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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

GOLDEN SPREAD ELECTRIC COOPERATIVE INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

Room/suite

PO BOX 9898

City or town, state or country, and ZIP + 4

AMARILLO, TX 791055898

F Name and address of principal officer

JACQUELINE HUMPHREY

PO BOX 9898

AMARILLO, TX 791055898

H(a) Is this a group return for affiliates?

☐ Yes ☒ No

H(b) Are all affiliates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status

☐ 501(c)(3) ☒ 501(c) (12) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website:

WWW GSEC COOP

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation

1984

M State of legal domicile

TX

Part I

Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities RURAL ELECTRIFICATION		
Revenue	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	32
	4	Number of independent voting members of the governing body (Part VI, line 1b)	32
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	39
	6	Total number of volunteers (estimate if necessary)	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0
	7b	Net unrelated business taxable income from Form 990-T, line 34	0
Expenses			
	8	Contributions and grants (Part VIII, line 1h)	
	9	Program service revenue (Part VIII, line 2g)	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	
Net Assets or Fund Balances			
	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	
	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)	
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶0	
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	
	19	Revenue less expenses Subtract line 18 from line 12	
	20	Total assets (Part X, line 16)	
	21	Total liabilities (Part X, line 26)	
	22	Net assets or fund balances Subtract line 21 from line 20	

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

2012-11-13

Date

JACQUELINE HUMPHREY CHIEF FINANCIAL OFFICER

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

GARY D MITCHELL

Date

Check if self-employed

☐

Preparer's taxpayer identification number (see instructions)

P00005725

Firm's name (or yours if self-employed), address, and ZIP + 4

CONNOR MCMILLON MITCHELL & SHENNUM PLLC
PO BOX 15650
AMARILLO, TX 791055650

EIN

▶ 26-3195732

Phone no

▶ (806) 373-6661

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

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2011)

Part III

Statement of Program Service Accomplishments

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

1

Briefly describe the organization’s mission

THE MISSION OF GOLDEN SPREAD ELECTRIC COOPERATIVE IS TO ENGAGE IN LONG TERM POWER SUPPLY PLANNING, NEGOTIATION AND SECURING OF RELIABLE POWER SUPPLY RESOURCES FOR ITS MEMBERS, AND TO ACT JOINTLY WITH ITS MEMBER SYSTEMS TO CONTINUE TO PROVIDE AND DEVELOP DEPENDABLE, LOW COST ELECTRIC SERVICE AND OTHER NEEDED SERVICES TO ENHANCE THE QUALITY OF LIFE FOR THEIR MEMBER/CONSUMERS

2

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

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?

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ including grants of \$) (Revenue \$)

GOLDEN SPREAD ELECTRIC COOPERATIVE, INC IS A CONSUMER-OWNED WHOLESALE ELECTRIC POWER SUPPLIER FOR RURAL ELECTRIC DISTRIBUTION COOPERATIVES

4b

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

4c

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

4d

Other program services (Describe in Schedule O)

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

4e

Total program service expenses \$

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		No
2	Is the organization required to complete Schedule B, Schedule of Contributors(see instructions)? 	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 		No
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? If "Yes," complete Schedule D, Part IV 		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. 	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII. 		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII. 		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX. 	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X. 	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X. 	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional 	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I		No
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 U S ? If "Yes," complete Schedule F, Part II and IV		No
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 U S ? If "Yes," complete Schedule F, Part III and IV		No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements		

