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<b>Form 990</b>  Department of the Treasury Internal Revenue Service	<b>Return of Organization Exempt From Income Tax</b>  <b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</b>	OMB No 1545-0047
	<b>2012</b>  <b>Open to Public Inspection</b>	

**A For the 2012 calendar year, or tax year beginning 01-01-2012 , 2012, and ending 12-31-2012**

<b>B</b> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization CREDIT UNIONS IN THE STATE OF WASHINGTON		<b>D</b> Employer identification number 91-0219435
	Doing Business As Boeing Employees' Credit Union		
	Number and street (or P O box if mail is not delivered to street address) PO Box 97050	Room/suite	<b>E</b> Telephone number (206) 439-5700
	City or town, state or country, and ZIP + 4 Seattle, WA 98124		<b>G</b> Gross receipts \$ 546,942,352
	<b>F</b> Name and address of principal officer Katherine Elser 12770 Gateway Dr Tukwila, WA 98168		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) <b>H(c)</b> Group exemption number ▶
<b>I</b> Tax-exempt status <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) ( 14 ) ◀ (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ▶ www.becu.org			

<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other <input type="checkbox"/>	<b>L</b> Year of formation 1935	<b>M</b> State of legal domicile WA
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<b>Part I</b>	<b>Summary</b>
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Activities & Governance	1 Briefly describe the organization's mission or most significant activities BECU is a cooperative society organized under Washington law as a nonprofit corporation for the purposes of promoting thrift among its members and creating a source of credit for them at fair and reasonable rates of interest BECU is dedicated to the philosophy of "people helping people" and will strive to serve its members by providing superior financial products and services		
	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 11
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 11
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 1,349
6	Total number of volunteers (estimate if necessary)	6 11	
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a 1,273,823	
7b	Net unrelated business taxable income from Form 990-T, line 34	7b 670,793	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 0 Current Year 0
	9	Program service revenue (Part VIII, line 2g)	471,529,967 516,261,333
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	32,382,593 30,203,713
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	126,813 119,015
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	504,039,373 546,584,061
	Expenses	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)	0 0
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	80,392,380 92,762,235
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0 0
b		Total fundraising expenses (Part IX, column (D), line 25) $\geq 0$	
17		Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	307,300,060 310,793,611
18		Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	389,879,410 405,240,695
19		Revenue less expenses Subtract line 18 from line 12	114,159,963 141,343,366
Net Assets or Fund Balances			Beginning of Current Year End of Year
	20	Total assets (Part X, line 16)	9,950,213,245 11,094,203,476
	21	Total liabilities (Part X, line 26)	9,161,002,368 10,175,253,253
	22	Net assets or fund balances Subtract line 21 from line 20	789,210,877 918,950,223

<b>Part II</b>	<b>Signature Block</b>
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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.

<b>Sign Here</b>	Signature of officer				2013-11-14		
	Shawn Mulqueeney Controller Type or print name and title				Date		
<b>Paid Preparer Use Only</b>	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

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

BECU is a cooperative society organized under Washington law as a nonprofit corporation for the purposes of promoting thrift among its members and creating a source of credit for them at fair and reasonable rates of interest. BECU is dedicated to the philosophy of "people helping people" and will strive to serve its members by providing superior financial products and services.

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

If "Yes," describe these changes on Schedule O





4a	(Code	) (Expenses \$	405,240,695	including grants of \$	0 ) (Revenue \$	546,584,061 )
	Total 800,736 members, 98,693 new members for 2012, 99,633 loans originated in 2012 totaling \$4,662,389,000					

[illegible][illegible]

<b>4e</b>	<b>Total program service expenses</b>	<b>405,240,695</b>
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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)? . . . .		No
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 	Yes	
4 <b>Section 501(c)(3) organizations.</b> 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 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV . . . . .		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 . . . . .		No
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 and XII . . . . .		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 and XII 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, Parts I and IV . . . . .		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 United States? If "Yes," complete Schedule F, Parts 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 United States? If "Yes," complete Schedule F, Parts 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 (see instructions) . . . . .		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 hospital facilities? If "Yes," complete Schedule H . . . . .		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .	21	Yes	
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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .	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 lines 24b through 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	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> . . . . .	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 direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28c	Yes	
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		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	35b	Yes	
36	<b>Section 501(c)(3) organizations.</b> 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 11b and 19? <b>Note.</b> 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

☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	211	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		Yes	
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.	1,349	
2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		Yes	
3b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		Yes	
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)?			No
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?			No
5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			No
5c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			No
6b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			
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?			
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			
d If "Yes," indicate the number of Forms 8282 filed during the year.		7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8	
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?		9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?		9b	
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12.		10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		10b	
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.		11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		13b	
c Enter the amount of reserves on hand.		13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a	No
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	11	
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	11	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	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?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	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?	7a	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?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	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	9	No

Section B. Policies

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	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?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	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	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	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	15a	Yes
15b	Other officers or key employees of the organization	15b	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?	16a	Yes
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?	16b	No

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	
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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization Katherine Elser 12770 Gateway Drive Tukwila, WA (206) 439-5700	

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 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, or 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

[illegible]



## Part VII

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
<b>1b Sub-Total . . . . .</b>										
<b>c Total from continuation sheets to Part VII, Section A . . . . .</b>										
<b>d Total (add lines 1b and 1c) . . . . .</b>								13,670,360	0	534,523

**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▶163

		Yes	No
3	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	3 Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .	5	No

