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Return of Organization Exempt From Income Tax

OMB No 1545-0047

Department of the Treasury
Internal Revenue ServiceUnder 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

2011

Open to Public
Inspection

A For the 2011 calendar year, or tax year beginning		, and ending	
B Check if applicable	C Name of organization UNCLE CREDIT UNION		D Employer identification number
<input type="checkbox"/> Address change	Doing Business As		94-1404327
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address)		E Telephone number
<input type="checkbox"/> Initial return	2100 LAS POSITAS CT		925-447-5001
<input type="checkbox"/> Terminated	City or town, state or country, and ZIP + 4		
<input type="checkbox"/> Amended return	LIVERMORE	CA	F Gross receipts \$ 13636593
<input type="checkbox"/> Application pending	Name and address of principal officer GINA BLOOMFIELD 2100 LAS POSITAS CT		G
I Tax-exempt status	<input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c)(14) <input type="checkbox"/> (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
J Website:	► WWW.UNCLECU.ORG		H(b) Are all affiliates included? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
K Form of organization	<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		H(c) Group exemption number ►
		L Year of formation 1957	M State of legal domicile CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities:

PROVIDE LOANS AND ACCEPT MONEY DEPOSITS ON BEHALF OF OUR MEMBERSHIP

Activities & Governance	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	9
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	68
	6 Total number of volunteers (estimate if necessary)	6	14
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	9065426	7528743
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2110182	1988649
	12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4437379	4119201
		15612987	13636593
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
	14 Benefits paid to or for members (Part IX, column (A), line 4)	3919946	384269
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4480821	4100220
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ►	5202388	5046417
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	13603155	9530906
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2009832	4105687
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	Beginning of Current Year	End of Year
		227350713	239696966
		207303435	214511374
	22 Net assets or fund balances. Subtract line 21 from line 20	20047278	25185592

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	<i>S. Bernier</i>	Date
	Signature of officer	6/7/2013
	<i>Gina Bloomfield, CFO</i>	
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►		Firm's EIN ►		
	Firm's address ►		Phone no		

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form 990 (2011)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

- 1 Briefly describe the organization's mission:

PROVIDE LOANS AND ACCEPT DEPOSITS ON BEHALF
OF OUR MEMBERSHIP

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.
- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O
- 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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: 522130) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)
GRANTED LOANS TO MEMBERS

4b (Code: 522130) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)
PAID DIVIDENDS TO MEMBERS

4c (Code: 522130) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4d Other program services (Describe in Schedule O.)
(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses ► 0

Part IV Checklist of Required Schedules

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete *Schedule A*
- 2 Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?
- 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*
- 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*
- 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*
- 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*
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete *Schedule D, Part III*
- 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*
- 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*
- 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*
- 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*
- 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*
- 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*
- e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete *Schedule D, Part X*
- f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete *Schedule D, Part X*
- 12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete *Schedule D, Parts XI, XII, and XIII*
- 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
- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete *Schedule E*
- 14 a Did the organization maintain an office, employees, or agents outside of the United States?
- b Did the organization have aggregate revenues or expenses of more than \$1,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete *Schedule F, Parts I and IV*
- 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete *Schedule F, Parts II and IV*
- 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete *Schedule F, Parts III and IV*
- 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete *Schedule G, Part I* (see instructions)
- 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*
- 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*
- 20 a Did the organization operate one or more hospital facilities? If "Yes," complete *Schedule H*
- b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	x	
2	x	
3	x	
4		
5		x
6		x
7		x
8		x
9		x
10	x	
11a	x	
11b	x	
11c		x
11d	x	
11e	x	
11f		x
12a	x	
12b		x
13	x	
14a	x	
14b		x
15	x	
16		x
17		
18	x	
19	x	
20a	x	
20b		

Part IV Checklist of Required Schedules (continued)

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

	Yes	No
21	X	
22	X	
23	X	
24a	X	
24b		
24c		
24d		
25a	X	
25b		
26	X	
27	X	
28a	X	
28b	X	
28c	X	
29	X	
30	X	
31	X	
32	X	
33	X	
34	X	
35a	X	
35b	X	
36		
37	X	
38	X	

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

- 1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable **1a** 4323 Yes No
- b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable **1b** 0
- c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? **1c** 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** 68
- b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **2b** x
- Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)*
- 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? **3a** x
- b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O **3b**
- 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? **4a** x
- b If "Yes," enter the name of the foreign country: ►
See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.
- 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? **5a** x
- b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? **5b** x
- 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? **6a** x
- 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** 0
- 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** 0
- b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities **10b** 0
- 11 **Section 501(c)(12) organizations.** Enter:
- a Gross income from members or shareholders **11a** 0
- b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) **11b** 0
- 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** 0
- 13 **Section 501(c)(29) qualified nonprofit health insurance issuers.**
- a Is the organization licensed to issue qualified health plans in more than one state? **13a**
- Note. See the instructions for additional information the organization must report on Schedule O.*
- b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans **13b** 0
- c Enter the amount of reserves on hand **13c** 0
- 14a Did the organization receive any payments for indoor tanning services during the tax year? **14a** x
- b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O **14b**

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

Section A. Governing Body and Management

- 1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.
- 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?
- 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?
- 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?
- 5 Did the organization become aware during the year of a significant diversion of the organization's assets?
- 6 Did the organization have members or stockholders?
- 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?
- b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?
- 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
- a The governing body?
- b Each committee with authority to act on behalf of the governing body?
- 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.