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
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 line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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>	25a		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		
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>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
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>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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>	32		No
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>	33	Yes	
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>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
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>	36		
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>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance		
Check if Schedule O contains a response to any question in this Part V ☐		
		YesNo
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable .	1a144
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1cYes
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 .	2a39
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2bYes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3aNo
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4aNo
b	If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5aNo
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5bNo
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6aNo
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b
7	Organizations that may receive deductible contributions under section 170(c).	
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8
9	Sponsoring organizations maintaining donor advised funds.	
a	Did the organization make any taxable distributions under section 4966?	9a
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b
10	Section 501(c)(7) organizations. Enter	
a	Initiation fees and capital contributions included on Part VIII, line 12	10a
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b
11	Section 501(c)(12) organizations. Enter	
a	Gross income from members or shareholders	11a176,760,602
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b1,958,038
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state	13a
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b
c	Enter the aggregate amount of reserves on hand	13c
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14aNo
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b

Part VI

Governance, Management, and Disclosure

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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?		No
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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	Yes	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	AZ , GA , IN
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization.	JACQUELINE HUMPHREY 905 S FILLMORE STREET SUITE 220 AMARILLO, TX 79101 (806) 379-7766

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

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

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

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

[illegible]

Part VIII

Statement of Revenue

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	315,158				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f					
	g	Noncash contributions included in lines 1a-1f \$ _____						
	h	Total. Add lines 1a-1f		315,158				
Program Service Revenue			Business Code					
	2a	WHOLESALE POWER	221000	138,834,705	138,834,705			
	b	PATRON SOURCE EARNINGS	221000	12,890,547	12,890,547			
	c	PATRONAGE INCOME	221000	600,853	600,853			
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		152,326,105				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		14,552,505			14,552,505	
	4	Income from investment of tax-exempt bond proceeds . .						
	5	Royalties						
	6a	Gross rents	(i) Real	(ii) Personal				
			250,017					
			101,189					
			148,828					
	d	Net rental income or (loss)		148,828			148,828	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
				1,276				
				0				
				1,276				
	d	Net gain or (loss)		1,276	1,276			
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from fundraising events . .						
	9a	Gross income from gaming activities See Part IV, line 19	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from gaming activities . .						
	10a	Gross sales of inventory, less returns and allowances	a					
b	Less cost of goods sold	b						
c	Net income or (loss) from sales of inventory . .							
Miscellaneous Revenue		Business Code						
11a	ADMIN REIMBURSEMENT	221000	2,488,772	2,488,772				
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d		2,488,772					
12	Total revenue. See Instructions		169,832,644	154,816,153	0	14,701,333		

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)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	2,202,606			
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	1,408,891			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	582,397			
9	Other employee benefits	601,019			
10	Payroll taxes	240,637			
11	Fees for services (non-employees)				
a	Management	61,668			
b	Legal				
c	Accounting				
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	1,127,099			
12	Advertising and promotion	1,328,483			
13	Office expenses	361,797			
14	Information technology				
15	Royalties				
16	Occupancy	741,925			
17	Travel	273,144			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	63,049			
20	Interest	16,952,801			
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	7,125,417			
23	Insurance	748,912			
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	FUEL EXPENSE	41,932,805			
b	TRANSMISSION EXPENSE	33,408,305			
c	PLANT OPS & MGT	1,957,101			
d	MEMBER SERVICES	1,347,180			
e					
f	All other expenses	10,330,157			
25	Total functional expenses. Add lines 1 through 24f	122,795,393			
26	Joint costs. Check here ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			529,950	1	1,096,260
	2	Savings and temporary cash investments			6,669,489	2	77,836,605
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			48,887,474	4	131,380,867
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. 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			183,753,733	7	388,068,825
	8	Inventories for sale or use				8	1,611,439
	9	Prepaid expenses and deferred charges				9	12,584,283
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	179,366,599			
	b	Less: accumulated depreciation	10b	38,534,134	190,029,014	10c	140,832,465
	11	Investments—publicly traded securities				11	
	12	Investments—other securities. See Part IV, line 11				12	
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			62,027,697	15	182,468,966
	16	Total assets. Add lines 1 through 15 (must equal line 34)			491,897,357	16	935,879,710
Liabilities	17	Accounts payable and accrued expenses			59,645,779	17	81,214,975
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial 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			172,467,478	23	512,746,318
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			8,358,468	25	40,434,939
	26	Total liabilities. Add lines 17 through 25			240,471,725	26	634,396,232
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☐ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets				27	
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here ☒ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds			0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund			13,063,020	31	12,545,725
	32	Retained earnings, endowment, accumulated income, or other funds			238,362,612	32	288,937,753
	33	Total net assets or fund balances			251,425,632	33	301,483,478
	34	Total liabilities and net assets/fund balances			491,897,357	34	935,879,710