## **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)	(B)	(C)
Name and business address	Description of services	Compensation
DNA Brand Mechanics 1932 1st Avenue Suite 711 Seattle WA 98101	Branding & Advertising	4,618,724
Prime Valuation Services LLC 8009 34th Ave S Bloomington MN 55425	Residential Property Evaluations	916,307
First American Data Tree PO Box 731211 Dallas TX 753731211	Property AVMs and BRP review	841,769
K&L Gates LLP 925 Fourth Avenue Suite 2900 Seattle WA 98104	Legal services	801,147
Slalom LLC 821 2nd Ave Suite 1900 Seattle WA 98104	Consulting	770,318

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 ►25

Part VIII

Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514			
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . . . .	1a						
	b	Membership dues . . . . .	1b						
	c	Fundraising events . . . . .	1c						
	d	Related organizations . . . . .	1d						
	e	Government grants (contributions)	1e						
	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 . . . . .		0					
Program Service Revenue			Business Code						
	2a	Loan Interest Income	522130	336,331,377	336,331,377	0			
	b	Fee Income	522130	113,966,037	112,988,169	977,868			
	c	Broker Income	523000	4,079,963	4,079,963	0			
	d	Credit Life Insurance & AD&D Insurance	524298	1,515,660	1,515,660	0			
	e								
	f	All other program service revenue		60,368,296	60,226,907	141,389			
	g	Total. Add lines 2a-2f . . . . .		516,261,333					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . .		30,203,713	0	0	30,203,713		
	4	Income from investment of tax-exempt bond proceeds . . . . .		0	0	0	0		
	5	Royalties . . . . .		0	0	0	0		
	6a	Gross rents	(i) Real	(ii) Personal					
			207,500	67,524					
			b	Less rental expenses	243,051	115,240			
			c	Rental income or (loss)	-35,551	-47,716			
	d	Net rental income or (loss) . . . . .		-83,267	-35,551	-47,716	0		
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
			b	Less cost or other basis and sales expenses					
			c	Gain or (loss)	0	0			
	d	Net gain or (loss) . . . . .							
	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	CUSO Investments K-1's	900003	202,282	0	202,282	0			
b									
c									
d	All other revenue . . . . .		0	0	0	0			
e	Total. Add lines 11a-11d . . . . .		202,282						
12	Total revenue. See Instructions . . . . .		546,584,061	515,106,525	1,273,823	30,203,713			

Part IX

Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	1,684,849			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	14,848,766			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	58,362,164			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	7,536,399			
9	Other employee benefits.	5,995,431			
10	Payroll taxes.	6,019,475			
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	838,221			
c	Accounting.	1,025,327			
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	4,286,344			
12	Advertising and promotion.	12,681,227			
13	Office expenses.	11,366,022			
14	Information technology.	15,517,037			
15	Royalties.	0			
16	Occupancy.	8,886,928			
17	Travel.	998,104			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	1,091,368			
20	Interest.	60,982,501			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	13,683,707			
23	Insurance.	481,920			
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	Provision for Loan Loss.	90,855,041			
b	Product Cost & Servicing.	60,812,712			
c	TCCUSF Assessment.	8,817,133			
d					
e	All other expenses.	18,470,019			
25	Total functional expenses. Add lines 1 through 24e.	405,240,695	0	0	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).				

Part X

Balance Sheet

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

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing . . . . .			110,009,670	1	174,777,542
	2	Savings and temporary cash investments . . . . .			688,847,332	2	586,602,737
	3	Pledges and grants receivable, net . . . . .				3	
	4	Accounts receivable, net . . . . .				4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .				5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L . . . . .				6	
	7	Notes and loans receivable, net . . . . .			6,763,446,319	7	7,002,225,150
	8	Inventories for sale or use . . . . .				8	
	9	Prepaid expenses and deferred charges . . . . .			9,981,871	9	8,797,025
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	213,623,840	57,835,089	10c	55,500,534
	b	Less accumulated depreciation . . . . .	10b	158,123,306			
	11	Investments—publicly traded securities . . . . .			2,096,393,157	11	3,013,715,994
	12	Investments—other securities See Part IV, line 11 . . . . .			29,864,347	12	27,048,758
	13	Investments—program-related See Part IV, line 11 . . . . .			0	13	
	14	Intangible assets . . . . .			0	14	
	15	Other assets See Part IV, line 11 . . . . .			193,835,460	15	225,535,736
16	Total assets. Add lines 1 through 15 (must equal line 34) . . . . .			9,950,213,245	16	11,094,203,476	
Liabilities	17	Accounts payable and accrued expenses . . . . .			89,715,785	17	112,592,453
	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	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .				22	
	23	Secured mortgages and notes payable to unrelated third parties . . . . .				23	
	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 . . . . .			9,071,286,583	25	10,062,660,800
	26	Total liabilities. Add lines 17 through 25 . . . . .			9,161,002,368	26	10,175,253,253
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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 (ASC 958), check here <input checked="" 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 . . . . .			789,210,877	32	918,950,223
	33	Total net assets or fund balances . . . . .			789,210,877	33	918,950,223
34	Total liabilities and net assets/fund balances . . . . .			9,950,213,245	34	11,094,203,476	

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	546,584,061
2	Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	405,240,695
3	Revenue less expenses Subtract line 2 from line 1 . . . . .	3	141,343,366
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	789,210,877
5	Net unrealized gains (losses) on investments . . . . .	5	466,314
6	Donated services and use of facilities . . . . .	6	0
7	Investment expenses . . . . .	7	0
8	Prior period adjustments . . . . .	8	0
9	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	9	-12,070,334
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	918,950,223

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 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
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?	3a	No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

