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Form 990

Return of Organization Exempt From Income Tax

2012

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

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

B Check if applicable	C Name of organization STATE EMPLOYEES' CREDIT UNION		D Employer identification number 56-0475645
<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 (919) 839-5084
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4		
<input type="checkbox"/> Application pending	RALEIGH, NC 276051157		G Gross receipts \$ 15,213,265,284

F Name and address of principal officer JAMES C BLAINE 1000 WADE AVENUE RALEIGH, NC 276051157	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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I 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	J Website: ► WWW NCSECU.ORG	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
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K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of formation 1937	M State of legal domicile NC
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Part I Summary

1 Briefly describe the organization's mission or most significant activities AS A FINANCIAL COOPERATIVE OWNED BY OUR MEMBERS, OUR MISSION IS TO IMPROVE THE ECONOMIC LIFE AND SOCIAL CONDITION OF MEMBERS TO ENCOURAGE THRIFT, TO PROVIDE A SOURCE OF CREDIT AT A FAIR AND REASONABLE RATE OF INTEREST AND TO BROADEN THE ECONOMIC AWARENESS OF MEMBERS THROUGH PROGRAMS OF CONSUMER PROTECTION		
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	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	5,175
6 Total number of volunteers (estimate if necessary)	6	3,152
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	35,777,280
b Net unrelated business taxable income from Form 990-T, line 34	7b	-33,551,756

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	0	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	800,509,405	797,784,781
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	146,827,611	79,408,050
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	0
	947,337,016	877,192,831

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	250,320,206	267,441,078
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)	525,258,221	480,548,879
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	775,578,427	747,989,957
19 Revenue less expenses Subtract line 18 from line 12	171,758,589	129,202,874

20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	25,097,413,322	26,799,238,232
22 Net assets or fund balances Subtract line 21 from line 20	23,291,853,584	24,868,597,085
	1,805,559,738	1,930,641,147

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 MICHAEL J LORD CHIEF FINANCIAL OFFICER Type or print name and title	2014-05-05 Date
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Paid Preparer Use Only	Print/Type preparer's name MELISSA DYER CPA	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P01222987
	Firm's name ► CLIFTONLARSONALLEN LLP		Firm's EIN ► 41-0746749		
	Firm's address ► 9515 DEERE CO RD - SUITE 500 TIMONIUM, MD 21093		Phone no (410) 453-0900		

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

AS A FINANCIAL COOPERATIVE OWNED BY OUR MEMBERS, OUR MISSION IS TO IMPROVE THE ECONOMIC LIFE AND SOCIAL CONDITION OF MEMBERS, TO ENCOURAGE THRIFT, TO PROVIDE A SOURCE OF CREDIT AT A FAIR AND REASONABLE RATE OF INTEREST AND TO BROADEN THE ECONOMIC AWARENESS OF MEMBERS THROUGH PROGRAMS OF CONSUMER PROTECTION

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 C.

Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any programs or services?

Yes No

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

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 \$ 747,989,957 including grants of \$) (Revenue \$ 841,415,551

THE STATE EMPLOYEES' CREDIT UNION IS OWNED BY OUR 1 8 MILLION MEMBERS. SECU PROVIDES SERVICES TO OUR MEMBERS THROUGH 248 BRANCH OFFICES, OVER 1,100 ATMS, 24/7 CONTACT CENTERS AND A WEBSITE - WWW.NCSECU.ORG. AS A CREDIT UNION, MEMBERS DEPOSIT FUNDS INTO SHARE ACCOUNTS WHICH ARE THEN LOANED TO OTHER MEMBERS. THE CREDIT UNION OFFERS SHARE ACCOUNTS OF VARIOUS TYPES: MEMBERSHIP SHARES, SHARE DRAFTS, MONEY MARKET SHARES, IRA SHARES AND SHARE TERM CERTIFICATES. LOANS TO MEMBERS CONSIST OF MORTGAGE, HOME EQUITY, AUTO AND OTHER CONSUMER LOANS. AT JUNE 30, 2013, THERE WERE 518,000 PERSONAL LOANS AND 133,000 FIRST AND SECOND MORTGAGE LOANS OUTSTANDING. THE CREDIT UNION RECEIVED \$841,415,551 IN REVENUES FROM INTEREST ON LOANS, INTEREST ON INVESTMENTS AND OTHER NON-INTEREST SOURCES DURING THE YEAR ENDING JUNE 30, 2013. THE COST OF PROVIDING SERVICES TO CREDIT UNION MEMBERS WAS \$747,989,957 FOR THE YEAR. THE COST OF SERVICES CONSISTS OF INTEREST PAID ON SHARE ACCOUNTS, SALARIES, BUILDING EXPENSES, EQUIPMENT EXPENSES AND OTHER OPERATIONAL EXPENSES.