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	169,832,644
2	Total expenses (must equal Part IX, column (A), line 25)	2	122,795,393
3	Revenue less expenses Subtract line 2 from line 1	3	47,037,251
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	251,425,632
5	Other changes in net assets or fund balances (explain in Schedule O)	5	3,020,595
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	301,483,478

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separated basis		
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?	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization GOLDEN SPREAD ELECTRIC COOPERATIVE INC	Employer identification number 75-1941060
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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?	
	☐ Yes ☐ 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 for any other purpose conferring impermissible private benefit	
	☐ Yes ☐ No	

Part II

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

1

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

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4

Number of states where property subject to conservation easement is located ▶ _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

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.

1a

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

b

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

▶ \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 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

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

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part 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 the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance				
b	Contributions				
c	Investment earnings or losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		2,826,033		2,826,033
b Buildings		160,150,153	26,144,575	134,005,578
c Leasehold improvements				
d Equipment				
e Other		16,390,413	12,389,559	4,000,854
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				140,832,465

Schedule D (Form 990) 2011

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
2	Total expenses (Form 990, Part IX, column (A), line 25)	2
3	Excess or (deficit) for the year Subtract line 2 from line 1	3
4	Net unrealized gains (losses) on investments	4
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV)	8
9	Total adjustments (net) Add lines 4 - 8	9
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10

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
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments	2a
b	Donated services and use of facilities	2b
c	Recoveries of prior year grants	2c
d	Other (Describe in Part XIV)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
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
c	Add lines 4a and 4b	4c
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities	2a
b	Prior year adjustments	2b
c	Other losses	2c
d	Other (Describe in Part XIV)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV)	4b
c	Add lines 4a and 4b	4c
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5

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. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	ON JANUARY 1, 2009, THE ORGANIZATION ADOPTED THE "UNCERTAIN TAX POSITIONS" PROVISIONS OF ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA. THE PRIMARY TAX POSITIONS OF THE ORGANIZATION ARE ITS FILING STATUS AS A TAX EXEMPT ENTITY AND ITS NEED TO AVOID EXCEEDING A CERTAIN PERCENTAGE OF ITS INCOME FROM NONMEMBERS TO MAINTAIN ITS TAX-EXEMPT STATUS. THE ORGANIZATION DETERMINED THAT IT IS MORE LIKELY THAN NOT, THAT THEIR TAX POSITION WILL BE SUSTAINED UPON EXAMINATION BY THE IRS, OR OTHER STATE TAXING AUTHORITY AND THAT ALL TAX BENEFITS ARE LIKELY TO BE REALIZED UPON SETTLEMENT WITH TAXING AUTHORITIES.

Additional Data

Software ID:

Software Version:

EIN: 75-1941060

Name: GOLDEN SPREAD ELECTRIC COOPERATIVE INC

Form 990, Schedule D, Part IX, - Other Assets

(a) Description	(b) Book value
ACCRUED INTEREST RECEIVABLE	9,021,906
INVESTMENTS IN ASSOCIATED COMPANIES	109,196,160
OTHER MATERIALS & SUPPLIES	94,422
OTHER PREPAIDS	446,295
SUPPLEMENTAL PENSION	286,911
DEBT ISSUANCE COSTS	2,938,882
HOLCOMB PROJECT	1,696,298
INVESTMENTS-AMARILLO CLUB	1,125
LAND HELD FOR FUTURE USE	427,470
ESCROW DEPOSIT	8,840,376
REGULATORY ASSETS	1,518,023
ANTELOPE - PHASE II	159,380
COMPRESSOR - FCGS	2,421,774
7FA GAS TURBINE - GENERATOR	20,404,561
D11 STEAM TURBINE - GENERATOR	10,000,000
FUNDS HELD BY TRUSTEE	15,009,014
GB AUSTIN SUBSTATION	7,588
GB SALT CREEK SUBSTATION	9,275
WIND POWER PROJECTS	-10,494

