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CLIENT'S COPY

April 16, 2014

University Union Operation of  
California State University, Sacramento  
6000 J Street  
Sacramento, CA 95819

University Union Operation of:

Enclosed are the organization's 2012 Exempt Organization returns. The state Exempt Organization returns and Annual Report are also enclosed. These should be signed, dated, and mailed, as indicated.

Specific filing instructions are as follows.

FORM 990 RETURN:

This return has been prepared for electronic filing. If you wish to have it transmitted electronically to the IRS, please sign, date, and return Form 8879-EO to our office. We will then submit the electronic return to the IRS. Do not mail a paper copy of the return to the IRS. Return Form 8879-EO to us by February 18, 2014.

FORM 990-T RETURN:

No amount is due on Form 990-T.

Please sign and mail on or before May 15, 2014.

Mail to - Department of the Treasury  
Internal Revenue Service Center  
Ogden, UT 84201-0027

CALIFORNIA FORM 199 RETURN:

The Form 199 return has been prepared for electronic filing. If you wish to have it transmitted electronically to the FTB, please sign, date and return Form 8453-EO to our office. We will then submit the electronic return to the FTB. Do not mail a paper copy of the return to the FTB.

No payment is required.

CALIFORNIA FORM 109 RETURN:

Mail to - Franchise Tax Board  
P.O. Box 942857  
Sacramento, CA 94257-0700

Please sign and mail Form 109 on or before June 16, 2014.

No payment is required.

CALIFORNIA FORM RRF-1:

Please sign and mail Form RRF-1 as soon as possible.

Mail to - Registry of Charitable Trusts  
P.O. Box 903447  
Sacramento, CA 94203-4470

Enclose a check for \$150 made payable to Attorney General's Registry of Charitable Trusts. Include "Form RRF-1," the report year and the organization's state charity registration number and/or organization number on the remittance.

A copy of the federal return is also provided. In conjunction with Form RRF-1 this comprises the Annual Report to be filed with the California Attorney General's Registry of Charitable Trusts.

Copies of all the returns are enclosed for your files. We suggest that you retain these copies indefinitely.

Very truly yours,

Jan A. Rosati

# TAX RETURN FILING INSTRUCTIONS

FORM 990

FOR THE YEAR ENDING

June 30, 2013

<b>Prepared for</b>	University Union Operation of California State University, Sacramento 6000 J Street Sacramento, CA 95819
<b>Prepared by</b>	Macias Gini & O'Connell LLP 3000 S Street, Suite 300 Sacramento, CA 95816
<b>Amount due or refund</b>	Not applicable
<b>Make check payable to</b>	Not applicable
<b>Mail tax return and check (if applicable) to</b>	Not applicable
<b>Return must be mailed on or before</b>	Not applicable
<b>Special Instructions</b>	This return has been prepared for electronic filing. If you wish to have it transmitted electronically to the IRS, please sign, date, and return Form 8879-EO to our office. We will then submit the electronic return to the IRS. Do not mail a paper copy of the return to the IRS. Return Form 8879-EO to us by February 18, 2014.

**Return of Organization Exempt From Income Tax**

**2012**

Department of the Treasury  
Internal Revenue Service

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

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

**A** For the 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO</b>		<b>D</b> Employer identification number <b>51-0140156</b>
	Doing Business As		<b>E</b> Telephone number <b>916-278-6745</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts \$ <b>14,158,168.</b>
	<b>6000 J STREET</b>		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
City, town, or post office, state, and ZIP code <b>SACRAMENTO, CA 95819</b>		<b>H(c)</b> Group exemption number ▶	
<b>F</b> Name and address of principal officer: <b>LESLIE DAVIS</b> <b>6000 J STREET, SACRAMENTO, CA 95819</b>			
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ▶ <b>WWW.CSUS.EDU/UNION/</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1974</b> <b>M</b> State of legal domicile: <b>CA</b>	

