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Form 990

Return of Organization Exempt From Income Tax

2012

Open to Public
Inspection

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

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

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

B Check if applicable	C Name of organization SAFE CREDIT UNION		D Employer identification number 94-1179501
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number (916) 971-4554
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4 North Highlands, CA 956605024		
<input type="checkbox"/> Application pending			G Gross receipts \$ 102,285,686

F Name and address of principal officer
HENRY W WIRZ
3720 Madison Avenue
North Highlands, CA 95660H(a) Is this a group return for
affiliates? Yes NoH(b) Are all affiliates included? Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ►

I Tax-exempt status 501(c)(3) 501(c) (14) ► (insert no) 4947(a)(1) or 527

J Website: ► WWW.SAFECU.ORG

K Form of organization Corporation Trust Association Other ► L Year of formation 1940 M State of legal domicile CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
SAFE CREDIT UNION'S MISSION IS TO HELP MEMBERS IMPROVE THEIR FINANCIAL WELL-BEING, PROVIDE EXCELLENT SERVICE, AND ENSURE A FINANCIALLY SOUND CREDIT UNION

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	9
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	582
6 Total number of volunteers (estimate if necessary)	6	16
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,635,960
b Net unrelated business taxable income from Form 990-T, line 34	7b	0

		Prior Year	Current Year
		0	0
8 Contributions and grants (Part VIII, line 1h)	85,198,489	90,311,489	
9 Program service revenue (Part VIII, line 2g)	7,506,413	8,180,200	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,492,973	481,932	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	95,197,875	98,973,621	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)			

		Prior Year	Current Year
		0	0
8 Contributions and grants (Part VIII, line 1h)	85,198,489	90,311,489	
9 Program service revenue (Part VIII, line 2g)	7,506,413	8,180,200	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,492,973	481,932	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	95,197,875	98,973,621	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)			
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	272,573	324,598	
14 Benefits paid to or for members (Part IX, column (A), line 4)	9,914,381	7,176,347	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	27,285,801	32,275,986	
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0	
b Total fundraising expenses (Part IX, column (D), line 25) ►0			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	44,532,716	37,469,205	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	82,005,471	77,246,136	
19 Revenue less expenses Subtract line 18 from line 12	13,192,404	21,727,485	

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	1,781,163,623	1,906,193,997
21 Total liabilities (Part X, line 26)	1,609,900,248	1,710,326,650
22 Net assets or fund balances Subtract line 21 from line 20	171,263,375	195,867,347

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here	***** Signature of officer	2013-05-10 Date
	CHRIS HARRIS CFO Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name Kristin Ficker	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P01254056
	Firm's name ► CROWE HORWATH LLP			Firm's EIN ►	
	Firm's address ► 400 Capitol Mall Suite 1200 Sacramento, CA 958144434			Phone no (916) 441-1000	

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1** Briefly describe the organization's mission

SAFE CREDIT UNION'S MISSION IS TO HELP MEMBERS IMPROVE THEIR FINANCIAL WELL-BEING, PROVIDE EXCELLENT SERVICE, AND ENSURE A FINANCIALLY SOUND CREDIT UNION

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ including grants of \$) (Revenue \$)

SAFE HAS SERVED THE SACRAMENTO AREA SINCE 1940, AND NOW HAS MEMBERSHIP SPANNING 12 COUNTIES IN NORTHERN CALIFORNIA. SAFE HAS 21 BRANCHES IN THREE OF THESE COUNTIES: SACRAMENTO, PLACER AND YOLO. SAFE SERVES APPROXIMATELY 163,000 MEMBERS. SAFE OFFERS DEPOSITORY, LENDING AND OTHER FINANCIAL PRODUCTS AND SERVICES TO HELP ITS MEMBERS IMPROVE THEIR FINANCIAL WELL-BEING. AS A NONPROFIT, SAFE IS ABLE TO DELIVER BENEFITS TO ITS MEMBERSHIP THROUGH LOWER LOAN RATES AND HIGHER DEPOSIT RATES. IN ADDITION, SAFE MEMBERS ENJOY THE FOLLOWING BENEFITS: ACCESS TO 25,000 ATMS NATIONWIDE, ACCESS TO 2,500 SHARED BRANCH LOCATIONS NATIONWIDE, ABILITY TO PERFORM POINT-OF-SALE (POS) TRANSACTIONS, FREE ONLINE BANKING AND BILL PAY, FINANCIAL MANAGEMENT TOOLS AND EARLY PAYDAY WITH DIRECT DEPOSIT.

