d		SWIM FEES		611710	2,173,139.	2,173,139.		
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f			20547362.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			603,993.		603,993.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real	84,318.				
		Less: rental expenses	(ii) Personal					
		Rental income or (loss)		84,318.				
	d	Net rental income or (loss)			84,318.	84,318.		
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	4845820.	(ii) Other	666,277.		
		Less: cost or other basis and sales expenses		6487564.		12,333.		
		Gain or (loss)		-1641744.		653,944.		
		Net gain or (loss)				-987,800.	653,944.	-1641744.
	8 a	Gross income from fundraising events (not including \$ 36,830. of contributions reported on line 1c). See Part IV, line 18		a	48,157.			
		Less: direct expenses		b	60,444.			
		Net income or (loss) from fundraising events				-12,287.		-12,287.
	9 a	Gross income from gaming activities. See Part IV, line 19		a				
Less: direct expenses			b					
Net income or (loss) from gaming activities								
10 a	Gross sales of inventory, less returns and allowances		a	37,845.				
	Less: cost of goods sold		b	31,069.				
	Net income or (loss) from sales of inventory				6,776.	6,776.		
Miscellaneous Revenue			Business Code					
11 a	MISCELLANEOUS REVENUE		900099	21,221.	21,221.			
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d				21,221.			
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e				50076123.	21313621.	0.-1050038.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,781,458.	1,029,273.	1,307,720.	444,465.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	24,424,247.	22,222,351.	2,144,428.	57,468.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,667,117.	1,395,547.	238,973.	32,597.
9 Other employee benefits	1,743,906.	1,459,828.	249,981.	34,097.
10 Payroll taxes	2,580,134.	2,279,803.	262,996.	37,335.
11 Fees for services (non-employees):				
a Management	58,161.	38,471.	17,918.	1,772.
b Legal	123,927.	81,972.	38,178.	3,777.
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	53,713.		53,713.	
g Other	1,584,506.	1,048,161.	488,180.	48,165.
12 Advertising and promotion	781,721.	553,066.	206,652.	22,003.
13 Office expenses	3,826,621.	3,451,274.	343,549.	31,798.
14 Information technology	196,779.	140,821.	55,602.	356.
15 Royalties				
16 Occupancy	4,987,465.	4,526,634.	459,664.	1,167.
17 Travel	882,498.	783,558.	84,522.	14,418.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	215,098.	166,079.	36,236.	12,783.
20 Interest	257,672.	233,829.	23,843.	
21 Payments to affiliates	303,900.	249,022.	53,130.	1,748.
22 Depreciation, depletion, and amortization	2,491,355.	2,181,577.	309,778.	
23 Insurance	458,377.	406,842.	29,836.	21,699.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a RENTAL/LEASE EQUIPMENT	1,029,432.	852,101.	174,353.	2,978.
b BANK CHARGES	709,409.	643,764.	65,645.	
c BAD DEBT	446,125.	108,452.	30,422.	307,251.
d MEMBERSHIP DUES	48,120.	39,430.	8,413.	277.
e				
f All other expenses	73,764.	14,668.	54,102.	4,994.
25 Total functional expenses. Add lines 1 through 24f	51,725,505.	43,906,523.	6,737,834.	1,081,148.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1
	2	Savings and temporary cash investments	12,799,898.	2 14,442,347.
	3	Pledges and grants receivable, net	6,702,857.	3 5,468,553.
	4	Accounts receivable, net	1,779,266.	4 2,350,095.
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6
	7	Notes and loans receivable, net		7
	8	Inventories for sale or use		8
	9	Prepaid expenses and deferred charges	159,157.	9 237,881.
	10a	Land, buildings, and equipment: cost basis	10a 69,752,446.	
	b	Less: accumulated depreciation. Complete Part VI of Schedule D	10b 22,323,224.	10c 47,429,222.
	11	Investments - publicly traded securities	3,635,733.	11 5,039,677.
	12	Investments - other securities. See Part IV, line 11	630,406.	12 3,849,339.
	13	Investments - program-related. See Part IV, line 11		13
	14	Intangible assets		14
	15	Other assets. See Part IV, line 11	816,530.	15 122,741.
16	Total assets. Add lines 1 through 15 (must equal line 34)	47,399,411.	16 78,939,855.	
Liabilities	17	Accounts payable and accrued expenses	3,297,024.	17 4,151,407.
	18	Grants payable		18
	19	Deferred revenue	2,407,106.	19 3,620,812.
	20	Tax-exempt bond liabilities		20
	21	Escrow account liability. Complete Part IV of Schedule D		21
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22
	23	Secured mortgages and notes payable to unrelated third parties		23 5,833,333.
	24	Unsecured notes and loans payable		24
	25	Other liabilities. Complete Part X of Schedule D	4,496,314.	25 902,151.
	26	Total liabilities. Add lines 17 through 25	10,200,444.	26 14,507,703.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27	Unrestricted net assets	22,192,574.	27 46,553,233.
	28	Temporarily restricted net assets	14,180,975.	28 14,024,267.
	29	Permanently restricted net assets	825,418.	29 3,854,652.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30
	31	Paid-in or capital surplus, or land, building, or equipment fund		31
	32	Retained earnings, endowment, accumulated income, or other funds		32
	33	Total net assets or fund balances	37,198,967.	33 64,432,152.
	34	Total liabilities and net assets/fund balances	47,399,411.	34 78,939,855.