Additional Data

Software ID: 12000197

Software Version: v1.00

EIN: 91-0219435

Name: CREDIT UNIONS IN THE STATE OF WASHINGTON

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Desiree Serr Board of Directors Chairperson	7 00 0	X						0	0	0
Michael Sweeney Board of Directors Vice Chairperson	6 50 0	X						0	0	0
Brian Abeel Board of Directors & Supervisory Committee Member	6 00 0	X						0	0	0
Steve Brilling Board of Directors Member	6 50 0	X						0	0	0
Michelle Eten Board of Directors & Supervisory Committee Member	6 50 0	X						0	0	0
Porsche Everson Board of Directors Member	6 00 0	X						0	0	0
Denis Farmer Board of Directors Member	6 00 0	X						0	0	0
Robin Krueger Board of Directors & Supervisory Committee Member	6 00 0	X						0	0	0
Roger Mauldin Board of Directors Member	6 00 0	X						0	0	0
Jim Wadhwani Board of Directors Member	6 00 0	X						0	0	0
David Yonce Board of Directors Member & Supervisory Committee Chairperson	6 50 0	X						0	0	0
Parker Cann SVP/General Counsel/Corporate Secretary	40 0	X		X				545,755	0	22,072
Katherine Elser CFO/SVP Finance & Admin/Corporate Treasurer	40 0	X		X				440,147	0	20,736
John Porter CEO	40 0			X				1,370,986	0	7,110
Butch Leonardson CIO/SVP of Information Technology	40 0			X				562,226	0	21,279
Michael Strand SVP of Member Operations	40 0			X				488,897	0	17,225
Tom Berquist SVP of Member Strategies	40 0			X				414,167	0	22,645
Grace Semingsen SVP of Member Solutions	40 0			X				398,372	0	23,859
Anne Shannon SVP Human Resources	40 0			X				384,691	0	23,222
Michael Quamma VP Treasury	40 0				X			287,177	0	20,952
Jesse Douglas VP Program Management	40 0				X			262,473	0	15,845
Carolyn Cereghino VP BECU Investment Services	40 0				X			259,628	0	19,588
Stephen Black VP of Marketing & Community Affairs	40 0				X			250,277	0	19,922
Gregg Kats VP of Facilities & Risk Management	40 0				X			238,232	0	18,335
Kyle Welsh VP Technology Services	40 0				X			237,049	0	19,086

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Anastasia Wyss-Schoenborn VP Member Solutions	40 0				X			236,212	0	20,974
Melanie Walsh VP Member Care	40 0				X			229,613	0	20,173
Susan Kydd VP/Chief Audit Executive	40 0				X			229,559	0	16,856
Shawn Mulqueoney VP/Controller	40 0				X			216,905	0	21,317
Howard Wu VP Virtual Banking	40 0				X			208,609	0	22,152
Carol Friend VP Portfolio Management	40 0				X			208,041	0	15,107
Angela Ursino VP Talent Management	40 0				X			196,618	0	20,071
Robert Stroup VP Member Strategies	40 0				X			189,467	0	17,054
William Taylor Associate General Counsel	40 0					X		228,924	0	22,970
Brian Locke Financial Advisor	40 0					X		182,688	0	15,277
Stacy Hyle Employee Relations Manager	40 0					X		173,626	0	17,120
Todd Crawford Financial Advisor	40 0					X		171,803	0	13,729
Kerry Thurman Portfolio Manager	40 0					X		167,875	0	16,135
Gary Oakland President/CEO - former	40 0						X	4,681,623	0	14,981
Aaron Bresko VP Lending - former	40 0						X	106,617	0	1,995
Katherine Dykes VP Total Rewards - former	40 0						X	102,103	0	6,736

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No 1545-0047

2012

Open to Public Inspection

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

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

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

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

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

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

Name of the organization CREDIT UNIONS IN THE STATE OF WASHINGTON	Employer identification number 91-0219435
--	--

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

1	Provide a description of the organization’s direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$ 33,850
3	Volunteer hours	0

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

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$	
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$	
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If “Yes,” describe in Part IV		

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

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$	33,850
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶ \$	0
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$	33,850
4	Did the filing organization file Form 1120-POL for this year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization’s funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV		

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



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

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

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

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

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

Part II-B

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

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

Part III-A

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

	Yes	No
1		
2		
3		

Part III-B

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

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

Part IV

Supplemental Information

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

Identifier	Return Reference	Explanation
SchC_P1A_S00_L01	Schedule C, Part I-A, Line 1	During 2012, BECU contributed primarily to the election campaigns of various individuals running for Washington State elected positions.

Additional Data

Software ID: 12000197  
Software Version: v1.00  
EIN: 91-0219435  
Name: CREDIT UNIONS IN THE STATE OF WASHINGTON

