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Form 990
990Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No 1545-0047

2013Open to Public
Inspection► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990 and its instructions is at www.irs.gov/form990.**A For the 2013 calendar year, or tax year beginning** and ending

B Check if applicable	C Name of organization NEIGHBORHOOD CREDIT UNION		D Employer identification number 75-0224670
<input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Doing Business As Number and street (or P.O. box if mail is not delivered to street address) PO BOX 803476		Room/suite
	City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75380		
	F Name and address of principal officer: CHEP KIMMELL SAME AS C ABOVE		
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		E Telephone number (214) 748-9393	
J Website: ► WWW.MYNCU.COM		G Gross receipts \$ 25,176,774.	
K Form of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input checked="" type="checkbox"/> Other ►		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
		H(c) Group exemption number ►	
L Year of formation: 1930 M State of legal domicile: TX			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities. A COOPERATIVE, ORGANIZED FOR THE PURPOSE OF PROMOTING THRIFT AND SAVINGS AMONG ITS MEMBERS.			
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
Revenue	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	
Expenses	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	161	
	6 Total number of volunteers (estimate if necessary)	6	9	
Net Assets or Fund Balances	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	92,024.	
	b Net unrelated business taxable income from Form 990-T, line 34	7b	-6,001.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
	9 Program service revenue (Part VIII, line 2g)	0.	0.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	11,465,492.	22,059,042.	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,907,045.	2,485,904.	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,324,251.	0.	
		24,696,788.	24,544,946.	
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,000.	12,300.
		14 Benefits paid to or for members (Part IX, column (A), line 4)	3,364,158.	0.
		15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	7,210,598.	7,715,283.
		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)	12,293,015.	14,362,253.
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		22,872,771.	22,089,836.	
19 Revenue less expenses Subtract line 18 from line 12		1,824,017.	2,455,110.	
Net Assets or Fund Balances		Beginning of Current Year	End of Year	
		20 Total assets (Part X, line 16)	313,776,030.	332,399,764.
		21 Total liabilities (Part X, line 26)	285,316,663.	302,691,459.
22 Net assets or fund balances Subtract line 21 from line 20		28,459,367.	29,708,305.	

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.

► *James Frankeberger*

12/12/14

Date

Signature of officer

► **JAMES FRANKEBERGER, CFO**

Type or print name and title

Paid Preparer Use Only	Print/Type preparer's name VALENTINO CREUS, CPA	Preparer's signature <i>✓</i>	Date 12/3/14	Check <input type="checkbox"/> if self-employed	PTIN P01054153
	Firm's name ► TURNER, WARREN, HWANG & CONRAD ACCTCY		Firm's EIN ►	95-4083485	
	Firm's address ► 100 NORTH FIRST ST., STE 202 BURBANK, CA 91502		Phone no. (818) 954-9700		

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

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III X

1 Briefly describe the organization's mission

SEE SCHEDULE O

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 X 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 X 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 \$ _____)

NEIGHBORHOOD CREDIT UNION PROVIDES A VARIETY OF LOANS INCLUDING AUTO, MORTGAGES, CREDIT CARD, AND UNSECURED AT COMPETITIVE RATES FOR OUR MEMBERSHIP, THEREBY, ASSISTING THEM IN MANAGING THEIR FINANCIAL HEALTH AND GROWTH IN THE FUTURE.

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

NEIGHBORHOOD CREDIT UNION PROVIDES A VARIETY OF SAVINGS ACCOUNTS INCLUDING SAVINGS, CHECKING, MONEY MARKET, IRAS, CERTIFICATES AND INVESTMENTS AT COMPETITIVE RATES FOR OUR MEMBERSHIP, THEREBY, ASSISTING THEM IN MANAGING THEIR FINANCIAL HEALTH AND GROWTH IN THE FUTURE.

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

NEIGHBORHOOD CREDIT UNION PROVIDES INVESTMENT OPPORTUNITIES AND PLANNING TO OUR MEMBERSHIP, THEREBY, ASSISTING THEM IN MANAGING THEIR FINANCIAL HEALTH AND GROWTH IN THE FUTURE.