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

SAFE OFFERS A VARIETY OF DEPOSIT PRODUCTS INCLUDING SAVINGS, CHECKING, MONEY MARKET, CERTIFICATE, RETIREMENT, BUSINESS, HOLIDAY CLUB AND YOUTH ACCOUNTS. DEPOSITS ARE FEDERALLY INSURED TO AT LEAST \$250,000 AND BACKED BY THE FULL FAITH AND CREDIT OF THE UNITED STATES GOVERNMENT. SAFE'S DEPOSIT RATES ARE VERY COMPETITIVE WITH THE MARKET AND ARE TYPICALLY HIGHER THAN BANKS. SAFE FEATURES BOTH LOW AND NO-COST CHECKING PRODUCTS AS WELL AS THOSE WITH HIGHER DIVIDEND RATES. MEMBERS CAN TRANSFER FUNDS FROM ONE DEPOSIT PRODUCT OR ACCOUNT TO ANOTHER QUICKLY AND SEAMLESSLY THROUGH OUR ONLINE BANKING AND TELEPHONE SYSTEMS.

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

SAFE OFFERS A VARIETY OF LOW-RATE PRODUCTS TO HELP MEMBERS WITH THEIR FINANCING NEEDS. AVAILABLE LOAN PRODUCTS INCLUDE AUTO LOANS, REAL ESTATE MORTGAGE LOANS, HOME EQUITY LINES OF CREDIT, HOME IMPROVEMENT LOANS, VISA CREDIT CARDS, SMALL BUSINESS LOANS, STUDENT LOANS, AND OTHER SECURED AND UNSECURED LOANS.

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

4e Total program service expenses ►

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 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

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

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

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$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

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

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

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	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? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	No	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part II	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? If "Yes," complete Schedule L, Part III	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)	28a	No	
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	No	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	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? If "Yes," complete Schedule L, Part IV	29	No	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	No	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	No	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	No	
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	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? If "Yes," complete Schedule R, Part I	34	No	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a	No	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	No	
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)? If "Yes," complete Schedule R, Part V, line 2	36		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37	No	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	Yes	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?			
	Note. All Form 990 filers are required to complete Schedule O			

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	1a 31,139		
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c 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	2a 582		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		2b Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a Yes	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		3b 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)?		4a 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?		5a No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		7a	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			
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?			
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. 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?			
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		14a No	
		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	1a	9	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b Enter the number of voting members included in line 1a, above, who are independent	1b	9	
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	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes	
a The governing body?	8b	Yes	
b Each committee with authority to act on behalf of the governing body?	9		No
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			

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

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed CA
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request 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

Chris Harris 3720 Madison Avenue North Highlands, CA (916) 971-4554

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

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

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

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

- List all of the organization's **former** officers, key employees, 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

(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	Office	Key employee	Highest compensated	Former			
(1) DONALD HUG 2ND VICE CHAIRMAN	8 00 0 00	X		X				0	0	0
(2) JAMES JEFFERSON SECRETARY	7 00 0 00	X		X				0	0	0
(3) KATHERN GASKINS TREASURER	19 00 0 00	X		X				1,690	0	0
(4) PHILLIP MESERVE 1ST VICE CHAIRMAN	10 00 0 00	X		X				1,845	0	0
(5) RONALD SEAMAN CHAIRMAN	15 00 0 00	X		X				1,594	0	0
(6) BRYAN PEPPERS DIRECTOR	6 00 0 00	X						0	0	0
(7) HERB LONG DIRECTOR	12 00 0 00	X						793	0	0
(8) JAMES HOPP DIRECTOR	7 00 0 00	X						0	0	0
(9) TERRANCE TREMELLING DIRECTOR	7 00 0 00	X						778	0	0
(10) CHRIS HARRIS SVP/CFO	40 00 0 00			X				236,134	0	24,246
(11) DAVID ROUGHTON EVP/COO	40 00 0 00			X				422,910	0	36,337
(12) HENRY WIRZ PRESIDENT/CEO	40 00 0 00			X				2,295,644	0	34,579
(13) DAVID POPE SVP/CTO	40 00 0 00				X			361,120	0	33,326
(14) SHARON WHITELEY SVP/CCO	40 00 0 00				X			401,500	0	17,690
(15) BRANDI SCHAEFER SR MORTGAGE OFFICER	40 00 0 00					X		240,213	0	9,441
(16) CASEY JENKINS SR MORTGAGE OFFICER	40 00 0 00					X		219,473	0	26,014
(17) JAYNE ANDERSON SR MORTGAGE OFFICER	40 00 0 00					X		398,679	0	20,081