Form 990, Schedule C, Part 1-C, Line 5

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's own internal funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
Annette Cleveland for State Senate	1111 Main St Suite 400 Vancouver, WA 98660	454514627	250	0
Bob Hasegawa for State Senate	PO Box 84331 Seattle, WA 98124	454697269	500	0
Citizens for Christopher Hurst	62504 Indian Summer Way Enumclaw, WA 98022	010841227	900	0
Citizens for Jim McIntire	PO Box 21941 Seattle, WA 98111	260820856	750	0
Citizens for Steve Bergquist	PO Box 2050 Renton, WA 98056	454489263	450	0
Citizens for Steve Litzow	7683 SE 27th St Suite 431 Mercer Island, WA 98040	262303979	400	0
Citizens for Vincent Buys	PO Box 25 Lynden, WA 98264	271476576	400	0
Citizens to Re-Elect Lt Governor Brad Owen	PO Box 1426 Shelton, WA 98584	760843646	750	0
Committee to Elect Bruce Dammeier	PO Box 398 Puyallup, WA 98374	912141093	900	0
Committee to Elect Jake Fey	PO Box 1372 Tacoma, WA 98401	861121642	450	0
Committee to elect Jeff Holy	PO Box 40285 Spokane, WA 99220	455122546	350	0
Committee to Elect Jim Hargrove	556 Ocean Beach Rd Hoquiam, WA 98550	911520698	400	0
Committee to Elect Joel Kretz	1014 Toroda Creek Rd Wauconda, WA 98859	721573462	650	0
Committee to Elect Sharon Wylie	1111 Main St Suite 400 Vancouver, WA 98660	451965188	400	0
Committee to Re-Elect Brian Blake	PO Box 1541 Longview, WA 98632	870699800	400	0
Committee to Re-Elect Don Benton	PO Box 5076 Vancouver, WA 98668	510645142	1800	0
Committee to Re-Elect Gary Alexander	PO Box 48 Olympia, WA 98507	510575921	500	0
Committee to Re-Elect Katrina Asay	PO Box 766 Milton, WA 98354	272777880	400	0
Committee to Re-Elect Margaret Haugen	1268 N Olsen Rd Camano Island, WA 98292	912085148	1400	0
Committee to Re-Elect Rosemay McAuliffe	22833 Bothell Everett Hwy 102 PMB 1152 Bothell, WA 98021	911551416	900	0
Dameille 2012	PO Box 7753 Tacoma, WA 98417	680501492	1050	0
Elect Mark Mullett	2525 NE Park Dr Suite A Issaquah, WA 98029	454091046	500	0
Freeman for State Representative	1116 SW 318th Pl Federal Way, WA 98023	113815983	350	0
Frends for Ann Rivers	PO Box 957 La Center, WA 98629	271512372	400	0
Frends for Cindy Ryu	PO Box 33548 Seattle, WA 98133	202771557	400	0
Friends of Andy Billig	PO Box 145 Spokane, WA 99210	271227517	350	0
Frends of Cary Condotta	PO Box 40600 Olympia, WA 98504	710896890	900	0
Frends of Cyrus	929 109th AVE NE Bellevue, WA 98004	900791775	250	0
Frends of David Sawyer	1002 S 94th ST Tacoma, WA 98444	453660584	1000	0
Frends of Derek Stanford	PO Box 2041 Bothell, WA 98041	272317624	400	0

Form 990, Schedule C, Part 1-C, Line 5

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's own internal funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
Friends of Gael	PO Box 9100 Seattle, WA 98109	371666948	650	0
Friends of Hans Dunshee	1526 Lake View AVE Snohomish, WA 98290	911729071	450	0
Friends of Roger Goodman	218 Main ST PMB 763 Kirkland, WA 98033	830458254	350	0
Friends of Ross Hunter	PO Box 4204 Bellevue, WA 98009	043645222	900	0
Friends of Shelly Schlumpf	PO Box 73074 Puyallup, WA 98373	455120832	450	0
Friends of Sylvester Cann	PO Box 33090 Seattle, WA 98133	383863276	350	0
Friends of Tina Orwall	17837 1st AVE S Normandy Park, WA 98148	453602805	500	0
Friends to Elect Eric Pettigrew	PO Box 28660 Seattle, WA 98118	534801080	500	0
Friends to Elect Julie	14300 NE 20th AVE D102-272 Vancouver, WA 98686	272531536	350	0
Friends to Elect Randi Becker	44106 14th AVE E Eatonville, WA 98328	770708976	300	0
Friends to Re-Elect Mike Hewitt	177 Electric AVE Walla Walla, WA 98362	331084713	900	0
House Democratic Campaign Committee	9445 37th AVE SW Seattle, WA 98126	916178946	900	0
House Republican Organizational Committee	PO Box 7222 Olympia, WA 98507	916177625	900	0
Kirk Pearson for State Senate	105 Pearson Lane Monroe, WA 98272	912068453	500	0
People for Brian Hatfield	226 Fir ST Raymond, WA 98577	431966915	400	0
People for Christine Rolfes	19689 7th AVE NE PMB 118 Poulsbo, WA 98370	320172015	300	0
People for Jessyn	PO Box 20792 Seattle, WA 98102	454799110	350	0
People for Pedersen	815 First AVE Suite 111 Seattle, WA 98104	203979617	400	0
People for Zach Hudgins	13725 56th S Tukwila, WA 98138	810555017	500	0
People to Elect Stephanie Bowman	PO Box 84415 Seattle, WA 98124	000000000	750	0
Re-Elect Linda Parlette	PO Box 1251 Wenatchee, WA 98801	911715910	500	0
Re-Elect Pat Sullivan Campaign	26513 168th PL SE Covington, WA 98042	043679431	650	0
Senate Committee for Mark Schoesler	1588 E Rosenoff RD Ritzville, WA 99169	043779321	500	0
Senate Democratic Campaign Committee	123 36th NW ST Seattle, WA 98107	000000000	900	0
Senate Republican Campaign Committee	PO Box 11025 Olympia, WA 98508	910987396	900	0
Steve Kirby Campaign	9415 Tacoma AVE S Tacoma, WA 98444	711000906	900	0
Von Reichbauer Campaign Committee	PO Box 3737 Federal Way, WA 98063	000000000	250	0