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

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

4d Other program services (Describe in Schedule Q)

4e Total program service expenses 747,989,957

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		No
4		
5		No
6		No
7		No
8		No
9	Yes	
10		No
11a	Yes	
11b		No
11c		No
11d		No
11e	Yes	
11f		No
12a		No
12b	Yes	
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		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	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? 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	Yes	
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	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	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)? 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 999,999		
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 5,175		
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	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	11		
b Enter the number of voting members included in line 1a, above, who are independent	1b	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	Yes	
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	No	
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 NC

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
 THE ORGANIZATION 1000 WADE AVENUE RALEIGH, NC (919) 839-5084

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) JIM BARBER DIRECTOR	5 00	X						0	0	0
(2) MCKINLEY WOOTEN DIRECTOR	5 00	X						1,969	0	0
(3) JIM JOHNSON DIRECTOR, CHAIRMAN	5 00	X		X				0	0	0
(4) KARAN BUNN DIRECTOR	5 00	X						0	0	0
(5) TOM KING DIRECTOR	5 00	X						0	0	0
(6) DAVID KING DIRECTOR	5 00	X						0	0	0
(7) BOB PARKER DIRECTOR	5 00	X						1,921	0	0
(8) CYNTHIA JOLLY DIRECTOR, VICE-CHAIRMAN	5 00	X		X				0	0	0
(9) JOANNE SANFORD DIRECTOR, SECRETARY/TREASURER	5 00	X		X				0	0	0
(10) BOB BRINSON DIRECTOR	5 00	X						0	0	0
(11) SHIRLEY BELL DIRECTOR	5 00	X						1,300	0	0
(12) JAMES C BLAINE PRESIDENT	40 00			X				779,632	0	32,340
(13) ROBERT S HALL SR EXECUTIVE VP	40 00			X				393,569	0	30,420
(14) MICHAEL J LORD CHIEF FINANCIAL OFFICER	40 00			X				253,477	0	34,712
(15) SUE A DOUGLAS CHIEF OPERATIONS OFFICER	40 00			X				204,080	0	27,646
(16) CHRIS AYER CHIEF INFORMATION OFFICER	40 00			X				201,764	0	35,927
(17) RANDY PARTIN CHIEF AUDIT/RISK OFFICER	40 00			X				213,909	0	32,466

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

(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
		Or director	Individual trustee	Insti trustee	Offi ce	Key employee	Highest employee compensat on			
(18) JERRY HARMON CHIEF LENDING OFFICER	40 00			X				198,509	0	30,493
(19) JAMIE APPLEQUIST EXEC VP/BRANC OPERATIONS	40 00			X				121,203	0	24,669
(20) MARK TWISDALE EXEC VP/ADMINISTRATIVE SERVICES	40 00				X			226,756	0	38,002
(21) WALLACE W UMPHLETT EXEC VP/FINANCIAL ADVISORY SERVICES	40 00				X			216,150	0	33,296
(22) LEIGH BRADY EXEC VP/ORGANIZATION DEVELOPMENT	40 00				X			163,886	0	30,062
(23) EDWARD T HOFFMAN JR SR VP/DISTRICT	40 00					X		187,566	0	24,079
(24) THOMAS K MARION SR VP/DISTRICT	40 00					X		183,320	0	30,276
(25) JOSEPH M BANKS SR VP/DISTRICT	40 00					X		179,009	0	26,068
(26) RANDALL WELBORN SR VP/DISTRICT	40 00					X		179,290	0	27,289
(27) MARRY ANN RICE SR VP/DISTRICT	40 00					X		177,026	0	24,603
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								3,884,336	0	482,348