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>TO PROVIDE SERVICES TO UNIVERSITY STAFF, FACULTY, AND STUDENTS WHILE ENHANCING THEIR</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>11</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>11</b>
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a)	<b>5</b>	<b>0</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>0</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>121,442.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	<b>9</b> Program service revenue (Part VIII, line 2g)	15,300.	3,950.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,963,062.	8,200,701.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-48,356.	-74,145.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	680.	1,676.
		7,930,686.	8,132,182.
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	162,503.	166,444.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>0.</b>		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	8,015,697.	7,998,530.
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	8,178,200.	8,164,974.	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	-247,514.	-32,792.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	<b>21</b> Total liabilities (Part X, line 26)	10,779,981.	10,574,392.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	927,984.	755,187.
	9,851,997.	9,819,205.	

**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.

<b>Sign Here</b>	Signature of officer		Date		
	LESLIE DAVIS, EXECUTIVE DIRECTOR				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JAN A. ROSATI	JAN A. ROSATI	04/16/14		P00047985
	Firm's name ▶ MACIAS GINI & O'CONNELL LLP	Firm's EIN ▶ 68-0300457			
Firm's address ▶ 3000 S STREET, SUITE 300 SACRAMENTO, CA 95816			Phone no. 916-928-4600		

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 [X]

1 Briefly describe the organization's mission: TO PROVIDE SERVICES TO UNIVERSITY STAFF, FACULTY, AND STUDENTS IN PURSUIT OF THEIR EDUCATIONAL MISSION.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code: ) (Expenses \$ 6,297,519. including grants of \$ ) (Revenue \$ 7,969,428.) THE UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO (THE UNIVERSITY UNION AND THE WELL) ARE COMMUNITY CENTERS FOR THE UNIVERSITY. THE UNION SERVES ALL ITS MEMBERS, WHICH INCLUDES THE STUDENT BODY, FACULTY, ADMINISTRATION STAFF, ALUMNI AND GUESTS. THE WELL SERVES THE ENTIRE CAMPUS COMMUNITY VIA A MEMBERSHIP PROGRAM. THEY ARE MORE THAN JUST BUILDINGS, THEY ALSO PROVIDE SERVICES, PROGRAMS WHICH TOGETHER REPRESENT A WELL-CONSIDERED PLAN FOR COMMUNITY LIFE AT THE UNIVERSITY.

BOTH FACILITIES PROVIDE SERVICES, CONVENIENCES AND AMENITIES TO ITS MEMBERS IN THEIR DAILY LIFE ON THE CAMPUS WHILE PROVIDING AN ENVIRONMENT IN WHICH ITS MEMBERS CAN GET TO KNOW AND UNDERSTAND ONE

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

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

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

4e Total program service expenses 6,297,519.

**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> .....	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? .....		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> .....		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....		X
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> .....		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> .....		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> .....		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> .....	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> .....		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> .....		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.		
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> .....	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> .....		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> .....		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> .....		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> .....	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> .....	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> .....	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> .....		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
14a	Did the organization maintain an office, employees, or agents outside of the United States? .....		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> .....		X
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? <i>If "Yes," complete Schedule F, Parts II and IV</i> .....		X
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? <i>If "Yes," complete Schedule F, Parts III and IV</i> .....		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> .....		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> .....		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> .....		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> .....		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....		