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

1b	Sub-Total	►			
c	Total from continuation sheets to Part VII, Section A . . .	►			
d	Total (add lines 1b and 1c)	►	5,098,594	0	245,350

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 ►33

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
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) Name and business address	(B) Description of services	(C) Compensation
QUEST PO BOX 41039 SACRAMENTO CA 958410039	TELECOMMUNICATIONS	2,119,612
INTUITDIGITAL INSIGHT PO BOX 515306 LOS ANGELES CA 90051	ONLINE BANKING SERVICES	1,685,179
RUNYON SALTZMAN & EINHORN INC ONE CAPITAL MALL STE 400 SACRAMENTO CA 95814	PUBLIC RELATIONS/MARKETING	1,181,584
BRINK'S INC PO BOX 619031 DALLAS TX 75261	ARMORED CAR TRANSPORT	765,985
FISERV SOLUTIONS INC 4500 SW RESEARCH WAY CORVALLIS OR 97333	TECHNOLOGY/SOFTWARE	656,506

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 ►48

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	2a INTEREST ON LOANS TO MEMBERS	Business Code 522100	52,665,134	52,665,134		
	b ATM AND DEBIT CARD FEES	522100	11,828,176	10,927,334	900,842	
	c ACCOUNT SERVICE FEES	522100	11,769,666	11,769,666		
	d GAIN ON SALE OF LOANS	522100	8,463,021	8,463,021		
	e LOAN FEES	522100	2,983,122	2,983,122		
	f All other program service revenue		2,602,370	2,135,473	466,897	0
	g Total. Add lines 2a-2f		90,311,489			
	3 Investment income (including dividends, interest, and other similar amounts)		8,497,842			8,497,842
4 Income from investment of tax-exempt bond proceeds		0				
5 Royalties		0				
6a Gross rents	(I) Real					
b Less rental expenses						
c Rental income or (loss)	0	0				
d Net rental income or (loss)			0			
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other				
b Less cost or other basis and sales expenses		2,994,423				
c Gain or (loss)		3,312,065				
d Net gain or (loss)	0	-317,642	-317,642		-317,642	
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18						
b Less direct expenses	b					
c Net income or (loss) from fundraising events		0				
9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities		0				
10a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue		Business Code				
11a OTHER NON-INTEREST INCOME	522100	213,711	213,711			
b SHARED BRANCH FEES	522100	268,221		268,221		
c		0				
d All other revenue		0	0	0	0	
e Total. Add lines 11a-11d		481,932				
12 Total revenue. See Instructions		98,973,621	89,157,461	1,635,960	8,180,200	

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	314,598			
2 Grants and other assistance to individuals in the United States See Part IV, line 22	10,000			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members	7,176,347			
5 Compensation of current officers, directors, trustees, and key employees	3,863,485			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	21,096,382			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,616,195			
9 Other employee benefits	3,555,304			
10 Payroll taxes	2,144,620			
11 Fees for services (non-employees)				
a Management				
b Legal	576,598			
c Accounting	153,394			
d Lobbying				
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	100,504			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	880,054			
12 Advertising and promotion	1,724,716			
13 Office expenses	4,911,394			
14 Information technology	7,546,857			
15 Royalties				
16 Occupancy	3,380,008			
17 Travel	206,339			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	240,151			
20 Interest	52,852			
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2,384,493			
23 Insurance	292,227			
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 LOSSES	8,812,410			
b LOAN SERVICING EXPENSE	2,043,817			
c NCUSIF EXPENSE	1,579,910			
d				
e All other expenses	2,583,481			
25 Total functional expenses. Add lines 1 through 24e	77,246,136	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 ► if following SOP 98-2 (ASC 958-720)				

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

		(A) Beginning of year	(B) End of year
Assets			
1	Cash—non-interest-bearing	218,468,095	1
2	Savings and temporary cash investments	0	2
3	Pledges and grants receivable, net	0	3
4	Accounts receivable, net	0	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	0	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	0	6
7	Notes and loans receivable, net	948,699,582	7
8	Inventories for sale or use	0	8
9	Prepaid expenses and deferred charges	0	9
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 75,074,276	
b	Less accumulated depreciation	10b 40,551,816	10c 34,522,460
11	Investments—publicly traded securities	0	11
12	Investments—other securities See Part IV, line 11	488,833,302	12
13	Investments—program-related See Part IV, line 11	0	13
14	Intangible assets	14,169,970	14
15	Other assets See Part IV, line 11	78,037,947	15
16	Total assets. Add lines 1 through 15 (must equal line 34)	1,781,163,623	16
Liabilities			
17	Accounts payable and accrued expenses	11,864,623	17
18	Grants payable	0	18
19	Deferred revenue	0	19
20	Tax-exempt bond liabilities	0	20
21	Escrow or custodial account liability Complete Part IV of Schedule D	702,000	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	0	22
23	Secured mortgages and notes payable to unrelated third parties	0	23
24	Unsecured notes and loans payable to unrelated third parties	0	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	1,597,333,625	25
26	Total liabilities. Add lines 17 through 25	1,609,900,248	26
Net Assets or Fund Balances			
27	Unrestricted net assets	0	27
28	Temporarily restricted net assets	0	28
29	Permanently restricted net assets	0	29
Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
30	Capital stock or trust principal, or current funds	0	30
31	Paid-in or capital surplus, or land, building or equipment fund	0	31
32	Retained earnings, endowment, accumulated income, or other funds	171,263,375	32
33	Total net assets or fund balances	171,263,375	33
34	Total liabilities and net assets/fund balances	1,781,163,623	34
		1,906,193,997	