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization CREDIT UNIONS IN THE STATE OF WASHINGTON	Employer identification number 91-0219435
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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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

Part II

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

1

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

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

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

	Held at the End of the 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, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶\_\_\_\_\_

4

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

5

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

☐ Yes☐ No

6

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

7

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

8

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

☐ Yes☐ No

9

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

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

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

b

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

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

▶\$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X

▶\$ \_\_\_\_\_

2

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

a

Revenues included in Form 990, Part VIII, line 1

▶\$ \_\_\_\_\_

b

Assets included in Form 990, Part X

▶\$ \_\_\_\_\_

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

Cat No 52283D

Schedule D (Form 990) 2012

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

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

1a

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

☐ Yes

☐ No

b

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

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 XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a	Beginning of year balance				
b	Contributions				
c	Net investment earnings, gains, and 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 current year end balance (line 1g, column (a)) 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

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 XIII the intended uses of the organization's endowment funds

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0	9,277,392		9,277,392
b Buildings	0	46,278,230	25,976,870	20,301,360
c Leasehold improvements	0	21,931,656	15,350,892	6,580,764
d Equipment	0	132,988,743	115,999,559	16,989,184
e Other	0	3,147,819	795,985	2,351,834
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				55,500,534

Schedule D (Form 990) 2012



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

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .	<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
<b>a</b>	Net unrealized gains on investments . . . . .	<b>2a</b>	
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	
<b>5</b>	Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . .	<b>5</b>	

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

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

**Part XIII Supplemental Information**

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

Identifier	Return Reference	Explanation
SchD_P10_S00_L02	Schedule D, Part X, Line 2	The Credit Union is exempt by statute from federal income taxes under the provisions of Section 501 of the Internal Revenue Code of 1954, however, the Credit Union's unrelated business income and subsidiaries are subject to federal income taxes. There were no significant income taxes for the years ended December 31, 2012 and 2011. Accounting principles prescribe a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Credit Union had no unrecognized tax positions at December 31, 2012 and 2011. It is the Credit Union's policy to record any penalties or interest arising from federal or state taxes as a component of noninterest expense. The Credit Union files exempt organization and unrelated business income tax returns with the federal jurisdiction. The Credit Union is no longer subject to United States federal income tax examination by tax authorities for the year ended on or before December 31, 2009.



Schedule I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Grants and Other Assistance to Organizations,  
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990

OMB No 1545-0047

2012

Open to Public  
Inspection

Name of the organization  
CREDIT UNIONS IN THE STATE OF WASHINGTON

Employer identification number  
91-0219435

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2

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

30

3

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

3

**Part III**

**Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

**Part IV**

**Supplemental Information.**

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

Identifier	Return Reference	Explanation
SchI_P01_S00_L02	Schedule I, Part I, Line 2	BECU generally asks each of our non-profit grant or donation recipients to provide a brief report. Periodically, BECU will conduct on site visits of grant recipients as well. BECU's gift matching guidelines require the donee organization to provide proof of receipt of funds and their federal tax identification number.

Software ID: 12000197

Software Version: v1.00

EIN: 91-0219435

Name: CREDIT UNIONS IN THE STATE OF WASHINGTON

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Express Credit UnionPO Box 94286 Seattle, WA 98124	91-0573334	501 C 14	178,500	0			Financial Support
TULIP CO-OP CREDIT UNIONPO Box 1243 Olympia,WA 985071243	42-1607163	501 C 14	10,000	0			Financial Support

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
American Red Cross2530 Lombard Ave Everett, WA 98201	91-0581658	501 C 3	7,800	0			Employee Gift Match
ANTIOCH UNIVERSITY2326 Sixth Avenue Seattle, WA 98121	31-0536640	501 C 3	11,100	0			Donation/Employee Gift Match

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ARTS FUND10 HARRISON STREET Suite 200 Seattle,WA 98107	91-0839644	501 C 3	8,000	0			Gift Match/Donation
BECU Foundation12770 Gateway Drive Tukwila,WA 98168	91-1703337	501 C 3	49,935	27,489	Actual Cost	Donation of consulting services	Cash contributions are in support of BECU Foundation scholarships and non-cash consulting services donated provide administrative operations for the BECU Foundation

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOYS AND GIRLS CLUB OF SNOHOMISH COUNTY4322 RUCKER Everett, WA 98203	91-0549511	501 C 3	6,000	0			Sponsorship
CATHOLIC HOUSING SERVICES100 23RD AVENUE SOUTH Seattle, WA 981442302	91-1585652	501 C 3	20,000	0			Housing Grant

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
COMMUNITY SCHOOLS COLLABORATION137 SW 154th Street Burien,WA 98166	20-0139255	501 C 3	10,000	0			Financial Support/Donation
EXPRESS ADVANTAGE1741 4th Ave South Suite A Seattle,WA 98134	61-1575044	501 C 3	11,500	0			Employee Gift Match

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FOUNDATION FOR PRIVATE ENTERPRISE EDU 33305 1st Way S Ste B212 Federal Way, WA 98003	91-1048245	501 C 3	11,000	0			Donation
Habitat for HumanityPO Box 88337 Tukwila, WA 98138	91-1342397	501 C 3	82,949	0			Donation/Employee Gift Match



Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HOMESIGHT5117 Rainier Ave S Seattle,WA 98118	94-3117253	501 C 3	50,000	0			Donation
HOUSING HOPE5830 EVERGREEN WAY Everett,WA 982033748	94-3060709	501 C 3	36,700	0			Gift match/sponsorship/donation