**UNIVERSITY UNION OPERATION OF  
CALIFORNIA STATE UNIVERSITY, SACRAMENTO**

Form 990 (2012)

51-0140156 Page 4

**Part IV Checklist of Required Schedules** (continued)

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

Form 990 (2012)

**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
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	<b>1a</b> 42		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	<b>1b</b> 0		
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
	<b>1c</b>		
<b>2a</b>	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		
	<b>2a</b> 0		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		
	<b>2b</b>		
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
	<b>3b</b>		
<b>4a</b>	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)?		X
<b>b</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.		
	<b>4a</b>		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>c</b>	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
	<b>5a</b>		
	<b>5b</b>		
	<b>5c</b>		
<b>6a</b>	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?		X
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	<b>6a</b>		
	<b>6b</b>		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	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?		X
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
	<b>7d</b>		
<b>e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
	<b>7e</b>		
	<b>7f</b>		
	<b>7g</b>		
	<b>7h</b>		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	<b>8</b>		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966?		
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
	<b>9a</b>		
	<b>9b</b>		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>a</b>	Gross income from members or shareholders	<b>11a</b>	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>	
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>	
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	<b>13a</b>	
<b>b</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	<b>13b</b>	
<b>c</b>	Enter the amount of reserves on hand	<b>13c</b>	
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?	<b>14a</b>	X
<b>b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	<b>14b</b>	

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

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

**Section A. Governing Body and Management**

			Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year	11			
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent	11			
<b>2</b> 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
<b>3</b> 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
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
<b>6</b> Did the organization have members or stockholders?	6			X
<b>7a</b> 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>b</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
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
<b>a</b> The governing body?	8a	X		
<b>b</b> Each committee with authority to act on behalf of the governing body?	8b	X		
<b>9</b> 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

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

			Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates?	10a			X
<b>b</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			
<b>11a</b> 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>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.				
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X		
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X		
<b>c</b> 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		
<b>13</b> Did the organization have a written whistleblower policy?	13	X		
<b>14</b> Did the organization have a written document retention and destruction policy?	14	X		
<b>15</b> 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?				
<b>a</b> The organization's CEO, Executive Director, or top management official	15a	X		
<b>b</b> Other officers or key employees of the organization	15b	X		
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).				
<b>16a</b> 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			X
<b>b</b> If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b			

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **CA**
- 18** Section 6104 requires an organization to make its 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: **MARK MONTALVO, DIRECTOR OF FINANCE - 916-278-7917**  
**6000 J STREET, SACRAMENTO, CA 95819**

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (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	Former			
(1) DEMETRIO GONZALEZ STUDENT REPRESENTATIVE	0.10	X						0.	0.	0.
(2) MISSY ANAPOLSKY ALUMNI REPRESENTATIVE	0.10	X						0.	0.	0.
(3) LORI VARLOTTA CHIEF STUDENT AFFAIRS OFFI	0.10	X						0.	0.	0.
(4) JIM REINHART PRESIDENT'S DESIGNEE	0.10	X						0.	0.	0.
(5) DARSEY VARNEDOE STUDENT AT LARGE	0.10	X						0.	0.	0.
(6) CALEB FOUNTAIN STUDENT REPRESENTATIVE	0.10	X						0.	0.	0.
(7) ROSALYN KLEIN STUDENT REPRESENTATIVE	0.10	X						0.	0.	0.
(8) HASHMAT HABIBI STUDENT REPRESENTATIVE	0.10	X						0.	0.	0.
(9) DILJEET VIRK STUDENT REPRESENTATIVE	0.10	X						0.	0.	0.
(10) DAVID ROLLOFF FACULTY REPRESENTATIVE	0.10	X						0.	0.	0.
(11) MING-TUNG LEE CHIEF FINANCIAL OFFICER	0.10	X						0.	0.	0.
(12) LESLIE DAVIS EXECUTIVE DIRECTOR	40.00			X				126,693.	0.	45,934.