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 **►115**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such person	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
CLANCY & THEYS CONSTRUCTION CO PO BOX 27608 RALEIGH NC 27603	CONSTRUCTION	17,331,928
POYTHRESS COMMERCIAL CONTRACTORS 224 TOWERVIEW COURT CARY NC 27513	CONSTRUCTION	3,334,097
KOURY CONSTRUCTION SERVICE 400 FOUR SEASONS TOWN CENTRE GREENSBORO NC 27407	CONSTRUCTION	2,386,625
NODELL GLASS & HASKELL LLP 5540 CENTERVIEW DRIVE SUITE 416 RALEIGH NC 27606	ATTORNEY	1,740,092
THE RESOLUTE BUILDING COMPANY PO BOX 3656 CHAPEL HILL NC 27515	CONSTRUCTION	1,511,184

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 **►57**

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						
Program Service Revenue	Business Code						
			2a INTEREST ON LOANS - REAL ESTATE	522100	497,897,677	497,897,677	
			b INTEREST ON PERSONAL LOANS	522100	150,490,697	150,490,697	
			c INTERCHANGE FEES	522100	77,529,453	77,529,453	
			d NON-MEMBER FEES	541200	35,777,280		35,777,280
			e DEMAND DEPOSIT PROCESSING	522100	13,334,799	13,334,799	
	f All other program service revenue		22,754,875	22,754,875			
	g Total. Add lines 2a-2f		797,784,781				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		53,629,609	53,629,609			
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6a Gross rents	(i) Real	(ii) Personal				
	b Less rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less cost or other basis and sales expenses	14,289,738,874	72,112,020				
	c Gain or (loss)	14,268,822,458	67,249,995				
	d Net gain or (loss)	20,916,416	4,862,025				
				25,778,441	25,778,441		
	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							
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							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See Instructions		877,192,831	841,415,551	35,777,280	0		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	4,659,977			
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	192,661,086			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	18,298,192			
9 Other employee benefits	35,891,471			
10 Payroll taxes	15,930,352			
11 Fees for services (non-employees)				
a Management				
b Legal	226,192			
c Accounting	486,300			
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	1,622,855			
12 Advertising and promotion				
13 Office expenses	22,899,983			
14 Information technology				
15 Royalties				
16 Occupancy	26,616,424			
17 Travel	3,019,689			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	366,849			
20 Interest	220,103,203			
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	34,098,678			
23 Insurance	327,844			
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	55,000,000			
b EQUIPMENT REPAIR AND MA	40,211,439			
c CARD PROCESSING FEES	25,675,515			
d NCUSIF INSURANCE EXPENS	21,000,000			
e All other expenses	28,893,908			
25 Total functional expenses. Add lines 1 through 24e	747,989,957			
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 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	371,148,393	1 425,072,189
	2 Savings and temporary cash investments	9,060,683,353	2 10,364,383,860
	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	13,353,901,392	7 13,839,037,716
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	13,471,323	9 15,057,742
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 934,312,516	
	b Less accumulated depreciation	10b 332,318,989	551,303,291 10c 601,993,527
	11 Investments—publicly traded securities	1,211,625,000	11 935,781,250
	12 Investments—other securities See Part IV, line 11	226,963,861	12 209,429,217
	13 Investments—program-related See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets See Part IV, line 11	308,316,709	15 408,482,731
	16 Total assets. Add lines 1 through 15 (must equal line 34)	25,097,413,322	16 26,799,238,232
Liabilities	17 Accounts payable and accrued expenses	25,959,243	17 24,815,944
	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	113,570,360	21 107,383,859
	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	25	23,152,323,981 24,736,397,282
	26 Total liabilities. Add lines 17 through 25	26	23,291,853,584 24,868,597,085
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	1,805,559,738	32 1,930,641,147
	33 Total net assets or fund balances	1,805,559,738	33 1,930,641,147
	34 Total liabilities and net assets/fund balances	25,097,413,322	34 26,799,238,232