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
IMAGINE HOUSING10604 NE 38TH PLACE SUITE 25 Kirkland,WA 98033	94-3110312	501 C 3	20,000	0			Housing Grant
IMPACT CAPITAL401 2nd Ave S Ste 301 Seattle,WA 98104	94-3196958	501 C 3	50,500	0			Community Development - Housing Initiatives

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Junior Achievement1700 Westlake Ave N Suite 400 Seattle,WA 98109	91-0604913	501 C 3	140,622	0			Sponsorship/Employee Gift Match
Lifelong AIDS Alliance1002 E Seneca St Seattle,WA 98122	91-1215715	501 C 3	32,931	0			Employee Gift Match

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Museum of Flight9404 E MARGINAL WAY S Seattle,WA 98108	91-0785826	501 C 3	10,000	0			Donation
National Credit Union Foundation5710 Mineral Point Road Madison,WI 53705	39-1383650	501 C 3	39,180	0	ASC958 PV of CLUT		Callahan Legacy Fund - Financial Education

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Northwest Credit Union Foundation33301 9th Ave S Suite 200 Federal Way, WA 98003	91-0460483	501 C 3	200,000	0			Donation
PARKVIEW SERVICES 18551 AURORA AVE N SUITE 200 Shoreline, WA 98133	91-0828809	501 C 3	20,050	0			Housing Grant

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PLYMOUTH HOUSING GROUP2113 3rd Ave Seattle,WA 98121	91-1122621	501 C 3	8,500	0			Donation/Employee Gift Match
SEATTLE CENTRAL COMMUNITY COLLEGE FOUND1701 BROADWAY BE4180 Seattle,WA 98122	91-1037870	501 C 3	6,005	0			Sponsorship/gift match

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SEATTLE PARKS AND RECREATION8061 DENSMORE AVE N Seattle, WA 98103	51-0170717	501 C 3	6,000	0			Donation
Seattle University901 12th Ave Seattle, WA 98122	91-0565006	501 C 3	50,100	0			Sponsorship/Employee Gift Match

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Seattle's Union Gospel MissionPO Box 202 Seattle,WA 981110202	91-0595029	501 C 3	8,439	0			Employee Gift Match
SENIOR SERVICES OF SNOHOMISH COUNTY8225 AVE W SUITE O Mukilteo, WA 982752811	91-0910680	501 C 3	20,000	0			Housing Grant



Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Susan G Komen Breast Cancer Foundation205 N Michigan Av Suite 2630 Chicago,IL 606015927	75-1835298	501 C 3	10,325	0			Employee Gift Match
United Way720 Second Ave Seattle,WA 98104	91-0565555	501 C 3	5,350	0			Employee Gift Match

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WASHINGTON DECA200 West Mercer Street Suite 207 Seattle,WA 98119	91-1308496	501 C 3	10,575	0			Mentor program
Worldwide Foundation for Credit Unions5710 Mineral Point Road Madison,WI 537054493	39-6093210	501 C 3	10,000	0			Donation

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
National Association of State Credit Union Supervisors 1655 N Fort Meyer Dr Suite 650 Arlington, VA 22209	54-1167527	501 C 6	49,250	0			Donation

Schedule J  
(Form 990)

Compensation Information

OMB No 1545-0047

2012

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  
CREDIT UNIONS IN THE STATE OF WASHINGTON

Employer identification number  
91-0219435

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>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</div><div><div><div><input checked="" type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div></div><div><div><input checked="" type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div></div><div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div></div><div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>b</div><div>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 of the expenses described above? If "No," complete Part III to explain</div></div>	1bYes	
<div><div>2</div><div>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?</div></div>	2Yes	
<div><div>3</div><div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III</div><div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div></div><div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div></div><div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div></div>		
<div><div>4</div><div>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</div></div>		
<div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>	4a	No
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	4bYes	
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>	4c	No
<div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>		
<div><div>5</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>	5a	
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>	5b	
<div><div>6</div><div>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</div></div>		
<div><div>a</div><div>The organization?</div></div>	6a	
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>	6b	
<div><div>7</div><div>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</div></div>	7	
<div><div>8</div><div>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</div></div>	8	
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</div></div>	9	

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

**Part III** Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
SchJ_P01_S00_L01a	Schedule J, Part I, Line 1a	In 2012, first-class airfare or travel for companions was paid in certain pre-approved circumstances for the CEO, SVP or Directors. In 2012, membership fees for Butch Leonardson and Michael Strand were paid to Rainier Golf & Country Club and membership fees were paid for Butch Leonardson to Columbia Tower Club.
SchJ_P01_S00_L03	Schedule J, Part I, Line 3	BECU's executive compensation process includes the following: Annual market analysis which benchmarks each executive position with similar positions in regional and national surveys. The data for the President/CEO position is to the Compensation Committee of the Board of Directors for adjustment and recommendation for approval from the Board of Directors. The data for the Senior Executive positions is provided to the President/CEO for any recommended adjustments. The President/CEO determines annual salary adjustments for each executive by considering responsibilities of each position, individual's experience, performance, career progress and development within the executive salary range. Market analysis is performed each Fall, last one completed November 2012. BECU's compensation program is administered by the Human Resources department and is audited by BECU's Audit Services department.
SchJ_P01_S00_L04	Schedule J, Part I, Line 4	The following individuals participated in a non-qualified supplemental retirement plan "SERP" in 2012: John Porter, Parker Cann, Butch Leonardson, Michael Strand, Katherine Elser, Tom Berquist, Grace Semingsen and Anne Shannon. In 2012, Gary Oakland received a distribution from the SERP.