Form 990, Schedule D, Part X, - Other Liabilities

1 (a) Description of Liability	(b) Amount
ACCRUED EMPLOYEE VACATION	372,963
ACCRUED LIAB-OVER ACCRUED REVENUE	22,477,135
SUPPLEMENTAL PENSION LIABILITY	286,911
ACCRUED INTEREST EXPENSE	8,906,110
OTHER ACCRUED EXPENSES	200,923
DEFERRED CREDITS	1,299,504
ACCRUED PROPERTY TAX	782,899
PATRONAGE CAPITAL PAYABLE	5,978,494
ACCRUED FRANCHISE TAX	130,000

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

GOLDEN SPREAD ELECTRIC COOPERATIVE INC

Employer identification number

75-1941060

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	☒ First-class or charter travel ☐ Housing allowance or residence for personal use ☒ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
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?	2	Yes
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		
	☒ Compensation committee ☒ Written employment contract ☒ Independent compensation consultant ☐ Compensation survey or study ☐ Form 990 of other organizations ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	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 only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of	5a	
a	The organization?	5b	
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	6a	
a	The organization?	6b	
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	7	
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	8	
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) MARK SCHWIRTZ	(i)	441,575	4,650	0	270,790	22,974	739,989	0
	(ii)	0	0	0	0	0	0	0
(2) JACQUELINE HUMPHREY	(i)	175,922	1,865	0	57,875	26,515	262,177	0
	(ii)	0	0	0	0	0	0	0
(3) MICHAEL WISE	(i)	202,516	3,041	0	63,282	23,868	292,707	0
	(ii)	0	0	0	0	0	0	0
(4) RANDY ALLISON	(i)	174,189	2,626	0	53,188	19,243	249,246	0
	(ii)	0	0	0	0	0	0	0
(5) MELODY GILLIS	(i)	168,992	3,300	0	53,087	22,527	247,906	0
	(ii)	0	0	0	0	0	0	0
(6) SHANE MCMINN	(i)	137,562	2,170	0	44,623	21,733	206,088	0
	(ii)	0	0	0	0	0	0	0
(7) STEVE WIEGAND	(i)	132,312	3,019	0	42,342	24,014	201,687	0
	(ii)	0	0	0	0	0	0	0
(8) WILLIAM PIPPIN	(i)	130,850	1,336	0	34,925	18,504	185,615	0
	(ii)	0	0	0	0	0	0	0
(9) MATT MOORE	(i)	140,467	1,455	0	44,674	21,230	207,826	0
	(ii)	0	0	0	0	0	0	0
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(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.

Identifier	Return Reference	Explanation
	PART I, LINE 1A	AIR TRAVEL IS OCCASIONALLY CHARTERED IN ORDER FOR DIRECTORS TO ATTEND BOARD MEETINGS. SUCH CHARTERED FLIGHTS ARE BOOKED WHEN MONETARILY SIMILAR AND/OR ADVANTAGEOUS COMPARED TO COMMERCIAL FLIGHTS OR MILEAGE DUE TO THE SIGNIFICANT TRAVEL REQUIREMENTS OF VARIOUS MEMBER COOPERATIVES IN REMOTE PARTS OF TEXAS. MULTIPLE DIRECTORS PARTICIPATE IN A SINGLE CHARTERED FLIGHT. SPOUSAL TRAVEL IS SUBMITTED AS PART OF SUBSTANTIATED EXPENSE REPORTS AND IS INCLUDED IN THE FORM W-2 OF THE EMPLOYEE OR THE FORM 1099-MISC OF THE DIRECTOR.
	PART I, LINE 4B	SEE PART II COLUMN(C) DEFERRED COMPENSATION.