	1a	9	Yes	No
1b				
2			x	
3			x	
4			x	
5			x	
6	x			
7a	x			
7b			x	
8a	x			
8b	x			
9	x			

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

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

	Yes	No
10a	x	
10b		
11a	x	
12a	x	
12b	x	
12c	x	
13	x	
14	x	
15a	x	
15b		
16a		x
16b		

Section C. Disclosure

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

UNCLE Credit Union

925 724-2105

Form 990 (2011)

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

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

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

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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated			
(1) Chung Bothwell Chairman, Board	6	X					0	0	0
(2) Randy Werner Vice-Chairman,	4	X					0	0	0
(3) John Stein Secretary, Board	4	X					0	0	0
(4) Monica Potter Treasurer, Board	4	X					0	0	0
(5) Lee Neely Director, Board	4	X					0	0	0
(6) John Freeman Director, Board	4	X					0	0	0
(7) Ivan Corey Director, Board	4	X					0	0	0
(8) Sheryl Goodman Director, Board	4	X					0	0	0
(9) Clark Conover Director, Board	4	X					0	0	0
(10) Wendy Zanotelli Former COO	0				X		151129	0	0
(11) Gina Bloomfield CFO	40				X		151733	0	0
(12) James Ott Former CEO	0				X		185150	0	0
(13) James Fisher CTO	40				X		149423	0	0
(14) Rose Chaco VP Risk Manageme	40				X		129071	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 (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1039-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director or trustee	Institutional trustee	Officer	Key employee	Highest compensated			
(15) Andrea Johnson Director Retail	40			X			103301	0	0
(16)									
(17)									
(18)									
(19)									
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									
1b Sub-total									
c Total from continuation sheets to Part VII, Section A									
d Total (add lines 1b and 1c)							839807	0	0

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 6

- 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 or individual 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. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
		0
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►	0	

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	1a Federated campaigns . . .	1a 0				
	b Membership dues . . .	1b 0				
	c Fundraising events . . .	1c 0				
	d Related organizations . . .	1d 0				
	e Government grants (contributions)	1e 0				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 0				
	g Noncash contributions included in lines 1a-1f \$	0				
	h Total. Add lines 1a-1f . . . ►	0				
Program Service Revenue	2a INTEREST ON LOANS . . .	Business Code 522130	7528743	7528743	0	0
	b		0	0	0	0
	c		0	0	0	0
	d		0	0	0	0
	e		0	0	0	0
	f All other program service revenue .		0	0	0	0
	g Total. Add lines 2a-2f . . . ►	7528743				
	3 Investment income (including dividends, interest, and other similar amounts) . . . ►		2136824	2136824	0	0
4 Income from investment of tax-exempt bond proceeds ►		0	0	0	0	
5 Royalties . . . ►		0	0	0	0	
6a Gross rents . . .	(i) Real 0	(ii) Personal 0				
b Less. rental expenses . . .	0	0				
c Rental income or (loss) . . .	0	0				
d Net rental income or (loss) . . . ►		0	0	0	0	0
7a Gross amount from sales of assets other than inventory . . .	(i) Securities 16470952	(ii) Other 532799				
b Less cost or other basis and sales expenses . . .	16350978	800948				
c Gain or (loss) . . .	119974	-268149				
d Net gain or (loss) . . . ►		-148175	-148175	0	0	0
8a Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c). See Part IV, line 18 . . . a		0				
b Less. direct expenses . . . b	0					
c Net income or (loss) from fundraising events . ►		0		0	0	0
9a Gross income from gaming activities See Part IV, line 19 . . . a	0					
b Less direct expenses . . . b	0					
c Net income or (loss) from gaming activities . ►		0	0	0	0	0
10a Gross sales of inventory, less returns and allowances . . . a	0					
b Less: cost of goods sold . . . b	0					
c Net income or (loss) from sales of inventory . ►		0	0	0	0	0
Miscellaneous Revenue	Business Code					
11a OTHER OPERATING INCOME . . .	Business Code 522130	4119201	4119201	0	0	0
b		0	0	0	0	0
c		0	0	0	0	0
d All other revenue . . .		0	0	0	0	0
e Total. Add lines 11a-11d . . . ►	4119201					
12 Total revenue. See instructions. . . ►	13636593	13636593		0	0	0