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses ►

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1	X
2 Is the organization required to complete Schedule B, <i>Schedule of Contributors</i> ?	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
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? <i>If "Yes," complete Schedule C, Part II</i>	4	
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? <i>If "Yes," complete Schedule C, Part III</i>	5	X
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? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
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? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	X
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	11a	X
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11b	X
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? <i>If "Yes," complete Schedule D, Part VII</i>	11c	X
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? <i>If "Yes," complete Schedule D, Part VIII</i>	11d	X
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? <i>If "Yes," complete Schedule D, Part IX</i>	11e	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11f	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)? <i>If "Yes," complete Schedule D, Part X</i>	12a	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12b	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	13	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	14a	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14b	X
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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	15	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	16	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	17	X
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? <i>If "Yes," complete Schedule G, Part I</i>	18	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	19	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	20a	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20b	
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22 Did the organization report more than \$5,000 of grants or 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	X
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	X
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 25a	24a	X
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 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26	X
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	X
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	X
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	X
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	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	X
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	X
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	X
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	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? 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	35b	
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	36	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38	X

Note. All Form 990 filers are required to complete Schedule O

Form 990 (2013)

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	11089
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	161
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	3b	X
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).	7a	X
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?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
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?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state?		
	<i>Note. See the instructions for additional information the organization must report on Schedule O</i>		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

Check if Schedule O contains a response or note to any line 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 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.	1a 9	
1b 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 X	
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 X	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4 X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5 X	
6 Did the organization have members or stockholders?	6 X	
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 X	
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 X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a X	
b Each committee with authority to act on behalf of the governing body?	8b X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9 X	

1a Enter the number of voting members of the governing body at the end of the tax year
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.

1b Enter the number of voting members included in line 1a, above, who are independent

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a The governing body?

b Each committee with authority to act on behalf of the governing body?

9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

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 X	
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 X	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a X	
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 X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b X	
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 X	
13 Did the organization have a written whistleblower policy?	13 X	
14 Did the organization have a written document retention and destruction policy?	14 X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a X	
b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)	15b X	
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16a X	
	16b X	

10a Did the organization have local chapters, branches, or affiliates?

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review this Form 990

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?

a The organization's CEO, Executive Director, or top management official

b Other officers or key employees of the organization
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?

b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

Own website Another's website Upon request 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: ► **TAMI SHANAFELT - (214) 748-9393**
PO BOX 803476, DALLAS, TX 75380

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors
 Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(1) DWAYNE BOOZER CHAIRPERSON	3.00 X						0.	0.	0.
(2) JOHN LOGAN VICE CHAIRPERSON	3.00 X						0.	0.	0.
(3) DWAIN WOODARD SECRETARY/TREASURER	3.00 X						0.	0.	0.
(4) JIMMY STAYTON BOARD MEMBER	3.00 X						0.	0.	0.
(5) DAVID DAVIS BOARD MEMBER	3.00 X						0.	0.	0.
(6) CAROLYN MATHIS BOARD MEMBER	3.00 X						0.	0.	0.
(7) GERALD TOWNSEND BOARD MEMBER	3.00 X						0.	0.	0.
(8) ARTHUR YOUNG BOARD MEMBER	3.00 X						0.	0.	0.
(9) CLARISSA SALAS BOARD MEMBER	3.00 X						0.	0.	0.
(10) CHESTER KIMMELL PRESIDENT/CEO	40.00 X						311,567.	0.	35,833.
(11) JAMES FRANKEBERGER CFO	40.00 X						163,261.	0.	18,383.
(12) JOEL RISENHOVER VICE PRESIDENT	40.00 X						226,978.	0.	16,767.
(13) CAROLYN JORDAN SENIOR VICE PRESIDENT	40.00 X						151,101.	0.	12,471.
(14) MIKE ROARK SENIOR VICE PRESIDENT OF LENDING AND	40.00 X						127,002.	0.	11,282.