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization GOLDEN SPREAD ELECTRIC COOPERATIVE INC	Employer identification number 75-1941060
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Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	ONE CLASS OF MEMBERS EXISTS WITH EACH MEMBER COOPERATIVE HAVING EQUAL REPRESENTATION ON THE BOARD
	FORM 990, PART VI, SECTION A, LINE 7A	EACH MEMBER COOPERATIVE HAS TWO BOARD POSITIONS REPRESENTING THE VOTING GOVERNING BODY (16 MEMBER COOPERATIVES EQUATES TO 32 VOTING POSITIONS ON THE BOARD) THE MANAGER OF EACH MEMBER COOPERATIVE IS ELECTED BY THE RESPECTIVE MEMBER COOPERATIVE AND FILLS ONE OF THE TWO POSITIONS THE SECOND POSITION IS ELECTED FROM EACH EXISTING MEMBER COOPERATIVE'S BOARD BY THAT MEMBER COOPERATIVE
	FORM 990, PART VI, SECTION A, LINE 7B	CERTAIN DECISIONS OF THE GOVERNING BODY ARE SUBJECT TO THE APPROVAL OF THE MEMBER COOPERATIVES
	FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 FOR THIS COMPANY WAS PREPARED BY AN OUTSIDE CPA FIRM AND REVIEWED BY THE AUDIT COMMITTEE
	FORM 990, PART VI, SECTION B, LINE 12C	OFFICERS AND DIRECTORS SUBMIT FEDERAL ENERGY REGULATORY COMMISSION (FERC) ANNUAL REPORT OF INTERLOCKING POSITIONS (FORM 561) FOR GOLDEN SPREAD ELECTRIC COOPERATIVE INC
	FORM 990, PART VI, SECTION B, LINE 15	OUTSIDE PROFESSIONAL COMPENSATION CONSULTANTS ARE RETAINED TO PREPARE SALARY RANGES FOR EACH POSITION
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY IS AVAILABLE TO THE PUBLIC UPON REQUEST THE FINANCIAL STATEMENTS ARE POSTED ON THE ORGANIZATION'S WEBSITE
	FORM 990, PART VII, SECTION A, AVG HOURS PER WEEK FOR RELATED ORGANIZATIONS	ANTELOPE ELECTRIC GENERATING COOPERATIVE INC (AEGC) GS ELECTRIC GENERATING COOPERATIVE INC (GSEGC) YOAKUM ELECTRIC GENERATING COOPERATIVE INC (YEGC) FORT CONCHO GAS STORAGE INC (FCGS) GOLDEN SPREAD PANHANDLE WIND RANCH LLC (GSPWR) AEGC GSEGC YEGC FCGS GSPWR BOARD OF DIRECTORS 1 TO 2 1 TO 2 1 TO 2 1 TO 2 1 TO 2 MARK SCHWIRTZ 5 5 1 2 1 JACQUELINE HUMPHREY 4 5 2 2 5 MELODY GILLIS 1 1 1 1 1 MICHAEL WISE 2 1 1 1 1 RANDY ALLISON 8 1 1 2 2 SHANE MCMINN 0 1 1 1 3 STEVE WIEGAND 1 3 1 1 1 WILLIAM PIPPIN 22 4 1 1 2 CARRIE CLARK 1 1 1 1 1 MATT MOORE 0 0 0 0 0
POLICY QUESTIONS AS APPLICABLE TO THE ORGANIZATION'S DISREGARDED ENTITY	FORM 990, PART VI, SECTION B, LINES 12-15	DENVER CITY ENERGY ASSOCIATES, LP IS A DISREGARDED ENTITY OWNED BY THE ORGANIZATION AND REPORTED ON SCHEDULE R, PART I THE POLICY QUESTIONS ANSWERED "YES" ON FORM 990, PART IV, LINES 12 THROUGH 15 ALSO APPLY TO THE DISREGARDED ENTITY
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	UNREALIZED GAIN (LOSS) ON HEDGE OF SUBSIDIARY 14,250,000 PATRONAGE CAPITAL RETIREMENT -11,229,405 TOTAL TO FORM 990, PART XI, LINE 5 3,020,595