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
b	If "Yes," did the organization undergo the required audit or audits?	X	

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	14965387.	16679016.	26579335.	31043635.	29812540.	119079913
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3	14965387.	16679016.	26579335.	31043635.	29812540.	119079913
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						119079913

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	14965387.	16679016.	26579335.	31043635.	29812540.	119079913
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	210,998.	283,629.	486,090.	573,908.	603,993.	2158618.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	121,190.	145,029.	6,442.	106,491.	21,221.	400,373.
11 Total support. Add lines 7 through 10						121638904
12 Gross receipts from related activities, etc. (see instructions)					12	83,083,042.
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 2008 (line 6, column (f) divided by line 11, column (f))	14	97.90 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	96.50 %
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2007. 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 - 2008. 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 - 2007. 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.)

Section A. Public Support

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 - 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 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
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) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

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

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ To be completed by organizations described below.
▶ Attach to Form 990 or Form 990-EZ.

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

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

Name of organization YMCA OF SILICON VALLEY	Employer identification number 94-1156318
---	---

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.

See the instructions for Schedule C for details.

- 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 To be completed by all organizations exempt under section 501(c)(3).

See the instructions for Schedule C for details.

- 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 To be completed by all organizations exempt under section 501(c), except section 501(c)(3).

See the instructions for Schedule C for details.

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

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

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768

(election under section 501(h)). See the instructions for Schedule C for details.

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grassroots 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"> <thead> <tr> <th>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. Enter -0- if line g is more than line a															
i Subtract line 1f from line 1c. Enter -0- if line f is more than line c															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?															

Yes No

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

	(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?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1j)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?		X	
i Other activities? If "Yes," describe in Part IV	X		17,500.
j Total lines 1c through 1i			17,500.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
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 To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details

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

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." See Schedule C instructions for details.

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

Part IV Supplemental Information

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

PART II-B, LINE 1(I), OTHER LOBBYING ACTIVITIES:

THE ASSOCIATION, ALONG WITH OTHER YMCAS IN CA IS PART OF THE CALIFORNIA ALLIANCE. THE ALLIANCE PAYS A LOBBYIST IN SACRAMENTO WHO TRACKS ISSUES IMPORTANT TO THE YMCAS OF CALIFORNIA AND EDUCATES LEGISLATORS ABOUT THE VARIETY OF SERVICES THAT THE ASSOCIATION PROVIDES TO COMMUNITIES ACROSS THE STATE.