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

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 ►

5

- 3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

Yes	No
	X
X	

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
LEVEL 5 LLC, 2018 POWERS FERRY ROAD SE SUITE 750, ATLANTA, GA 30339	CONSULTING SERVICES	2,426,573.
JACK HENRY & ASSOCIATES P.O. BOX 807, MONETT, MO 65708	FINANCIAL SERVICES	1,087,312.
BANCVUE, 4516 SETON CENTER PARKWAY SUITE 300, AUSTIN, TX 78759	MARKETING SERVICES	473,497.
DIGITAL INSIGHT, 1300 SEAPORT BOULEVARD SUITE #300, REDWOOD CITY, CA 94063	BANKING SERVICES	388,307.
TOUCHPOINT, 1111 S. SHERMAN ST SUITE 111, RICHARDSON, TX 75081	NETWORK INTEGRATION SOLUTIONS	184,395.

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 ► **12**

12

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line 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 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a 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	2 a INTEREST ON LOANS	Business Code 522100	10,504,239.	10,504,239.			
	b FEE INCOME	522100	9,851,157.	9,759,334.	91,823.		
	c OTHER OPERATING INCOME	522100	1,703,646.	1,703,445.	201.		
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f		22,059,042.				
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,755,361.	1,755,361.		
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross rents		(i) Real					
b Less rental expenses							
c Rental income or (loss)							
d Net rental income or (loss)							
7 a Gross amount from sales of assets other than inventory		(i) Securities	1,362,371.				
b Less cost or other basis and sales expenses			631,828.				
c Gain or (loss)		730,543.					
d Net gain or (loss)			730,543.	730,543.			
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18							
b Less direct expenses	a						
c Net income or (loss) from fundraising events	b						
9 a Gross income from gaming activities See Part IV, line 19	a						
b Less direct expenses	b						
c Net income or (loss) from gaming activities							
10 a 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						
11 a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.		24,544,946.	24,452,922.	92,024.	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 or note to any line in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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	12,300.			
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	979,909.			
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	5,507,058.			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	221,618.			
9 Other employee benefits	521,841.			
10 Payroll taxes	484,857.			
11 Fees for services (non-employees)				
a Management				
b Legal	37,007.			
c Accounting	29,898.			
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 Sch O.)	866,617.			
12 Advertising and promotion	788,259.			
13 Office expenses	1,399,709.			
14 Information technology	1,940,765.			
15 Royalties				
16 Occupancy	1,581,174.			
17 Travel	380,368.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	3,206,018.			
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,275,178.			
23 Insurance	202,829.			
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 AND	1,462,670.			
b MISC OPERATING EXPENSES	699,907.			
c LOAN SERVICING EXPENSE	455,075.			
d OPERATING FEES	36,779.			
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	22,089,836.			
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 Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	3,685,403.	1	2,702,497.
	2 Savings and temporary cash investments	21,165,306.	2	21,335,876.
	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 instr) Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	1,302,114.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 27,302,790.		
	b Less accumulated depreciation	10b 9,313,745.	10c	17,989,045.
	11 Investments - publicly traded securities	54,686,231.	11	57,346,623.
	12 Investments - other securities See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11	208,235,056.	13	225,428,645.
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	8,591,956.	15	6,294,964.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	313,776,030.	16	332,399,764.
Liabilities	17 Accounts payable and accrued expenses	3,944,452.	17	2,993,751.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			
	26 Total liabilities. Add lines 17 through 25	281,372,211.	25	299,697,708.
		285,316,663.	26	302,691,459.
	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	
Net Assets or Fund Balances	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	28,459,367.	32	29,708,305.
	33 Total net assets or fund balances	28,459,367.	33	29,708,305.
	34 Total liabilities and net assets/fund balances	313,776,030.	34	332,399,764.

Form 990 (2013)

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

1 Total revenue (must equal Part VIII, column (A), line 12)	1	24,544,946.
2 Total expenses (must equal Part IX, column (A), line 25)	2	22,089,836.
3 Revenue less expenses Subtract line 2 from line 1	3	2,455,110.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	28,459,367.
5 Net unrealized gains (losses) on investments	5	-1,206,172.
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	29,708,305.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line 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?	2a	<input checked="" type="checkbox"/>
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		
2b Were the organization's financial statements audited by an independent accountant?	2b	<input checked="" type="checkbox"/>
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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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?	2c	<input checked="" type="checkbox"/>
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
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	<input checked="" type="checkbox"/>
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

Form 990 (2013)

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**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.

► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013Open to Public
Inspection

Name of the organization

NEIGHBORHOOD CREDIT UNION

Employer identification number

75-0224670**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 No6 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 Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____
(ii) Assets included in Form 990, Part X ► \$ _____

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

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____
b Assets included in Form 990, Part X ► \$ _____

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

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

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs
 e Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

Yes No

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

c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
1b					
1c					
1d					
1e					
1f					
1g					

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

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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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		4,229,247.		4,229,247.
b Buildings		13,729,377.	3,470,623.	10,258,754.
c Leasehold improvements		1,919,172.	854,916.	1,064,256.
d Equipment		7,424,994.	4,988,206.	2,436,788.
e Other				

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

► 17,989,045.

Schedule D (Form 990) 2013

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		

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

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) DEPOSITS IN COMMERCIAL		
(2) BANKS	41,149,000.	COST
(3) INVESTMENTS IN NATURAL		
(4) PERSON CUS	2,834,000.	COST
(5) ALL OTHER INVESTMENTS	170,200.	END-OF-YEAR MARKET VALUE
(6) NCUA SHARE INSURANCE		
(7) CAPITALIZATION DEPOSIT	2,947,152.	COST
(8) LOANS AND LEASES	178,328,293.	END-OF-YEAR MARKET VALUE
(9)		

Total (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ► 225,428,645.

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) MEMBER DEPOSITS	299,672,708.
(3) ACCRUED DIVIDENDS AND INTEREST	
(4) PAYABLE	25,000.
(5)	
(6)	
(7)	
(8)	
(9)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ► 299,697,708.

2. Liability for uncertain tax positions 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.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a

1 Total revenue, gains, and other support per audited financial statements
 2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:

- a Net unrealized gains on investments
- b Donated services and use of facilities
- c Recoveries of prior year grants
- d Other (Describe in Part XIII)
- e Add lines 2a through 2d
- 3 Subtract line 2e from line 1
- 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
- b Other (Describe in Part XIII)
- c Add lines 4a and 4b
- 5 Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)

1	
2a	
2b	
2c	
2d	
2e	
3	
4a	
4b	
4c	
5	

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1 Total expenses and losses per audited financial statements
 2 Amounts included on line 1 but not on Form 990, Part IX, line 25

- a Donated services and use of facilities
- b Prior year adjustments
- c Other losses
- d Other (Describe in Part XIII)
- e Add lines 2a through 2d
- 3 Subtract line 2e from line 1
- 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
- b Other (Describe in Part XIII)
- c Add lines 4a and 4b

1	
2a	
2b	
2c	
2d	
2e	
3	
4a	
4b	
4c	
5	

Part XIII Supplemental Information.

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

PART X, LINE 2:

EXPLANATION: CERTAIN PRODUCTS AND SERVICES PROVIDED BY SELECT STATE CHARTERED CREDIT UNION S HAVE BEEN DEEMED BY THE INTERNAL REVENUE SERVICE (IRS), IN TECHNICAL ADVICE MEMORANDUMS (TAMS) RELEASED IN 2007, TO BE UNRELATED TO THE SPECIFIC ENTITY'S EXEMPT PURPOSE. AS PRESENTED IN THE TECHNICAL ADVICE MEMORANDUMS THE NET TAXABLE INCOME FROM THESE PRODUCTS AND SERVICES WOULD BE SUBJECT TO INCOME TAXES. CREDIT UNIONS HAVE LITIGATED AGAINST THE IRS POSITIONS NOTED IN THE TAMS AND HAVE BEEN SUCCESSFUL IN HAVING COURTS DECLARE IN 2009 AND 2010 THAT REVENUE FROM INSURANCE PRODUCTS SOLD TO MEMBERS, HELPING THEM PROTECT THEIR FINANCIAL WELLBEING, QUALIFIES AS EXEMPT PURPOSE INCOME, CONTRARY TO THE IRS POSITION IN THE TAMS.