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
GOLDEN SPREAD ELECTRIC COOPERATIVE INC

Employer identification number
75-1941060

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) DENVER CITY ENERGY ASSOCIATES LP PO BOX 9898 AMARILLO, TX 79105 75-1941060	ELECTRIC GENERATION	TX	61,269,612	130,093,466	GOLDEN SPREAD ELECTRIC COOPERATIVE INC

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) GS ELECTRIC GENERATING COOPERATIVE INC PO BOX 9898 AMARILLO, TX 79105 75-2658840	RURAL ELECTRIFICATION	TX	501(C)(12)		GOLDEN SPREAD ELECTRIC COOPERATIVE INC	Yes	
(2) MID-TEX GENERATION & TRANSMISSION ELECTRIC COOPERATIVE INC PO BOX 9898 AMARILLO, TX 79105 75-2157834	RURAL ELECTRIFICATION	TX	501(C)(12)		GOLDEN SPREAD ELECTRIC COOPERATIVE INC	Yes	
(3) YOAKUM ELECTRIC GENERATING COOPERATIVE INC PO BOX 9898 AMARILLO, TX 79105 20-2505072	RURAL ELECTRIFICATION	TX	501(C)(12)		GOLDEN SPREAD ELECTRIC COOPERATIVE INC	Yes	
(4) ANTELOPE ELECTRIC GENERATING COOPERATIVE INC PO BOX 9898 AMARILLO, TX 79105 20-0872883	RURAL ELECTRIFICATION	TX	501(C)(12)		GOLDEN SPREAD ELECTRIC COOPERATIVE INC	Yes	

Part III

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

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

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) FORT CONCHO GAS STORAGE INC PO BOX 9898 AMARILLO, TX 79105 26-3430270	GAS STORAGE FACILITY	TX	GOLDEN SPREAD ELECTRIC COOPERATIVE INC	C		19,750,275	100 000 %
(2) GOLDEN SPREAD PANHANDLE WIND RANCH LLC PO BOX 9898 AMARILLO, TX 79105 26-3144595	ELECTRIC GENERATION	TX	GOLDEN SPREAD ELECTRIC COOPERATIVE INC	C	4,926,283	164,115,880	100 000 %

Part V

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

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?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

Yes

1b

No

1c

No

1d

Yes

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

Yes

1n

Yes

1o

No

1p

Yes

1q

No

1r

Yes

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2011

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

[illegible]

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation	
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Software ID:
Software Version:
EIN: 75-1941060
Name: GOLDEN SPREAD ELECTRIC COOPERATIVE INC