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization **YMCA OF SILICON VALLEY** Employer identification number **94-1156318**

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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other 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.

- Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	
- Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
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	2d
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____
- Number of states where property subject to conservation easement is located ▶ _____
- Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? Yes No
- Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____
- Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ _____
- 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
- In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____
- If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

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

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

- a Public exhibition
- 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 XIV.

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if 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	8,121,549.				
b Contributions	212,565.				
c Investment earnings or losses	-1553613.				
d Grants or scholarships					
e Other expenditures for facilities and programs	191,803.				
f Administrative expenses					
g End of year balance	6,588,698.				

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

- a Board designated or quasi-endowment ▶ 33.68 %
- b Permanent endowment ▶ 58.50 %
- c Term endowment ▶ 7.72 %

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)		X
3a(ii)		X
3b		

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land	2,479,447.			2,479,447.
b Buildings	56,760,856.		16,995,777.	39,765,079.
c Leasehold improvements	4,091,261.		2,597,045.	1,494,216.
d Equipment				
e Other	6,420,882.		2,730,402.	3,690,480.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				47,429,222.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	50,076,123.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	51,725,505.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-1,649,382.
4	Net unrealized gains (losses) on investments	4	698,906.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	28,183,661.
9	Total adjustments (net). Add lines 4-8	9	28,882,567.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	27,233,185.

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

1	Total revenue, gains, and other support per audited financial statements	1	59,415,823.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	a Net unrealized gains on investments	2a	698,906.
	b Donated services and use of facilities	2b	
	c Recoveries of prior year grants	2c	
	d Other (Describe in Part XIV)	2d	8,549,281.
	e Add lines 2a through 2d	2e	9,248,187.
3	Subtract line 2e from line 1	3	50,167,636.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIV)	4b	-91,513.
	c Add lines 4a and 4b	4c	-91,513.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	50,076,123.

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

1	Total expenses and losses per audited financial statements	1	62,761,341.
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 Losses reported on Form 990, Part IX, line 25	2c	
	d Other (Describe in Part XIV)	2d	11,089,549.
	e Add lines 2a through 2d	2e	11,089,549.
3	Subtract line 2e from line 1	3	51,671,792.
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	53,713.
	b Other (Describe in Part XIV)	4b	
	c Add lines 4a and 4b	4c	53,713.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	51,725,505.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, Part XI, line 8, Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b

PART V, LINE 4: THE UTILIZATION OF ENDOWMENT FUNDS CONFORMS TO THE INTENT OF THE DONORS AS SET UPON RECEIPT OF THE FUNDS. THE VARIOUS ACTIVITIES SUPPORTED BY ENDOWMENT FUNDS RANGE FROM SPECIFIC SPORTS FOR YOUTH AND CHILDREN TO OVERALL FUNDING OF A VENUE'S FINANCIAL ASSISTANCE PROCESS.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

ADDITION OF NET ASSETS FROM MERGED ENTITY: 28183661.

Part XIV Supplemental Information (continued)

PART XII, LINE 2D - OTHER ADJUSTMENTS:

REVENUES RELATED TO AFFILIATE MERGED ON 01/01/2009: 8602994.

INVESTMENT EXPENSES NOT INCLUDED ON FORM 990, PART VIII, LINE 7B: -53713.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

EXPENSES RELATED TO SPECIAL EVENTS: -60444.

EXPENSES RELATED TO COSTS OF GOODS SOLD: -31069.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

EXPENSES RELATED TO AFFILIATE MERGED ON 01/01/2009: 10998036.

EXPENSES RELATED TO SPECIAL EVENTS: 60444.

EXPENSES RELATED TO COSTS OF GOOD SOLD: 31069.