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	98,973,621
2	Total expenses (must equal Part IX, column (A), line 25)	2	77,246,136
3	Revenue less expenses Subtract line 2 from line 1	3	21,727,485
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	171,263,375
5	Net unrealized gains (losses) on investments	5	2,876,487
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	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	195,867,347

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	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 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	

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2012****Open to Public
Inspection****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.****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
SAFE CREDIT UNION

Employer identification number

94-1179501

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 ► \$ 13,245

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? Yes No4a Was a correction made? Yes No

b If "Yes," describe in Part IV

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ 13,245

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 ► \$ 13,245

4 Did the filing organization file **Form 1120-POL** for this year? Yes No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

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

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check if the filing organization checked box A and "limited control" provisions apply

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

4-Year Averaging Period Under Section 501(h)

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

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

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 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

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

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	2a	
a Current year	2b	
b Carryover from last year	2c	
c Total	3	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues		
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
Description of political campaign activities	Schedule C, Part I-A, Line 1	SAFE IS A COMMUNITY-BASED CREDIT UNION THAT HAS SIGNIFICANT INTERFACE WITH THE LOCAL, STATE, AND FEDERAL GOVERNMENT OFFICIALS AND ENTITIES WE PARTICIPATE IN THE POLITICAL PROCESS SO WE HAVE AN OPPORTUNITY TO PROVIDE INPUT ON LEGISLATION THAT AFFECTS CREDIT UNIONS

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2012****Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Employer identification number
94-1179501

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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? Yes No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	2d
4 Number of states where property subject to conservation easement is located ► _____	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? <input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? <input type="checkbox"/> Yes <input type="checkbox"/> No	
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

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

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

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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	187,483,539
1d	237,364,580
1e	55,740,403
1f	369,107,716

2a Did the organization include an amount on Form 990, Part X, line 21?

Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
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

(ii) related organizations

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

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

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		7,136,755			7,136,755
b Buildings		30,835,856	9,940,565		20,895,291
c Leasehold improvements		3,197,525	2,400,626		796,899
d Equipment		33,904,140	28,210,625		5,693,515
e Other					0
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					34,522,460

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives	0	
(2) Closely-held equity interests	0	
(3) Other		
(A) OTHER INVESTMENTS	8,993,536	C
(B) AVAILABLE FOR SALE SECURITIES	570,775,464	F

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

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

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

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

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

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

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
SAFE CREDIT UNION

Employer identification number

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

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) STUDENT SCHOLARSHIPS	10	10,000			

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

Software ID: 12000266
Software Version: v2012.1.0
EIN: 94-1179501
Name: SAFE CREDIT UNION