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	877,192,831
2 Total expenses (must equal Part IX, column (A), line 25)	2	747,989,957
3 Revenue less expenses Subtract line 2 from line 1	3	129,202,874
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,805,559,738
5 Net unrealized gains (losses) on investments	5	-4,121,465
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
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	1,930,641,147

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 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? 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	3a	No
	3b	

SCHEDULE D

(Form 990)

OMB No 1545-0047

2012**Open to Public Inspection****Supplemental Financial Statements**

► 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
 STATE EMPLOYEES' CREDIT UNION

 Employer identification number
 56-0475645
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)

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
2a	
2b	
2c	
2d	

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 ► \$ _____

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

	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	(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		157,921,181			157,921,181
b Buildings		484,239,233		109,443,841	374,795,392
c Leasehold improvements		9,001,773		8,716,990	284,783
d Equipment		283,150,329		214,158,158	68,992,171
e Other					
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					601,993,527

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		
(2) Closely-held equity interests		
Other		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12)

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

Total. (Column (b) must equal Form 990, Part X, col (B) line 13.)

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

(a) Description	(b) Book value

Total (Column (b)) must equal Form 222, Part X, col (B), line 15.

Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

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	873,101,627
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	770,821
e	Add lines 2a through 2d	2e	770,821
3	Subtract line 2e from line 1	3	872,330,806
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	4,862,025
c	Add lines 4a and 4b	4c	4,862,025
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	877,192,831

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

1	Total expenses and losses per audited financial statements	1	744,273,634
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	1,145,702
e	Add lines 2a through 2d	2e	1,145,702
3	Subtract line 2e from line 1	3	743,127,932
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	4,862,025
c	Add lines 4a and 4b	4c	4,862,025
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	747,989,957

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
	PART IV, LINE 2B	THE CREDIT UNION MAINTAINS ESCROW ACCOUNTS ON MEMBERS' FIRST MORTGAGE LOANS AS A SERVICE TO OUR MEMBERS. INTEREST IS PAID AT A SAVINGS ACCOUNT RATE AS AN ADDITIONAL BENEFIT. THESE ACCOUNTS ARE FUNDED ON A MONTHLY BASIS BY THE MEMBERS. THE PROCEEDS ARE USED TO PAY THE PROPERTY TAXES AND INSURANCE ON THE REAL PROPERTY SECURED BY THE FIRST MORTGAGE
PART XI, LINE 2D - OTHER ADJUSTMENTS		REVENUE FROM SUBSIDIARIES 770,821
PART XI, LINE 4B - OTHER ADJUSTMENTS		GAIN ON SALE OF REO 4,788,719 GAIN ON SALE OF FIXED ASSETS 73,306
PART XII, LINE 2D - OTHER ADJUSTMENTS		EXPENSES FROM SUBSIDIARIES 1,145,702
PART XII, LINE 4B - OTHER ADJUSTMENTS		GAIN ON REO 4,788,719 GAIN ON SALE OF FIXED ASSETS 73,306

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

OMB No 1545-0047

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.

2012**Open to Public Inspection**Name of the organization
STATE EMPLOYEES' CREDIT UNION**Employer identification number**

56-0475645

Part I Questions Regarding Compensation**Yes****No**

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

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

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

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

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

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

Only 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)?

1b		
2		
4a		No
4b		No
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
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Software ID:

Software Version:

EIN: 56-0475645

Name: STATE EMPLOYEES' 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				
JAMES C BLAINE	(i) 728,850 (II) 0	0	50,782 0	22,500 0	10,334 0	812,466 0	0 0
ROBERT S HALL	(i) 353,882 (II) 0	0	39,687 0	22,500 0	8,307 0	424,376 0	0 0
MICHAEL J LORD	(i) 220,259 (II) 0	0	33,218 0	23,792 0	11,211 0	288,480 0	0 0
SUE A DOUGLAS	(i) 155,537 (II) 0	0	48,543 0	19,230 0	9,916 0	233,226 0	0 0
CHRIS AYER	(i) 181,808 (II) 0	0	19,956 0	19,767 0	18,060 0	239,591 0	0 0
RANDY PARTIN	(i) 182,295 (II) 0	0	31,614 0	20,346 0	12,491 0	246,746 0	0 0
JERRY HARMON	(i) 168,445 (II) 0	0	30,064 0	18,133 0	19,933 0	236,575 0	0 0
MARK TWISDALE	(i) 177,075 (II) 0	0	49,681 0	21,842 0	16,631 0	265,229 0	0 0
WALLACE W UMPHLETT	(i) 184,581 (II) 0	0	31,569 0	20,600 0	13,067 0	249,817 0	0 0
LEIGH BRADY	(i) 139,382 (II) 0	0	24,504 0	16,142 0	15,495 0	195,523 0	0 0
EDWARD T HOFFMAN JR	(i) 140,313 (II) 0	0	47,253 0	17,503 0	7,248 0	212,317 0	0 0
THOMAS K MARION	(i) 143,342 (II) 0	0	39,978 0	22,500 0	8,067 0	213,887 0	0 0
JOSEPH M BANKS	(i) 148,945 (II) 0	0	30,064 0	16,948 0	9,491 0	205,448 0	0 0
RANDALL WELBORN	(i) 140,237 (II) 0	0	39,053 0	17,065 0	10,515 0	206,870 0	0 0
MARRY ANN RICE	(i) 146,773 (II) 0	0	30,253 0	16,683 0	8,531 0	202,240 0	0 0

2012

Open to Public
Inspection**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.

Name of the organization
STATE EMPLOYEES' CREDIT UNIONEmployer identification number
56-0475645