Part XIII **Supplemental Information (continued)**

THE CREDIT UNION HAS FILED A TAX RETURN FOR THE CALENDAR YEAR 2012 FOR ACTIVITIES THEY HAVE DEEMED TAXABLE AND HAS SHOWN NO TAXABLE UNRELATED BUSINESS INCOME.

THE TAXING AUTHORITIES HAVE THE ABILITY TO ASSESS TAXES, PENALTIES AND INTEREST FOR ANY YEARS FOR WHICH NO TAX RETURN WAS FILED.

THE CREDIT UNION'S 2008 AND SUBSEQUENT TAX YEARS ARE OPEN FOR EXAMINATION BY FEDERAL AND STATE TAXING AUTHORITIES.

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
SCHOLARSHIPS	11	12,300.	0.		

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

NEIGHBORHOOD CREDIT UNION

Employer identification number
75-0224670

Part I Questions Regarding Compensation

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

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input 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 on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including 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 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 type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

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

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

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

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

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

a The organization?

b Any related organization?

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

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

a The organization?

b Any related organization?

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

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(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	X	
2	X	
4a		X
4b	X	
4c		X
5a		
5b		
6a		
6b		
7		
8		
9		

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

Schedule J (Form 990) 2013

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Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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 individuals that are not listed on Form 990 Part VII.

The sum of columns (B) (1) thru (4) 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.

Part III Supplemental Information

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.

PART I, LINE 1A:

EXPLANATION: THE CREDIT UNION PAYS FOR ANNUAL COUNTRY CLUB MEMBERSHIP FOR THE CEO FOR BUSINESS DEVELOPMENT PURPOSES.

PART I, LINE 4B:

EXPLANATION: THE CREDIT UNION PROVIDES A 457F PLAN FOR THE BENEFIT OF THE CEO. THE CREDIT UNION MADE A ONE-TIME CONTRIBUTION TO AN INVESTMENT ACCOUNT IN 2002 TO WHICH THE CEO IS NOT VESTED UNTIL HE HAS FULFILLED HIS AGREEMENT WITH THE BOARD OF DIRECTORS. THE PLAN WAS APPROVED BY THE BOARD OF DIRECTORS AND CAN ONLY BE CHANGED AT THE DISCRETION OF THE BOARD OF DIRECTORS. MONTHLY ADJUSTMENTS ARE RECORDED REPRESENTING THE CHANGE IN MARKET VALUE OF THE ACCOUNT.

THE CREDIT UNION ALSO PROVIDES THE CEO WITH A 457B PLAN ALLOWING THE CEO TO SET ASIDE ADDITIONAL FUNDS FOR RETIREMENT. THE CREDIT UNION MAKES NO CONTRIBUTIONS TO THIS PLAN ON BEHALF OF THE CEO.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

► Attach to Form 990 or 990-EZ.

► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

NEIGHBORHOOD CREDIT UNION

Employer identification number
75-0224670

FORM 990, ITEM K, OTHER FORM OF ORGANIZATION:

CREDIT UNION

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

A COOPERATIVE, ORGANIZED FOR THE PURPOSE OF PROMOTING THRIFT AND SAVINGS AMONG ITS MEMBERS, CREATING A SOURCE OF CREDIT FOR THEM AT RATES OF INTEREST SET BY THE BOARD OF DIRECTORS, AND PROVIDING AN OPPORTUNITY FOR THEM TO USE AND CONTROL THEIR OWN MONEY ON A DEMOCRATIC BASIS IN ORDER TO IMPROVE THEIR ECONOMIC AND SOCIAL CONDITIONS. AS A COOPERATIVE, NEIGHBORHOOD CREDIT UNION CONDUCTS ITS BUSINESS FOR THE MUTUAL BENEFIT AND GENERAL WELFARE OF ITS MEMBERS WITH THE EARNINGS, SAVINGS, BENEFITS, OR SERVICES OF THE CREDIT UNION BEING DISTRIBUTED TO ITS MEMBERS AS PATRONS.