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
KVIE2030 W EL CAMINO AVE SACRAMENTO, CA 95833	94-1421463	501(C)(3)	31,500				ANNUAL SPONSORSHIP OF VIEWFINDER EVENT AND EDUCATIONAL TELEVISION PROGRAMMING SUPPORT
AEROSPACE MUSEUM OF CALIFORNIA 3200 FREEDOM PARK DR MCCLELLAN, CA 95662	94-2831253	501(C)(3)	24,765				SPONSORSHIP AND SUPPORT OF COMMUNITY-RELATED PROGRAMS
UC DAVIS MEDICAL SCHOOL 4900 BROADWAY STE 115 SACRAMENTO, CA 95820	94-6036494	501(C)(3)	18,082				SPONSORSHIP OF UC DAVIS STUDENT SCHOLARSHIPS AND PARTICIPATION IN OTHER FUNDRAISING EVENTS
LEEDONE CAPITOL MALL STE 300 SACRAMENTO, CA 95814	68-0287387	501(C)(3)	16,675				SUPPORT OF REGIONAL INITIATIVES TO LINK EDUCATIONAL RESOURCES WITH ECONOMIC DEVELOPMENT
ESKATON FOUNDATION 5105 MANZANITA AVE CARMICHAEL, CA 95608	68-0227233	501(C)(3)	16,000				SPONSORSHIP OF LOCAL HEALTHCARE EVENTS AND FUNDRAISERS
SACRAMENTO COUNTY OFFICE OF EDUCATION PO BOX 269003 SACRAMENTO, CA 95826	94-6002536	GOVERNMENT	10,500				SUPPORT OF LOCAL HIGH SCHOOL SCHOLARSHIPS
CITY YEAR SACRAMENTO 287 COLUMBUS AVE BOSTON, MA 02116	22-2882549	501(C)(3)	10,000				SPONSORSHIP OF LOCAL COMMUNITY AND EDUCATIONAL SUPPORT FOR KIDS
THE SOCIETY OF ORATORS LLC 3001 I STREET STE 300 SACRAMENTO, CA 95816	37-1536392		10,000				SUPPORT FOR LOCAL COMMUNITY LECTURE SERIES
THE FIRST TEE OF GREATER SACRAMENTO 3649 FULTON AVE SACRAMENTO, CA 95821	68-0023502	501(C)(3)	10,000				SUPPORT FOR PROGRAM WHICH TEACHES CHILDREN THE PRINCIPLES/VALUES OF LIFE THROUGH GOLF
MAKE A WISH OF SACRAMENTO 2800 CLUB CENTER DRIVE SACRAMENTO, CA 95835	68-0027351	501(C)(3)	10,000				SUPPORT FOR PROGRAM GRANTING WISHES TO CHILDREN WITH LIFE-THREATENING ILLNESSES
SUTTER ROSEVILLE MEDICAL CENTER FOUNDATION 2800 L STREET STE 620 SACRAMENTO, CA 95816	68-0040113	501(C)(3)	10,000				SPONSORSHIP OF LOCAL HEALTHCARE EVENTS AND FUNDRAISERS
CALIFORNIA CAPITAL AIRSHOW 6900 AIRPORT BLVD SACRAMENTO, CA 95837	74-3212900	501(C)(3)	10,000				SUPPORT OF ANNUAL AIRSHOW
AMERICAN HEART ASSOCIATION 2007 O STREET SACRAMENTO, CA 95811	13-5613797	501(C)(3)	8,624				GO RED FOR WOMEN SPONSORSHIP
SACRAMENTO CRIME ALERT 1731 HOWE AVE 215 SACRAMENTO, CA 95825	68-0000551	501(C)(3)	8,000				SUPPORT OF PROGRAM FOR COMMUNITY TO REPORT CRIMINAL ACTIVITY TO LAW ENFORCEMENT
UC DAVIS FOUNDATION 1460 DREW AVE SUITE 100 DAIS, CA 95618	94-6081352	501(C)(3)	7,500				SUPPORT OF UC DAVIS FOUNDATION AND PARTICIPATION IN FUNDRAISING EVENTS
UCP OF GREATER SACRAMENTO 4350 AUBURN BLVD SACRAMENTO, CA 95841	26-3279530	501(C)(3)	6,000				PROGRAM SUPPORT FOR ADULTS AND CHILDREN WITH DEVELOPMENTAL DISABILITIES

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2012**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

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
SAFE CREDIT UNION

Employer identification number

94-1179501

Part I Questions Regarding Compensation

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

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

b If 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

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

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

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

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

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

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

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

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

a The organization?

b Any related organization?

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

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

a The organization?

b Any related organization?