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col (c))
		GOLF TOURNAMENT (event type)	BREAKFAST (event type)	NONE (total number)	
Revenue	1 Gross receipts	40,955.	44,032.		84,987.
	2 Less: Charitable contributions	13,830.	23,000.		36,830.
	3 Gross revenue (line 1 minus line 2)	27,125.	21,032.		48,157.
Direct Expenses	4 Cash prizes	225.			225.
	5 Non-cash prizes				
	6 Rent/facility costs	12,175.			12,175.
	7 Other direct expenses	10,490.	37,554.		48,044.
	8 Direct expense summary. Add lines 4 through 7 in column (d)				(60,444.)
	9 Net income summary. Combine lines 3 and 8 in column (d)				-12,287.

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

<p>9 Enter the state(s) in which the organization operates gaming activities: _____</p> <p>a Is the organization licensed to operate gaming activities in each of these states?</p> <p>b If "No," Explain: _____</p> <hr/> <p>10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ..</p> <p>b If "Yes," Explain: _____</p> <hr/> <p>11 Does the organization operate gaming activities with nonmembers? ..</p> <p>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?</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td></td> <td style="text-align: center;">Yes</td> <td style="text-align: center;">No</td> </tr> <tr> <td style="text-align: center;">9a</td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">10a</td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">11</td> <td></td> <td></td> </tr> <tr> <td style="text-align: center;">12</td> <td></td> <td></td> </tr> </table>		Yes	No	9a			10a			11			12		
	Yes	No														
9a																
10a																
11																
12																

13 . Indicate the percentage of gaming activity operated in:

a The organization's facility

13a	%
------------	---

b An outside facility

13b	%
------------	---

14 Provide 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?

15a

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

c If "Yes," enter name and address:

Name ► _____

Address ► _____

16 Gaming manager information.

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

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?

17a

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

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No 1545-0047

2008

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

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

YMCA OF SILICON VALLEY

Employer identification number

94-1156318

Part I Questions Regarding Compensation

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

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

b If line 1a is 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 organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a.

a Receive a severance payment or change of control payment?

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

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

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

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

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

a The organization?

b Any related organization?

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

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

a The organization?

b Any related organization?

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

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
	(i)	182,534.	0.	896.	14,800.	204,632.	0.
KATHY RIGGINS	(ii)	115,017.	0.	28,290.	0.	149,349.	0.
	(i)	218,238.	0.	9,616.	24,646.	260,327.	0.
PAM VON WIEGAND	(ii)	0.	0.	0.	0.	0.	0.
	(i)	165,833.	0.	1,083.	17,775.	186,344.	0.
ROBB HERMANSON	(ii)	0.	0.	0.	0.	0.	0.
	(i)	0.	0.	0.	0.	0.	0.
ELIZABETH JORDAN	(ii)	192,288.	0.	1,468.	22,487.	222,102.	0.
	(i)	199,243.	0.	1,093.	10,705.	219,248.	0.
ED BARRANTES	(ii)	0.	0.	0.	0.	0.	0.
	(i)	146,957.	0.	493.	17,538.	170,849.	0.
JOHN REMY	(ii)	0.	0.	0.	0.	0.	0.
	(i)	156,738.	0.	1,457.	16,431.	182,396.	0.
JAN DALE	(ii)	0.	0.	0.	0.	0.	0.
	(i)	127,065.	0.	4,534.	15,923.	155,154.	0.
MARY HOSHIKO	(ii)	0.	0.	0.	0.	0.	0.
	(i)	0.	0.	0.	0.	0.	0.
DAVID FISCH	(ii)	121,329.	0.	12,987.	14,490.	159,900.	0.
	(i)	136,284.	0.	6,727.	14,504.	165,440.	0.
BARBARA CARDENAS	(ii)	0.	0.	0.	0.	0.	0.
	(i)	157,048.	0.	493.	16,118.	178,774.	0.
ELAINE GLISSMEYER	(ii)	0.	0.	0.	0.	0.	0.
	(i)	0.	0.	0.	0.	0.	0.
SCOTT GLISSMEYER	(ii)	147,665.	0.	598.	15,384.	168,032.	0.
	(i)	0.	0.	0.	0.	0.	0.
TIM BYRD	(ii)	128,236.	0.	11,404.	15,252.	159,277.	0.
	(i)	0.	0.	0.	0.	0.	0.
ANNE MARIE KROGH	(ii)	134,807.	0.	895.	15,159.	159,066.	0.
	(i)						
	(ii)						
	(i)						
	(ii)						