FORM 990, PART VI, SECTION A, LINE 6:

EXPLANATION: NEIGHBORHOOD CREDIT UNION IS A COOPERATIVE FINANCIAL INSTITUTION THAT IS OWNED AND CONTROLLED BY ITS MEMBERS, AND OPERATED FOR THE PURPOSE OF PROMOTING THRIFT AND SAVINGS TO ITS MEMBERS. NEIGHBORHOOD CREDIT UNION DOES NOT HAVE STOCKHOLDERS.

FORM 990, PART VI, SECTION A, LINE 7A:

EXPLANATION: THE GOVERNING BOARD OF NEIGHBORHOOD CREDIT UNION IS COMPRISED OF VOLUNTEER MEMBERS WHO ARE DIRECTLY ELECTED BY ITS MEMBERS. EACH MEMBER OF THE GOVERNING BOARD SERVES FOR A PERIOD AS PRESCRIBED BY OUR BY-LAWS.

FORM 990, PART VI, SECTION A, LINE 7B:

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
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09-04-13

Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization

NEIGHBORHOOD CREDIT UNION

Employer identification number

75-0224670

EXPLANATION: AT THE END OF EACH TERM OF THE BOARD MEMBERS, ELECTIONS ARE HELD AND BOARD MEMBERS ARE VOTED BY THE MEMBERS OF THE CREDIT UNION PURSUANT TO ITS BY-LAWS. MEMBER VOTES ARE ALSO REQUIRED TO RATIFY DECISIONS DEALING WITH REORGANIZATIONS AS IN THE CASE OF THE MERGER OR DISSOLUTION.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE AUTHORITY TO REVIEW THE FORM 990 HAS BEEN DELEGATED TO MANAGEMENT BUT ALL SIGNIFICANT ISSUES, IF ANY, RELATED TO THE RETURN HAVE BEEN DISCLOSED TO THE BOARD.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: COMPLIANCE WITH THE POLICY IS REVIEWED ANNUALLY VIA INTERNAL AUDIT PROCEDURES.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: THIRD PARTY PROVIDER REVIEWS ALL JOB DESCRIPTIONS AND MAKES RECOMMENDATIONS REGARDING COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: UPON FORMAL WRITTEN REQUEST NEIGHBORHOOD CREDIT UNION DISPLAYS FINANCIALS IN EACH BRANCH LOCATIONS AND FILES A QUARTERLY 5300 REPORT WITH NCUA THAT MAINTAINS PUBLIC ACCESS.

FORM 990, PART XI, LINE 2C:

EXPLANATION: THE ORGANIZATION DID NOT CHANGE EITHER ITS SELECTION PROCESS OR OVERSIGHT PROCESS DURING THE TAX YEAR.

Name of the organization

NEIGHBORHOOD CREDIT UNION

Employer identification number

75-0224670

EXPLANATION OF AMENDMENT:

EXPLANATION: THE ORIGINAL RETURN REFLECTED POLITICAL CONTRIBUTIONS TO THE TEXAS CREDIT UNION LEAGUE POLITICAL ACTION COMMITTEE (TCUL-PAC).
HOWEVER, UPON REVIEW IT WAS DETERMINED THAT THE PAYMENTS TO THE TCUL-PAC WERE MERELY REMITTANCES OF AMOUNTS WITHHELD FROM EMPLOYEES' GROSS PAYCHECKS AND REMITTANCES OF MONIES RAISED FROM THE SALE OF CANDY. NONE OF THE CONTRIBUTIONS WERE MADE DIRECTLY BY THE CREDIT UNION. THE CREDIT UNION WAS SIMPLY THE CONDUIT THROUGH WHICH EMPLOYEES MADE CONTRIBUTIONS TO THE TCUL-PAC.

THIS AMENDED RETURN REFLECTS \$0 POLITICAL CONTRIBUTIONS MADE BY THE CREDIT UNION. THE RESPONSE TO PART IV, LINE 3 WAS REVISED TO "NO" AND THE SCHEDULE C WAS REMOVED.