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

		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.					
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21		0	0		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22		0	0		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16		0	0		
4 Benefits paid to or for members	384269	384269			
5 Compensation of current officers, directors, trustees, and key employees	0	0	0	0	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0	
7 Other salaries and wages	3074183	3074183	0	0	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	305825	305825	0	0	
9 Other employee benefits	474413	474413	0	0	
10 Payroll taxes	245799	245799	0	0	
11 Fees for services (non-employees):					
a Management	0	0	0	0	
b Legal	75516	75516	0	0	
c Accounting	0	0	0	0	
d Lobbying	0	0	0	0	
e Professional fundraising services. See Part IV, line 17	0			0	
f Investment management fees	0	0	0	0	
g Other	345477	0	345477	0	
12 Advertising and promotion	247069	214394	32675	0	
13 Office expenses	2450652	2422214	28438	0	
14 Information technology	0	0	0	0	
15 Royalties	0	0	0	0	
16 Occupancy	607324	607324	0	0	
17 Travel	38917	38917	0	0	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0	
19 Conferences, conventions, and meetings	39857	39857	0	0	
20 Interest	0	0	0	0	
21 Payments to affiliates	0	0	0	0	
22 Depreciation, depletion, and amortization	497988	497988	0	0	
23 Insurance	743617	708536	35081	0	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)					
a	0	0	0	0	
b	0	0	0	0	
c	0	0	0	0	
d	0	0	0	0	
e All other expenses	0	0	0	0	
25 Total functional expenses. Add lines 1 through 24e	9530906	9089235	441671	0	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0	0	0	0	

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	2754230	1	3225389
	2 Savings and temporary cash investments	12650897	2	34795855
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	195085	4	172577
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			
		319464	5	60279
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)			
		0	6	0
	7 Notes and loans receivable, net	112075130	7	99913263
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	609000	9	829127
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 10247027		
	b Less, accumulated depreciation	10b 6682235	10c	3564792
	11 Investments—publicly traded securities	70194247	11	67796382
	12 Investments—other securities. See Part IV, line 11	18665000	12	24763000
Liabilities	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	6164947	15	4576302
	16 Total assets. Add lines 1 through 15 (must equal line 34)	227350713	16	239696966
	17 Accounts payable and accrued expenses	1150884	17	906980
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			
		0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	206152551	25	213604394
	26 Total liabilities. Add lines 17 through 25	207303435	26	214511374
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	0	27	0
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	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	0	30	0
	31 Paid-in or capital surplus, or land, building, or equipment fund	0	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	20047278	32	25185592
	33 Total net assets or fund balances	20047278	33	25185592
	34 Total liabilities and net assets/fund balances	227350713	34	239696966

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	13636593
2	Total expenses (must equal Part IX, column (A), line 25)	2	9530906
3	Revenue less expenses Subtract line 2 from line 1	3	4105687
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	20047278
5	Other changes in net assets or fund balances (explain in Schedule O)	5	1032627
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	25185592

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

- 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?
b Were the organization's financial statements audited by an independent accountant?
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
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 separate 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?
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	No
2a	X	
2b	X	
2c	X	
3a		
3b		

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

UNCLE CREDIT UNION

Employer identification number

94-1404327

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

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	2d
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.	
(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

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

Cat. No. 52283D

Schedule D (Form 990) 2011

DKA

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

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

- | | |
|--|--|
| a <input type="checkbox"/> Public exhibition | d <input type="checkbox"/> Loan or exchange programs |
| b <input type="checkbox"/> Scholarly research | e <input type="checkbox"/> Other _____ |
| c <input type="checkbox"/> Preservation for future generations | |

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:

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	0	0	0	0	
b Contributions	0	0	0	0	
c Net investment earnings, gains and losses	0	0	0	0	
d Grants or scholarships	0	0	0	0	
e Other expenditures for facilities and programs	0	0	0	0	
f Administrative expenses	0	0	0	0	
g End of year balance	0	0	0	0	

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

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations
(ii) related organizations

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

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

Yes	No
3a(i)	
3a(ii)	
3b	

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

	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	949799	0		949799
b Buildings	2744929	0	1198471	1546458
c Leasehold improvements	1381571	0	1337973	43598
d Equipment	5138733	0	4113796	1022432
e Other	31994	0	31994	0

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

► 3562287

Schedule D (Form 990) 2011

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives	24763000	C
(2) Closely-held equity interests	0	
(3) Other Various insured financial in	24763000	C
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12) ►	49526000	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13) ►	0	