Part III Supplemental Information

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

PART I, LINE 1A: HOUSING ALLOWANCE OR RESIDENCE FOR PERSONAL USE: CERTAIN EMPLOYEES, INCLUDING THE EXECUTIVE DIRECTOR, HAVE HOUSING AT THE RESIDENT CAMP FOR THE SAFETY OF THE CAMPERS. HOWEVER, WE DEDUCT RENT FROM THEIR PAYCHECKS.

HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES: UPON REQUEST, ACTIVE AND RETIRED EMPLOYEES RECEIVE A FREE ADULT MEMBERSHIP TO THE ASSOCIATION. FULL TIME EMPLOYEES QUALIFY FOR A FAMILY MEMBERSHIP. THE ASSOCIATION INCURS NO ADDITIONAL COST IN GRANTING THESE MEMBERSHIPS.

HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES: THE ASSOCIATION PAYS MONTHLY "DUES" AT THE CAPITAL CLUB OF SILICON VALLEY IN DOWNTOWN SAN JOSE. THE CEO USES THE CAPITAL CLUB FOR BUSINESS LUNCHEES AND DINNERS.

PART I, LINE 4A: ANNE MARIE KROGH - \$32,232

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

Open to Public
Inspection

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization

YMCA OF SILICON VALLEY

Employer Identification number
94-1156318

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
HARRY LALOR BOARD MEMBER	1.00	X						0.	0.	0.
HENRY MANAYAN BOARD MEMBER	1.00	X						0.	0.	0.
IRIS HARRELL BOARD MEMBER	1.00	X						0.	0.	0.
JAMES JACKSON BOARD MEMBER	1.00	X						0.	0.	0.
JANE LIGHT BOARD MEMBER	1.00	X						0.	0.	0.
JANET WALWORTH BOARD MEMBER	1.00	X						0.	0.	0.
JANICE FRY BOARD MEMBER	1.40	X						0.	0.	0.
JENNIE MEEHAN BOARD MEMBER	1.00	X						0.	0.	0.
JIM SANDSTROM BOARD MEMBER	1.40	X						0.	0.	0.
JIM WALKER BOARD MEMBER	1.00	X						0.	0.	0.
JOHN BAIRD CHAIR ELECT	1.00	X						0.	0.	0.
JOHN PENCER IMMEDIATE PAST CHAIR	1.40	X						0.	0.	0.
JOHN SAVAGE VICE CHAIR	1.40	X						0.	0.	0.
KANSEN CHU BOARD MEMBER	1.00	X						0.	0.	0.
KENT SMITH BOARD MEMBER	1.00	X						0.	0.	0.
LARRY OLMSTEAD BOARD MEMBER	1.00	X						0.	0.	0.
LARRY WALLERSTEIN BOARD MEMBER	1.00	X						0.	0.	0.
LOWELL CLARK BOARD MEMBER	1.00	X						0.	0.	0.
LYDIA TAI BOARD MEMBER	1.00	X						0.	0.	0.
MALU ROLDAN BOARD MEMBER	1.00	X						0.	0.	0.