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

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

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

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

	Yes	No
1b	Yes	
2	Yes	
4a		No
4b	Yes	
4c		No
5a		
5b		
6a		
6b		
7		
8		
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
Travel for companions	Schedule J, Part I, Line 1a	BENEFITS TO INTERESTED PERSONS INCLUDES TRAVEL-RELATED EXPENSES FOR THE SPOUSES OF THE BOARD DIRECTORS WHO ARE ATTENDING CREDIT UNION AND FINANCIAL SERVICES INDUSTRY CONFERENCES OR EVENTS. THE FOLLOWING DIRECTORS RECEIVED THIS BENEFIT AND WERE ISSUED A 1099-MISC: 1 RONALD SEAMAN - \$1,594 2 KATHERN GASKINS - \$1,690 3 PHILLIP MESERVE - \$1,845 4 HERB LONG - \$793 5 TERRANCE TREMELLING - \$778
Health or social club dues or initiation fees	Schedule J, Part I, Line 1a	SAFE PAYS THE MEMBERSHIP DUES TO LOCAL SOCIAL CLUB FOR ITS CEO
POLICY ON REIMBURSEMENT	SCHEDULE J, PART I, LINE 1B	THE BUSINESS PURPOSE OF THIS MEMBERSHIP IS TO FACILITATE EVENTS FOR THE CREDIT UNION'S CEO AND BUSINESS ASSOCIATES. MEMBERSHIP DUES ARE INVOICED DIRECTLY TO SAFE ON A MONTHLY BASIS AND APPROVED IN ACCORDANCE WITH COMPANY EXPENSE POLICIES
Supplemental nonqualified retirement plan	Schedule J, Part I, Line 4b	1. THE CREDIT UNION PROVIDED A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (SERP) TO ITS CEO, HENRY WIRZ, IN WHICH THE COMPENSATION WAS DEFERRED UNTIL AGE 62 AND ACCRUED BY THE CREDIT UNION ANNUALLY OVER AN EIGHT YEAR PERIOD. THE TOTAL AMOUNT OF THE ACCRUED SERP WAS \$1,887,415, WAS PAID OUT IN FULL IN 2012, AND TREATED AS FULLY TAXABLE IN 2012. BECAUSE SAFE FILED A GROUP FORM 990 PRIOR TO 2008, THE TOTAL AMOUNT OF DEFERRED COMPENSATION PREVIOUSLY REPORTED ON THE 990 AND SHOWN IN COLUMN F IN SCHEDULE J, PART II ONLY REFLECTS \$943,728 INSTEAD OF THE FULL \$1,887,415 AMOUNT. 2. THE CREDIT UNION'S EVP/COO, DAVID ROUGHTON, HAS A SERP IN WHICH THE CREDIT UNION PAYS A RETIREMENT BENEFIT TO THE EXECUTIVE IF CERTAIN REQUIREMENTS ARE MET. THE RETIREMENT BENEFIT IS TREATED AS ANNUAL COMPENSATION, WHICH IS SUBJECT TO INCOME TAX AND IS INCLUDED IN OTHER REPORTABLE COMPENSATION IN SCHEDULE J, PART II. THE ANNUAL AMOUNT PAID IN 2012 IS \$152,176. 3. THE CREDIT UNION'S SVP/CFO, CHRIS HARRIS, HAS A SERP IN WHICH THE CREDIT UNION PAYS A RETIREMENT BENEFIT TO THE EXECUTIVE IF CERTAIN REQUIREMENTS ARE MET. THE RETIREMENT BENEFIT IS TREATED AS ANNUAL COMPENSATION, WHICH IS SUBJECT TO INCOME TAX AND IS INCLUDED IN OTHER REPORTABLE COMPENSATION IN SCHEDULE J, PART II. THE ANNUAL AMOUNT PAID IN 2012 IS \$75,001. 4. THE CREDIT UNION'S SVP/CTO, DAVID POPE, HAS A SERP IN WHICH THE CREDIT UNION PAYS A RETIREMENT BENEFIT TO THE EXECUTIVE IF CERTAIN REQUIREMENTS ARE MET. THE RETIREMENT BENEFIT IS TREATED AS ANNUAL COMPENSATION, WHICH IS SUBJECT TO INCOME TAX AND IS INCLUDED IN OTHER REPORTABLE COMPENSATION IN SCHEDULE J, PART II. THE ANNUAL AMOUNT PAID IN 2012 IS \$145,202. 5. THE CREDIT UNION'S SVP/CCO, SHARON WHITELEY, HAS A SERP IN WHICH THE CREDIT UNION PAYS A RETIREMENT BENEFIT TO THE EXECUTIVE IF CERTAIN REQUIREMENTS ARE MET. THE RETIREMENT BENEFIT IS TREATED AS ANNUAL COMPENSATION, WHICH IS SUBJECT TO INCOME TAX AND IS INCLUDED IN OTHER REPORTABLE COMPENSATION IN SCHEDULE J, PART II. THE ANNUAL AMOUNT PAID IN 2012 IS \$208,000. 6. THE CREDIT UNION'S SVP/HR, VIRGINIA WADE, HAS A SERP IN WHICH THE CREDIT UNION PAYS A RETIREMENT BENEFIT TO THE EXECUTIVE IF CERTAIN REQUIREMENTS ARE MET. THE RETIREMENT BENEFIT IS TREATED AS ANNUAL COMPENSATION, WHICH IS SUBJECT TO INCOME TAX AND IS INCLUDED IN OTHER REPORTABLE COMPENSATION IN SCHEDULE J, PART II. THE ANNUAL AMOUNT PAID IN 2012 IS \$131,802.