Software ID: 12000197  
Software Version: v1.00  
EIN: 91-0219435  
Name: CREDIT UNIONS IN THE STATE OF WASHINGTON

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Parker Cann	(i) (ii)	306,173 0	233,642 0	5,940 0	9,280 0	12,792 0	567,827 0	0 0
Katherine Elser	(i) (ii)	270,035 0	168,768 0	1,344 0	8,060 0	12,676 0	460,883 0	0 0
Butch Leonardson	(i) (ii)	270,035 0	168,768 0	123,423 0	8,223 0	13,056 0	583,505 0	0 0
Tom Berquist	(i) (ii)	253,973 0	158,838 0	1,355 0	7,681 0	14,965 0	436,812 0	0 0
Gary Oakland	(i) (ii)	434,465 0	668,650 0	3,736,246 0	11,250 0	3,731 0	4,854,342 0	0 0
Michael Strand	(i) (ii)	270,035 0	217,518 0	1,344 0	3,093 0	14,132 0	506,122 0	0 0
Grace Semingsen	(i) (ii)	243,935 0	152,573 0	1,864 0	7,471 0	16,388 0	422,231 0	0 0
Anne Shannon	(i) (ii)	238,915 0	143,903 0	1,873 0	10,258 0	12,964 0	407,913 0	0 0
Michael Quamma	(i) (ii)	209,147 0	76,997 0	1,031 0	3,508 0	17,444 0	308,127 0	0 0
Carolyn Cereghino	(i) (ii)	186,992 0	71,136 0	1,500 0	6,264 0	13,324 0	279,216 0	0 0
William Taylor	(i) (ii)	197,991 0	28,114 0	2,819 0	6,149 0	16,821 0	251,894 0	0 0
Jesse Douglas	(i) (ii)	183,752 0	74,741 0	3,980 0	5,737 0	10,108 0	278,318 0	0 0
Carol Friend	(i) (ii)	172,371 0	34,339 0	1,331 0	5,171 0	9,936 0	223,148 0	0 0
Stephen Black	(i) (ii)	180,263 0	68,579 0	1,436 0	4,356 0	15,566 0	270,200 0	0 0
Kyle Welsh	(i) (ii)	173,601 0	62,799 0	649 0	5,858 0	13,228 0	256,135 0	0 0
Gregg Kats	(i) (ii)	172,791 0	64,503 0	938 0	4,853 0	13,482 0	256,567 0	0 0
Anastasia Wyss-Schoenborn	(i) (ii)	170,959 0	64,234 0	1,019 0	7,046 0	13,929 0	257,187 0	0 0
Melanie Walsh	(i) (ii)	168,442 0	60,632 0	539 0	6,862 0	13,311 0	249,786 0	0 0
Shawn Mulqueeney	(i) (ii)	168,646 0	47,670 0	588 0	5,169 0	16,148 0	238,221 0	0 0
Susan Kydd	(i) (ii)	167,442 0	59,813 0	2,305 0	5,504 0	11,352 0	246,416 0	0 0

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Howard Wu	(i)	152,643	55,479	488	4,879	17,273	230,762	0
	(ii)	0	0	0	0	0	0	0
Robert Stroup	(i)	147,535	40,747	1,184	4,256	12,797	206,519	0
	(ii)	0	0	0	0	0	0	0
Stacy Hyle	(i)	145,438	27,683	504	4,577	12,543	190,745	0
	(ii)	0	0	0	0	0	0	0
Kerry Thurman	(i)	140,825	25,118	1,932	4,650	11,486	184,011	0
	(ii)	0	0	0	0	0	0	0
John Porter	(i)	348,077	1,013,533	9,376	0	7,110	1,378,096	0
	(ii)	0	0	0	0	0	0	0
Angela Ursino	(i)	160,414	35,645	560	5,872	14,199	216,690	0
	(ii)	0	0	0	0	0	0	0
Aaron Bresko	(i)	17,882	63,099	25,636	1,303	692	108,612	0
	(ii)	0	0	0	0	0	0	0
Katherine Dykes	(i)	62,697	39,197	209	3,057	3,679	108,839	0
	(ii)	0	0	0	0	0	0	0
Brian Locke	(i)	85,691	96,680	318	4,836	10,441	197,966	0
	(ii)	0	0	0	0	0	0	0
Todd Crawford	(i)	91,729	79,780	293	5,135	8,594	185,531	0
	(ii)	0	0	0	0	0	0	0



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, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V, line 38a or 40b.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047  

2012

Open to Public Inspection

Name of the organization  
CREDIT UNIONS IN THE STATE OF WASHINGTON

Employer identification number  
  
91-0219435

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

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

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

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

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

Part II Loans to and/or From Interested Persons.

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

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?	(i) Written agreement?	
			To	From			Yes	No		Yes	No
Total ▶ \$											

Part III Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

**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) CO-OP Financial Services	BECU CEO Gary Oakland/Benson Porter is Board Member	5,163,218	ATM Remote Services Fees		No
(2) Trust For Credit Unions	BECU CEO Gary Oakland is Board Member	379,380	Investment Dividend Income		No
(3) Trust for Credit Unions	BECU CEO Gary Oakland is Board Member	10,100,000	Purchase of Mutual Fund Investment		No
(4) Member Loyalty Group	BECU Officer Grace Semingsen is Board Member	179,990	Customer Loyalty Metric		No
(5) Credit Union Student Choice	BECU Officer Tom Berquist is Board Member	544,762	Student loan origination, management, and servicing fees		No
(6) NWCU Alliance	BECU Officer Grace Semingsen is Board member	130,222	ATM Network Interchange Income and Expense		No