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Schedule J-2 (Form 990) 2008

SCHEDULE J-2
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Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

Open to Public
Inspection

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization

YMCA OF SILICON VALLEY

Employer Identification number
94-1156318

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MARGARET KUNG BOARD MEMBER	1.00	X						0.	0.	0.
MARIA CHEN BOARD MEMBER	1.00	X						0.	0.	0.
MARK JOHNSEN BOARD MEMBER	1.40	X						0.	0.	0.
MARLIN KREBS BOARD MEMBER	1.00	X						0.	0.	0.
MIKE MOUL BOARD MEMBER	1.00	X						0.	0.	0.
MIKE WILLIAMS BOARD MEMBER	1.00	X						0.	0.	0.
MIKE WISHART BOARD MEMBER	1.00	X						0.	0.	0.
MITZI HENDERSON BOARD MEMBER	1.00	X						0.	0.	0.
MONICA AMADOR BOARD MEMBER	1.00	X						0.	0.	0.
PAT WOLFE BOARD MEMBER	1.00	X						0.	0.	0.
PAUL HANSEN BOARD MEMBER	1.00	X						0.	0.	0.
PHIL CAPIN BOARD MEMBER	1.40	X						0.	0.	0.
PHILIP SIMS SECRETARY	1.40	X						0.	0.	0.
RANDY OKAMARA BOARD MEMBER	1.00	X						0.	0.	0.
RAVI NARULA BOARD MEMBER	1.00	X						0.	0.	0.
RICHARD ALEJANDRO BOARD MEMBER	1.00	X						0.	0.	0.
RICHARD LOWENTHAL BOARD MEMBER	1.40	X						0.	0.	0.
RICK MARTIG BOARD MEMBER	1.00	X						0.	0.	0.
ROBERT ARCHER BOARD MEMBER	1.00	X						0.	0.	0.
ROBERT RHODES BOARD MEMBER	1.00	X						0.	0.	0.

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

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YMCA OF SILICON VALLEY

Employer Identification number

94-1156318

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
RON FIOR BOARD MEMBER	1.40	X						0.	0.	0.
RONALD JAMES BOARD MEMBER	1.00	X						0.	0.	0.
ROSA G. PEREZ BOARD MEMBER	1.00	X						0.	0.	0.
ROY BIGGE BOARD MEMBER	1.20	X						0.	0.	0.
SCOTT NEELY BOARD MEMBER	1.00	X						0.	0.	0.
SCOTT SEAMAN BOARD MEMBER	1.00	X						0.	0.	0.
SHARON KREIDER TREASURER	1.40	X						0.	0.	0.
SHOMIT GHOSE BOARD MEMBER	1.00	X						0.	0.	0.
SIMON CHIN BOARD MEMBER	1.00	X						0.	0.	0.
STAN CHINCHEN BOARD MEMBER	1.20	X						0.	0.	0.
STAN GADWAY BOARD MEMBER	1.00	X						0.	0.	0.
STEVE CAPLAN BOARD MEMBER	1.00	X						0.	0.	0.
STEVE HEITEL BOARD MEMBER	1.00	X						0.	0.	0.
STEVE KOTTMEIER BOARD MEMBER	1.00	X						0.	0.	0.
TOM SA BOARD MEMBER	1.00	X						0.	0.	0.
TOM SORCI BOARD MEMBER	1.00	X						0.	0.	0.
TONI NELSON BOARD MEMBER	1.00	X						0.	0.	0.
WARREN GILBERT BOARD MEMBER	1.00	X						0.	0.	0.
WENDE HUTTON BOARD MEMBER	1.40	X						0.	0.	0.
ROBERT LEE BOARD MEMBER	1.00	X						0.	0.	0.

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SCHEDULE J-2
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Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