Software ID: 12000266
Software Version: v2012.1.0
EIN: 94-1179501
Name: SAFE CREDIT UNION

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				
DAVID ROUGHTON	(i) 237,877 (II) 0	29,165 0	155,868 0	19,750 0	16,587 0	459,247 0	0 0
CHRIS HARRIS	(i) 143,752 (II) 0	17,381 0	75,001 0	12,699 0	11,547 0	260,380 0	0 0
HENRY WIRZ	(i) 391,995 (II) 0	10,500 0	1,893,149 0	19,750 0	14,829 0	2,330,223 0	943,728 0
DAVID POPE	(i) 187,011 (II) 0	28,907 0	145,202 0	16,899 0	16,427 0	394,446 0	0 0
SHARON WHITELEY	(i) 169,314 (II) 0	24,186 0	208,000 0	14,531 0	3,159 0	419,190 0	0 0
JAYNE ANDERSON	(i) 397,560 (II) 0	1,119 0	0 0	14,125 0	5,956 0	418,760 0	0 0
VIRGINIA WADE	(i) 137,519 (II) 0	16,104 0	131,802 0	12,081 0	7,388 0	304,894 0	0 0
BRANDI SCHAEFER	(i) 239,673 (II) 0	540 0	0 0	7,208 0	2,233 0	249,654 0	0 0
SCOTT BARHAM	(i) 230,146 (II) 0	650 0	0 0	9,602 0	14,571 0	254,969 0	0 0
CASEY JENKINS	(i) 218,822 (II) 0	651 0	0 0	10,422 0	15,592 0	245,487 0	0 0

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.

2012**Open to Public
Inspection**Name of the organization
SAFE CREDIT UNION**Employer identification number**

94-1179501

Identifier	Return Reference	Explanation
OTHER PROGRAM SERVICES	FORM 990, PART III, LINE 4D	FINANCIAL PLANNING SERVICES, INSURANCE PRODUCTS AND THE PARTICIPATION IN MANY COMMUNITY-RELATED EVENTS AND SUPPORT OF NON-PROFIT ORGANIZATIONS

Identifier	Return Reference	Explanation
Classes of members or stockholders	Form 990, Part VI, Section A, Line 6	THE CREDIT UNION'S MEMBERS HAVE RIGHTS TO ELECT THE MEMBERS OF THE GOVERNING BODY. THE CREDIT UNION'S MEMBERS ALSO RECEIVE A SHARE OF THE ORGANIZATION'S PROFITS IN THE FORM OF CASH DIVIDENDS

Identifier	Return Reference	Explanation
Members or stockholders electing members of governing body	Form 990, Part VI, Section A, Line 7a	MEMBERS OF THE CREDIT UNION HAVE THE RIGHT TO ELECT ONE OR MORE MEMBERS OF THE ORGANIZATION'S GOVERNING BODY, WHETHER PERIODICALLY, OR AS VACANCIES ARISE, OR OTHERWISE

Identifier	Return Reference	Explanation
Decisions requiring approval by members or stockholders	Form 990, Part VI, Section A, Line 7b	MEMBERS OF THE CREDIT UNION HAVE THE RIGHT TO APPROVE THE GOVERNING BODY'S ELECTION AND REMOVAL OF MEMBERS OF THE GOVERNING BODY, AS WELL AS OTHER MATTERS THAT ARE SUBJECT TO THE APPROVAL OF MEMBERS OF THE CREDIT UNION AS THEY OCCUR

Identifier	Return Reference	Explanation
Review of form 990 by governing body	Form 990, Part VI, Section B, Line 11b	PREPARATION OF THE FORM 990 IS COORDINATED THROUGH THE COMPANY'S FINANCE DEPARTMENT AND TAX PREPARER INFORMATION IS REQUESTED FROM AND GATHERED BY SEVERAL FUNCTIONAL AREAS AND EXECUTIVE MANAGEMENT TO ASSIST IN THE COMPLETION OF THE FORM THROUGHOUT THE PROCESS, QUESTIONS ARE DISCUSSED WITH THE TAX PREPARER AND RESOLUTIONS ARE INCORPORATED INTO THE RETURN AS APPROPRIATE. ONCE COMPLETED, EXECUTIVE MANAGEMENT REVIEWS THE FORM FOR ACCURACY AND REASONABLENESS. THE COMPLETED FORM IS THEN PRESENTED TO THE BOARD OF DIRECTORS FOR THEIR REVIEW PRIOR TO FILING. ANY QUESTIONS OR ISSUES RAISED BY THE BOARD ARE ADDRESSED AND APPROVED PRIOR TO SUBMISSION TO THE IRS.