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1) YOAKUM ELECTRIC GENERATING COOPERATIVE INC	A	4,627,954	COST
(2) FORT CONCHO GAS STORAGE INC	A	517,234	COST
(3) GOLDEN SPREAD PANHANDLE WIND RANCH LLC	A	3,653,709	COST
(4) ANTELOPE ELECTRIC GENERATING COOPERATIVE INC	A	2,481,226	COST
(5) GS ELECTRIC GENERATING COOPERATIVE INC	A	936,967	COST
(6) DENVER CITY ENERGY ASSOCIATES LP	A	936,967	COST
(7) YOAKUM ELECTRIC GENERATING COOPERATIVE INC	D	80,983,422	COST
(8) FORT CONCHO GAS STORAGE INC	D	7,085,403	COST
(9) GOLDEN SPREAD PANHANDLE WIND RANCH LLC	D	90,000,000	COST
(10) GS ELECTRIC GENERATING COOPERATIVE INC	D	70,000,000	COST
(11) ANTELOPE ELECTRIC GENERATING COOPERATIVE INC	D	140,000,000	COST
(12) DENVER CITY ENERGY ASSOCIATES LP	D	70,000,000	COST
(13) GS ELECTRIC GENERATING COOPERATIVE INC	P	1,390,298	COST
(14) YOAKUM ELECTRIC GENERATING COOPERATIVE INC	P	536,766	COST
(15) GOLDEN SPREAD PANHANDLE WIND RANCH LLC	P	299,771	COST
(16) ANTELOPE ELECTRIC GENERATING COOPERATIVE INC	P	261,937	COST
(17) GS ELECTRIC GENERATING COOPERATIVE INC	R	8,492,122	COST
(18) YOAKUM ELECTRIC GENERATING COOPERATIVE INC	R	4,086,650	COST
(19) ANTELOPE ELECTRIC GENERATING COOPERATIVE INC	M	57,000	COST
(20) GS ELECTRIC GENERATING COOPERATIVE INC	M	120,000	COST

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization		(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(21)	YOAKUM ELECTRIC GENERATING COOPERATIVE INC	M	120,000	COST
(22)	FORT CONCHO GAS STORAGE INC	M	12,000	COST
(23)	GOLDEN SPREAD PANHANDLE WIND RANCH LLC	M	66,000	COST
(24)	ANTELOPE ELECTRIC GENERATING COOPERATIVE INC	N	115,672	COST
(25)	GS ELECTRIC GENERATING COOPERATIVE INC	N	682,357	COST
(26)	YOAKUM ELECTRIC GENERATING COOPERATIVE INC	N	227,452	COST
(27)	FORT CONCHO GAS STORAGE INC	N	66,863	COST
(28)	GOLDEN SPREAD PANHANDLE WIND RANCH LLC	N	132,681	COST

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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			
WILLIAM WHITTEN DIRECTOR	4 60	X						15,400	0	0
STEVE WILLIAMS DIRECTOR	5 20	X						17,900	0	0
JIMIE REED DIRECTOR	4 70	X						16,350	0	0
DARRYL SCHRIVER DIRECTOR	4 90	X						10,050	0	0
CECIL DAVIS DIRECTOR	5 40	X						12,250	0	0
LARRY SLOAN DIRECTOR	4 30	X						5,000	0	0
LARRY HODGES DIRECTOR	5 40	X						20,050	0	0
JACK PERKINS DIRECTOR	4 00	X						12,500	0	0
MARK SCHWIRTZ PRESIDENT/GENERAL MANAGER	36 00			X				446,225	0	293,764
JACQUELINE HUMPHREY ASSISTANT SECRETARY/TREASURER/VP/CFO	27 00			X				177,787	0	84,390
MICHAEL WISE VP OF TRANSMISSION & OPERATIONS	61 00			X				205,557	0	87,150
RANDY ALLISON VP OF PRODUCTION	27 00			X				176,815	0	72,431
CARRIE CLARK ASSISTANT SECRETARY/GENERAL COUNSEL	38 00			X				66,890	0	35,452
MELODY GILLIS DIRECTOR FINANCIAL REPORTING	48 00					X		172,292	0	75,614
SHANE MCMINN MANAGER ENGINEERING	40 00					X		139,732	0	66,356
STEVE WIEGAND MANAGER FINANCE/TREASURY®ULATION	39 00					X		135,331	0	66,356
WILLIAM PIPPIN PRODUCTION ASSET MANAGER	11 00					X		132,186	0	53,429
MATT MOORE MANAGER MARKET OPERATIONS	50 00					X		141,922	0	65,904