OMB No. 1545-0047

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YMCA OF SILICON VALLEY

Employer Identification number

94-1156318

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
KATHY RIGGINS PRESIDENT/CEO/EX OFFICIO	40.00	X		X	X			183,430.	143,307.	27,244.
PAM VON WIEGAND EXECUTIVE VP/COO	40.00			X	X			227,854.	0.	32,473.
ROBB HERMANSON SR VP, DEVELOPMENT	40.00			X	X			166,916.	0.	19,428.
ELIZABETH JORDAN SR VP, OPERATIONS	40.00			X	X			0.	193,756.	28,346.
ED BARRANTES VP, FINANCE/CFO	40.00			X	X			200,336.	0.	18,912.
JOHN REMY VP, OPERATIONS	40.00			X	X			147,450.	0.	23,399.
JAN DALE VP, HUMAN RESOURCES	40.00			X	X			158,195.	0.	24,201.
MARY HOSHIKO VP, PROGRAM/TRAINING	40.00			X	X			131,599.	0.	23,555.
JUDY HAYNER VP, MARKETING	40.00			X	X			125,188.	0.	23,411.
DAVID FISCH VP, PROPERTY	40.00			X	X			0.	134,316.	25,584.
BARBARA CARDENAS BRANCH DIRECTOR	40.00				X			143,011.	0.	22,429.
BOB KAHLE BRANCH DIRECTOR	40.00				X			103,029.	0.	20,120.
DEBBIE CUPP BRANCH DIRECTOR	40.00				X			109,317.	0.	17,787.
ELAINE GLISSMEYER BRANCH DIRECTOR	40.00				X			157,541.	0.	21,233.
MARIO VARGAS BRANCH DIRECTOR	40.00				X			132,335.	0.	16,257.
RICK VALDEZ BRANCH DIRECTOR	40.00				X			121,042.	0.	20,953.
ROBERT HUGHES BRANCH DIRECTOR	40.00				X			0.	109,269.	4,360.
SCOTT GLISSMEYER BRANCH DIRECTOR	40.00				X			0.	148,263.	19,769.
SUSAN GENTRY BRANCH DIRECTOR	40.00				X			87,165.	0.	6,617.
TIM BYRD BRANCH DIRECTOR	40.00				X			0.	139,640.	19,637.

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SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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Employer identification number

94-1156318

FORM 990, PART VI, SECTION A, LINE 2: RON FIOR AND DAVID PRATT WERE MEMBERS OF THE BOARD AND HAD A BUSINESS RELATIONSHIP OUTSIDE OF THE ASSOCIATION.

FORM 990, PART VI, SECTION A, LINE 4: THE ASSOCIATION MERGED WITH A SIMILIAR ASSOCIATION THAT OPPERATED IN AN ADJACENT COMMUNITY. WITH THE NEW MERGED ENTITY, THE ASSOCIATION MADE SIGNIFICANT CHANGES TO THE BYLAWS AND AND ARTICLES OF INCORPORATION. THE NEW DOCUMENTS WERE CONSISTENT WITH THE ORIGINAL MISSIONS AND PURPOSES OF THE TWO SEPARATE ENTITIES' FORMATION DOCUMENTS.

FORM 990, PART VI, SECTION A, LINE 10: THE ASSOCIATION HAS A "FORM 990 BOARD REVIEW POLICY" THAT DESCRIBES THE INVOLVEMENT OF THE STAFF AND THE AUDIT COMMITTEE OF THE BOARD. THE AUDIT COMMITTEE, SUBSEQUENT TO ITS REVIEW AND APPROVAL, DISSEMINATES A DRAFT TO THE BOARD FOR FURTHER COMMENTS, PRIOR TO FORMAL FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE ASSOCIATION HAS A CONFLICT OF INTEREST POLICY DISTRIBUTED TO ALL INDIVIDUALS IN A POSITION OF INFLUENCE. ALL BOARD MEMBERS ARE REQUESTED TO COMPLETE AND SIGN ANNUAL DISCLOSURE STATEMENTS. EMPLOYEES ARE REQUESTED TO READ AND SIGN AN EMPLOYEE HANDBOOK THAT SETS THE RULES OF DISCLOSURE. THE FEW VENDORS THAT HAVE A RELATIONSHIP WITH PERSONS OF INFLUENCE GO THROUGH THE SAME SCRUTINY FOR SELECTION AS ANY OTHER PARTY THAT PROVIDES GOODS AND SERVICES TO THE ORGANIZATION.