Identifier	Return Reference	Explanation
Conflict of interest policy	Form 990, Part VI, Section B, Line 12c	ANY INSTANCES OF A CONFLICT OF INTEREST THAT MANAGEMENT BECOMES AWARE OF IS ESCALATED TO THE SVP OF HUMAN RESOURCES, THE CEO AND/OR PRESIDENT. AN INVESTIGATION WOULD BE CONDUCTED TO GATHER ALL THE FACTS. THOSE FACTS WOULD BE USED TO DETERMINE THE APPROPRIATE ACTIONS THAT ARE WARRANTED. SAFE ALSO HAS A FORMAL PROCEDURE THAT PROVIDES EMPLOYEES OF SAFE A MEANS OF REPORTING ANY COMPLAINT OR INAPPROPRIATE ACTIVITIES DIRECTLY TO THE SUPERVISORY COMMITTEE OR DIRECTLY TO OUR REGULATOR, THE CALIFORNIA DEPARTMENT OF FINANCIAL INSTITUTIONS. LASTLY, SAFE'S INTERNAL CONTROL STRUCTURE IS DOCUMENTED, REVIEWED AND UPDATED ANNUALLY BY MANAGEMENT AND TESTED BY ITS EXTERNAL AUDITORS. INTERNAL CONTROLS ARE A VITAL PART OF HELPING TO DETECT CONFLICTS OR INAPPROPRIATE ACTIVITY WITHIN THE ORGANIZATION

Identifier	Return Reference	Explanation
Process used to establish compensation of top management official	Form 990, Part VI, Section B, Line 15a	IN 2011, A COMPREHENSIVE COMPENSATION STUDY WAS CONDUCTED WITH A COMPENSATION CONSULTANT ALONG WITH COMPENSATION SOFTWARE CONTAINING DATA FROM MULTIPLE MARKET SURVEYS. IN ADDITION, EACH YEAR OUR COMPENSATION RANGES ARE UPDATED WITH CURRENT MARKET DATA BASED ON POSITIONS AND GRADES AND ADJUSTMENTS ARE MADE AS NEEDED. THIS PROCESS AFFECTS ALL LEVELS OF THE ORGANIZATION. FOR THE CEO POSITION, ADDITIONAL EXECUTIVE COMPENSATION SURVEYS ARE REVIEWED BY THE EXECUTIVE COMMITTEE OF THE BOARD AND ARE USED FOR COMPARISON PURPOSES TO ENSURE THAT COMPETITIVE, MARKET BASED RANGES ARE IN PLACE.

Identifier	Return Reference	Explanation
Process used to establish compensation of other officers/key employees	Form 990, Part VI, Section B, Line 15b	IN 2011, A COMPREHENSIVE COMPENSATION STUDY WAS CONDUCTED WITH A COMPENSATION CONSULTANT ALONG WITH COMPENSATION SOFTWARE CONTAINING DATA FROM MULTIPLE MARKET SURVEYS. IN ADDITION, EACH YEAR OUR COMPENSATION RANGES ARE UPDATED WITH CURRENT MARKET DATA BASED ON POSITIONS AND GRADES AND ADJUSTMENTS ARE MADE AS NEEDED. THIS PROCESS AFFECTS ALL LEVELS OF THE ORGANIZATION. FOR THE CEO POSITION, ADDITIONAL EXECUTIVE COMPENSATION SURVEYS ARE REVIEWED BY THE EXECUTIVE COMMITTEE OF THE BOARD AND ARE USED FOR COMPARISON PURPOSES TO ENSURE THAT COMPETITIVE, MARKET BASED RANGES ARE IN PLACE.

Identifier	Return Reference	Explanation
Governing documents, conflict of interest policy and financial statements available to the public	Form 990, Part VI, Section C, Line 19	GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICIES ARE NOT MADE AVAILABLE TO THE PUBLIC. ANNUAL REPORTS CONTAINING FINANCIAL RESULTS FOR THE LAST TWO FISCAL YEARS ARE PROVIDED AT ANNUAL MEETINGS AND ARE AVAILABLE ELECTRONICALLY ON SAFE'S WEBSITE. COMPLETE AUDITED FINANCIAL STATEMENTS ARE ALSO PROVIDED ON THE COMPANY'S WEBSITE ANNUALLY. LASTLY, SAFE'S REGULATORY 5300 CALL REPORTS ARE FILED QUARTERLY AND ARE AVAILABLE TO THE PUBLIC VIA NCUA'S WEBSITE.