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

(a) Description	(b) Book value
(1) NATIONAL CREDIT UNION SHARE INSURANCE DEPOSIT	2091100
(2) INSURANCE ASSET-DEFERRED COMPENSATION PREMIUM	1102381
(3) ACCRUED INTEREST ON LOANS	522672
(4) OTHER COMPENSATING DEPOSIT VISA	287746
(5) ACCRUED INVESTMENT INCOME	249132
(6) FORECLOSED AND REPOSSESSED ASSETS	224331
(7) ACCRUED INCOME SERVICES	55038
(8) MEMBERSHIP NETWORK STOCK	23500
(9) SECURITY DEPOSITS	14201
(10) DEFERRED EMPLOYEE COMPENSATION ANNUITY	6200
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	4576301

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	0
(2) MEMBERSHIP DEPOSITS	213604394
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	213604394

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	0
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	0
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	0
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 through 8	9	0
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	0

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	0
3	Subtract line 2e from line 1	3	0
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	0
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	0

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	0
3	Subtract line 2e from line 1	3	0
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	0
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	0

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, line 2; 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.

NET CHANGE IN ASSETS PRIOR YEAR FOR

UNREALIZED GAIN ON MARKETABLE SECURITIES OF \$487,142

AND OTHER COMPREHENSIVE INCOME ITEM-PENSION PLAN OBLIGATION

DECREASE IN LOSS OF \$545,485 FOR NET COMBINED CHANGE FROM PRIOR

YEAR OF \$1,032,627.

UNCLE CREDIT UNION

94-1404327

Schedule D (Form 990) 2011

Page 5

Part XIV Supplemental Information (continued)

Schedule D (Form 890) 2011

DKA

SCHEDULE J
(Form 990)

Compensation Information
For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
► Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

UNCLE CREDIT UNION

Employer identification number

94-1404327

Part I Questions Regarding Compensation

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

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

- b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" 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, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

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

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

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

- a** The organization?
b Any related organization?

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

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

- a** The organization?

- b** Any related organization?

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

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

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

- 9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes **No**

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JAMES E OTT	(i) 185150	0	0	0	0	185150	36181
2 WENDY J ZANOTELLI	(i) 181129	0	0	0	0	0	0
3 GINA E BLOOMFIELD	(i) 151733	0	0	19866	2449	174048	0
4	(i)	(ii)	(iii)		0	0	0
5	(i)	(ii)	(iii)				
6	(i)	(ii)	(iii)				
7	(i)	(ii)	(iii)				
8	(i)	(ii)	(iii)				
9	(i)	(ii)	(iii)				
10	(i)	(ii)	(iii)				
11	(i)	(ii)	(iii)				
12	(i)	(ii)	(iii)				
13	(i)	(ii)	(iii)				
14	(i)	(ii)	(iii)				
15	(i)	(ii)	(iii)				
16	(i)	(ii)	(iii)				

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

CMB No 1545-0047

2011
Open To Public
Inspection

Name of the organization

UNCLE CREDIT UNION

Employer identification number

94-1404327

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

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

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958. ► \$ 0

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► \$ 0

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?	(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?	(g) Written agreement?
				To	From		
(1) SHERYL GOODMAN UNSECURED LOAN	X	12500	2930	X	X		X
(2) GINA BLOOMFIELD ISA LINE OF CREDIT	X	20000	1544	X	X		X
(3) CLARK CONOVER AUTO LOAN	X	37608	1789	X	X		X
(4) RANDY WERNER BOAT LOAN	X	33000	3015	X	X		X
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
Total			► \$ 60278				

Part III Grants or Assistance Benefiting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

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

Cat. No. 50056A

Schedule L (Form 990 or 990-EZ) 2011

DKA

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

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A CONFLICT OF INTEREST POLICY AND WHISTLE BLOWER POLICY IS IN EFFECT. EVERY
YEAR THE GOVERNING BODY AS WELL AS EMPLOYEES COMPLETE A DETAILED QUESTIONNAIRE
PERTAINING TO CONFLICT OF INTEREST. THE INTERNAL AUDIT AND COMPLIANCE DEPARTMENT
MONITORS ACTIVITY ASSOCIATED WITH THESE POLICIES TO ENSURE ALL CASES ARE RESOLVED
APPROPRIATELY. THE INTERNAL AUDIT DEPARTMENT REPORTS TO AN INDEPENDENT
COMMITTEE, NOT PART OF THE GOVERNING BODY OR MANAGEMENT, AND WHO REPRESENT
THE INTERESTS AND WELL BEING OF THE CREDIT UNION MEMBERSHIP.

FINANCIAL STATEMENTS ARE POSTED PUBLICLY IN OUR BRANCH LOBBY LOCATIONS
IN ADDITION TO AN ANNUAL REPORT POSTED ON OUR WEBSITE AT WWW.UNCLECU.ORG

Name of the organization

UNCLE CREDIT UNION

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DKA

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