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FORM 990, PART VI, SECTION B, LINE 15: THE BOARD OF DIRECTORS ADDRESSES COMPENSATION AT ALL LEVELS. WITH RESPECT TO THE COMPENSATION OF SENIOR EXECUTIVES, UTILIZES A PRUDENT PROCESS, OBSERVING INTERMEDIATE SANCTIONS (IRC 4958); THE PROCESS INVOLVES OUTSIDE COMPARATIVE DATA, REVIEW OF NATIONAL GUIDELINES, LOCAL SURVEYS, AND ASSESSMENT OF RESPONSIBILITIES IN COMPARISON TO THE INFORMATION COLLECTED.

FORM 990, PART VI, SECTION C, LINE 19: THE ASSOCIATION MAKES GOVERNING DOCUMENTS, THE CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 2C:

THE ASSOCIATION'S PROCESS FOR OVERSEEING THE AUDIT OF THE FINANCIAL STATEMENTS AND THE SELECTION OF AN INDEPENDENT ACCOUNTANT HAS NOT CHANGED FROM PREVIOUS YEARS. THE ASSOCIATION'S BOARD OF DIRECTORS REVIEW THE AUDITED FINANCIAL STATEMENTS IN DRAFT FORM TO ENSURE THAT THE FINANCIAL STATEMENTS APPEAR REASONABLE BASED UPON THEIR KNOWLEDGE OF THE CURRENT YEAR ACTIVITIES. THE SELECTION OF THE INDEPENDENT ACCOUNTANTS IS PERFORMED ANNUALLY. THE ASSOCIATION'S BOARD OF DIRECTORS EXERCISE THEIR DUE DILIGENCE THROUGH A PROPOSAL PROCESS, PERFORMED EVERY FEW YEARS, TO ENSURE THAT THE SERVICES AND COST IS APPROPRIATE.

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: DANIEL SANTOS

SCHEDULE O
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Department of the Treasury
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(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

MEMBER OF THE BOARD OF MANAGERS

(C) AMOUNT OF TRANSACTION \$ 587198.

**(D) DESCRIPTION OF TRANSACTION: ACTED AS AN INDEPENDENT CONTRACTOR,
PROVIDING SERVICES TO THE ASSOCIATION**

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: MORTEZA TAJALLY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

MEMBER OF THE BOARD OF MANAGERS

(C) AMOUNT OF TRANSACTION \$ 156942.

**(D) DESCRIPTION OF TRANSACTION: WAS AN INDEPENDENT CONTRACTOR, PROVIDING
SERVICES TO THE ASSOCIATION**

(E) SHARING OF ORGANIZATION REVENUES? = NO

Part V Transactions With Related Organizations

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

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?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity		
b Gift, grant, or capital contribution to other organization(s)	X	
c Gift, grant, or capital contribution from other organization(s)	X	
d Loans or loan guarantees to or for other organization(s)	X	
e Loans or loan guarantees by other organization(s)	X	
f Sale of assets to other organization(s)	X	
g Purchase of assets from other organization(s)	X	
h Exchange of assets	X	
i Lease of facilities, equipment, or other assets to other organization(s)	X	
j Lease of facilities, equipment, or other assets from other organization(s)	X	
k Performance of services or membership or fundraising solicitations for other organization(s)	X	
l Performance of services or membership or fundraising solicitations by other organization(s)	X	
m Sharing of facilities, equipment, mailing lists, or other assets	X	
n Sharing of paid employees	X	
o Reimbursement paid to other organization for expenses		
p Reimbursement paid by other organization for expenses	X	
q Other transfer of cash or property to other organization(s)		
r Other transfer of cash or property from other organization(s)	X	

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(s)	(B) Transaction type (a-r)	(C) Amount involved
(1)	YMCA OF THE MID-PENINSULA	N	301,263.
(2)	YMCA OF THE MID-PENINSULA	P	76,150.
(3)	YMCA OF THE MID-PENINSULA	R	28,210,338.
(4)			
(5)			
(6)			