**Part V Supplemental Information**

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

Identifier	Return Reference	Explanation
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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

2012

Open to Public  
Inspection

Name of the organization  
CREDIT UNIONS IN THE STATE OF WASHINGTON

Employer identification number  
91-0219435

Identifier	Return Reference	Explanation
F990_P06_S0A_L06	Form 990, Part VI, Section A, Line 6	BECU is a cooperative society organized under Washington law as a nonprofit corporation for the purposes of promoting thrift among its members and creating a source of credit for them at fair and reasonable rates of interest Membership at BECU is limited to those persons listed in the Field of Membership Appendix to the Bylaws At all meetings each member with one or more fully paid shares will have one vote subject to certain conditions
F990_P06_S0A_L07a	Form 990, Part VI, Section A, Line 7a	BECU is a cooperative society organized under Washington law as a nonprofit corporation for the purposes of promoting thrift among its members and creating a source of credit for them at fair and reasonable rates of interest Membership at BECU is limited to those persons listed in the Field of Membership Appendix to the Bylaws At all meetings each member with one or more fully paid shares will have one vote subject to certain conditions
F990_P06_S0B_L11b	Form 990, Part VI, Section B, Line 11b	CFO and Controller review Form 990 prior to filing A copy of the final version of the Form 990 is distributed to each board member before it is filed for informational purposes
F990_P06_S0B_L12c	Form 990, Part VI, Section B, Line 12c	The Board along with all employees affirms their adherence to BECU's conflict of interest requirements in writing on a yearly basis (called "Annual Code of Ethics Affirmation" form) For Executive Management and the Board, Audit Services monitors for ethics violations through anonymous hot lines and emails We also monitor for unusual or "related party" transactions with our subsidiaries and our external auditors also test for these types of transactions as part of the annual audit of our financial statements The Supervisory Committee issues a yearly "whistleblower" letter to all employees encouraging them to report any fraud or abuse by employees or Board Members Also, along with the yearly re-affirmation of our Code of Ethics, there is a required ethics refresher course The Code of Ethics policy outlines who and how conflicts are determined and requirements for disclosure and recusal if there is an actual or perceived conflict
F990_P06_S0B_L15	Form 990, Part VI, Section B, Line 15	BECU's executive compensation process includes the following Annual market analysis which benchmarks each executive position with similar positions in national and regional surveys The data for the President/CEO position is provided to the Compensation Committee of the Board of Directors for adjustment recommendation and approval to the Board of Directors The data for the senior executive positions is provided to the President/CEO for any recommended adjustments The President/CEO determines annual salary adjustments for each executive by considering responsibilities of the position, individual's experience, performance, career progress and development within the executive salary range Market analysis is performed each year in the fall, last one was completed October 2012 BECU's compensation program is administered by the Human Resources Department and is audited by BECU's Audit Services Department
F990_P06_S0C_L19	Form 990, Part VI, Section C, Line 19	BECU's Bylaws, Corporate Governance Overview and financial reports are posted and available to the public on the becu.org website
F990_P11_S00_L09	Form 990, Part XI, Line 9	Other Comprehensive Income Pension & SERP -\$10,178,148, Subsidiary stock transactions -\$1,892,584

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

2012

Open to Public Inspection

Name of the organization  
CREDIT UNIONS IN THE STATE OF WASHINGTON

Employer identification number  
91-0219435

Part I

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) BECU Foundation  12770 Gateway Drive  Tukwila, WA 98168 91-1703337	Scholarships	WA	501(c)(3)	9 PF	N/A		

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproporionate 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" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) Prime Alliance Solutions Inc  770 York Ave S Suite 250 Edina, MN 55435 91-2060737	Mortgage Lending Technologies	WA	Boeing Employees' Credit Union	C	9,562,812	0	60 %	Yes	
(2) BECU Trust Company  12770 Gateway Drive Tukwila, WA 98168 16-1653592	Trust Services	WA	Boeing Employees' Credit Union	C	1,649,621	2,195,035	100 %	Yes	
(3) Charitable Lead Unitrust  12770 Gateway Drive Tukwila, WA 98168	Charitable contributions to National Credit Union Foundation	WA	Boeing Employees' Credit Union	T				Yes	

Part V

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

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

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 Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

Yes

No

1a Yes

1b Yes

1c

1d Yes

1e

1f

1g

1h

1i

1j Yes

1k

1l Yes

1m Yes

1n Yes

1o Yes

1p

1q Yes

1r

1s 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-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

Schedule R (Form 990) 2012

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]

**Software ID:** 12000197  
**Software Version:** v1.00  
**EIN:** 91-0219435  
**Name:** CREDIT UNIONS IN THE STATE OF WASHINGTON

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
Prime Alliance Solutions Inc	m	601,975	Actual amounts
BECU Foundation	b	77,424	Actual amount
Charitable Lead Unitrust	r	1,000,000	Actual amount
Prime Alliance Solutions Inc	a-i	300,700	Accrued interest based on promissory note amortization schedule
Prime Alliance Solutions Inc	s	10,000,000	Actual amount of promissory note principal balance paid
BECU Trust Company	a-iv	67,228	Actual amount per contractual agreement
BECU Trust Company	q	583,307	Total of actual amount of vendor payments processed



**TY 2012 Reasonable Cause Explanation**

**Name:** CREDIT UNIONS IN THE STATE OF WASHINGTON

**EIN:** 91-0219435

**Software ID:** 12000197

**Software Version:** v1.00

**Explanation:** Extension granted to 11/15/2013.