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	
	FORM 990, PART VI, SECTION A, LINE 6	SECU IS A NON-PROFIT FINANCIAL COOPERATIVE OWNED BY AND OPERATED FOR THE BENEFIT OF ITS 1,800,000 MEMBERS
	FORM 990, PART VI, SECTION A, LINE 7A	SECU MEMBER/OWNERS ELECT THE BOARD OF DIRECTORS EACH MEMBER OF THE ORGANIZATION IS ENTITLED TO ONE VOTE ELEVEN BOARD MEMBERS SERVE THREE YEAR STAGGERED TERMS ELECTIONS FOR OPEN SEATS ARE HELD EACH YEAR DURING THE ANNUAL MEMBERS' MEETING
	FORM 990, PART VI, SECTION A, LINE 7B	SECU MEMBERS HAVE THE RIGHT TO VOTE ON THE MERGER OF THE ORGANIZATION INTO ANOTHER FINANCIAL INSTITUTION, DISSOLUTION OF THE CREDIT UNION, CONVERSION FROM A STATE TO A FEDERALLY CHARTERED CREDIT UNION OR THE CONVERSION TO ANOTHER TYPE OF FINANCIAL INSTITUTION
	FORM 990, PART VI, SECTION B, LINE 11	THE RETURN IS COMPLETED BY THE FINANCE AND ACCOUNTING DEPARTMENT STAFF OF THE ORGANIZATION AND REVIEWED BY THE CHIEF FINANCIAL OFFICER AND THE PRESIDENT BEFORE FILING A COPY OF THE 990 FORM IS MADE AVAILABLE TO THE BOARD OF DIRECTORS AFTER IT IS FILED
	FORM 990, PART VI, SECTION B, LINE 12C	EACH EMPLOYEE OF THE ORGANIZATION MUST ACKNOWLEDGE HAVING READ THE CODE OF ETHICS ANNUALLY THE ORGANIZATION PROVIDES A TOLL FREE ANONYMOUS HONOR LINE THROUGH AN OUTSIDE, INDEPENDENT VENDOR EMPLOYEES ARE ENCOURAGED TO REPORT ALL VIOLATIONS OF THE ETHICS, OPERATIONS, LEADING, AND PERSONNEL POLICIES ALL INFORMATION RECEIVED THROUGH THE HONOR LINE IS FORWARDED TO AUDIT SERVICES AND HUMAN RESOURCES DEPARTMENTS FOR REVIEW AND ACTION DETAILS OF ALL REPORTED INCIDENTS AND RESOLUTIONS ARE SHARED WITH SENIOR MANAGEMENT AND THE BOARD OF DIRECTORS ON A MONTHLY BASIS ALL REPORTS ARE INVESTIGATED THOROUGHLY AND RESOLVED IN A TIMELY MANNER
	FORM 990, PART VI, SECTION B, LINE 15	THE BOARD OF DIRECTORS SETS THE SALARY AND BENEFITS OF THE PRESIDENT A FORMAL ANNUAL REVIEW OF THE PERFORMANCE OF THE PRESIDENT IS CONDUCTED BY THE BOARD OF DIRECTORS IN ADDITION, A COMPENSATION COMMITTEE, COMPRISED OF MEMBERS OF THE BOARD OF DIRECTORS, UTILIZES SURVEYS AND MARKET COMPARISONS OF PEER CREDIT UNIONS AND OTHER FINANCIAL INSTITUTIONS TO BENCHMARK THE COMPENSATION PACKAGE OF THE PRESIDENT THESE SURVEYS ARE INDEPENDENTLY OBTAINED FROM COMPENSATION CONSULTANTS CONTRACTED BY THE SECU HR DEPARTMENT THE BOARD OF DIRECTORS REVIEWS THE COMPENSATION SURVEYS, RECOMMENDATIONS OF THE COMPENSATION COMMITTEE, THE PERFORMANCE OF THE PRESIDENT AND THE CREDIT UNION AND SETS THE SALARY AND BENEFITS LEVEL OF THE PRESIDENT PERIODIC SALARY SURVEYS AND BENCHMARKING ARE LIKEWISE OBTAINED FOR ALL STAFF AND MANAGEMENT POSITIONS OF THE ORGANIZATION THERE IS NO INCENTIVE OR COMMISSION BASED COMPENSATION FOR ANY EMPLOYEE ALL EMPLOYEES RECEIVE A SALARY AND SET DOLLAR AMOUNT OF BOARD APPROVED BENEFIT DOLLARS THROUGH A CAFETERIA PLAN
	FORM 990, PART VI, SECTION C, LINE 19	THE GOVERNING DOCUMENTS OF THE ORGANIZATION ARE MADE AVAILABLE UPON REQUEST A SUMMARY OF THE FINANCIAL STATEMENTS IS MADE AVAILABLE MONTHLY ON THE ORGANIZATION'S WEB SITE ALONG WITH PERIODIC UPDATES ON THE FINANCIAL CONDITION OF THE ORGANIZATION THE ANNUAL REPORT TO THE MEMBERSHIP AND THE COMPLETE AUDITED FINANCIAL STATEMENTS WITH FOOTNOTES ARE AVAILABLE ON THE ORGANIZATION'S WEB SITE PAPER COPIES AVAILABLE UPON REQUEST
	FORM 990, PART XII, LINE 2C	THE PROCESS HAS NOT CHANGED FROM PRIOR YEAR

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
STATE EMPLOYEES' CREDIT UNION

Employer identification number

56-0475645

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

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.)

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.)

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.)

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		No
1b	Yes	
1c		No
1d		No
1e		No
1f		No
1g	Yes	
1h		No
1i		No
1j	Yes	
1k		No
1l		No
1m	Yes	
1n	Yes	
1o	Yes	
1p		No
1q	Yes	
1r		No
1s		No

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			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

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.

Software ID:**Software Version:****EIN:** 56-0475645**Name:** STATE EMPLOYEES' CREDIT UNION

Schedule R (Form 990) 2012

Page 5

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation		
--> 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
CUIS AND SBS		O	1,118,842	PRORATED
SECU LIFE		B	25,000,000	ACTUAL AMOUNT
SECURE		B	50,000,000	ACTUAL AMOUNT
SECURE		G	25,496,470	ACTUAL AMOUNT
SECU LIFE		M	222,954	ACTUAL AMOUNT
SECU LIFE		O	186,901	PRORATED
SECURE		O	85,332	PRORATED
SBS		Q	204,088	ACTUAL AMOUNT
SECURE		Q	372,373	ACTUAL AMOUNT