**UNIVERSITY UNION OPERATION OF  
CALIFORNIA STATE UNIVERSITY, SACRAMENTO**

Form 990 (2012)

51-0140156 Page **9**

**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	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>				
	<b>b</b> Membership dues	<b>1b</b>				
	<b>c</b> Fundraising events	<b>1c</b>				
	<b>d</b> Related organizations	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 3,950.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$					
	<b>h Total.</b> Add lines 1a-1f		3,950.			
	<b>Program Service Revenue</b>	<b>2 a</b> STUDENT ACTIVITY FEE	Business Code 611710	5,945,294.	5,945,294.	
<b>b</b> CONTRACT & LEASE PAYMENTS		611710	1,358,955.	1,358,955.		
<b>c</b> PROGRAM SERVICE FEES		611710	896,452.	775,010.	121,442.	
<b>d</b>						
<b>e</b>						
<b>f</b> All other program service revenue						
<b>g Total.</b> Add lines 2a-2f			8,200,701.			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		35,686.		35,686.	
	<b>4</b> Income from investment of tax-exempt bond proceeds					
	<b>5</b> Royalties					
	<b>6 a</b> Gross rents	(i) Real				
		(ii) Personal				
		<b>b</b> Less: rental expenses				
		<b>c</b> Rental income or (loss)				
	<b>d</b> Net rental income or (loss)					
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	5,710,000.			
		(ii) Other	198,371.			
		<b>b</b> Less: cost or other basis and sales expenses	5,710,000.	308,202.		
		<b>c</b> Gain or (loss)	0.	-109,831.		
	<b>d</b> Net gain or (loss)		-109,831.	-109,831.		
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>a</b>				
<b>b</b> Less: direct expenses						
<b>c</b> Net income or (loss) from fundraising events						
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>					
	<b>b</b> Less: direct expenses					
	<b>c</b> Net income or (loss) from gaming activities					
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>	9,460.				
	<b>b</b> Less: cost of goods sold	7,784.				
	<b>c</b> Net income or (loss) from sales of inventory		1,676.		1,676.	
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b>						
	<b>b</b>					
	<b>c</b>					
	<b>d</b> All other revenue					
	<b>e Total.</b> Add lines 11a-11d					
<b>12 Total revenue.</b> See instructions.		8,132,182.	7,969,428.	121,442.	37,362.	

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Form **990** (2012)

**UNIVERSITY UNION OPERATION OF  
CALIFORNIA STATE UNIVERSITY, SACRAMENTO**

Form 990 (2012)

51-0140156 Page 10

**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	166,444.		166,444.	
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				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
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.)				
12 Advertising and promotion	10,102.	5,855.	4,247.	
13 Office expenses	6,596.	3,692.	2,904.	
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	18,428.	9,581.	8,847.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	21,727.	16,378.	5,349.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	190,191.	190,191.		
23 Insurance				
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 <b>OUTSIDE SERVICES</b>	5,432,057.	3,974,744.	1,457,313.	
b <b>REPAIRS AND MAINTENANCE</b>	926,732.	914,671.	12,061.	
c <b>UTILITIES</b>	565,469.	565,469.		
d <b>SUPPLIES</b>	253,271.	196,387.	56,884.	
e All other expenses	573,957.	420,551.	153,406.	
25 <b>Total functional expenses.</b> Add lines 1 through 24e	8,164,974.	6,297,519.	1,867,455.	0.
26 <b>Joint costs.</b> 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)

**UNIVERSITY UNION OPERATION OF  
CALIFORNIA STATE UNIVERSITY, SACRAMENTO**

Form 990 (2012)

51-0140156 Page 11

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	114,823.	1	392,112.	
	<b>2</b> Savings and temporary cash investments .....	9,324,880.	2	9,080,280.	
	<b>3</b> Pledges and grants receivable, net .....		3		
	<b>4</b> Accounts receivable, net .....	133,755.	4	116,019.	
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....			5	
	<b>6</b> 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	
	<b>7</b> Notes and loans receivable, net .....			7	
	<b>8</b> Inventories for sale or use .....	9,641.	8	6,033.	
	<b>9</b> Prepaid expenses and deferred charges .....	15,895.	9	27,638.	
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	2,900,308.			
	<b>b</b> Less: accumulated depreciation .....	2,050,096.			
	<b>11</b> Investments - publicly traded securities .....			11	
	<b>12</b> Investments - other securities. See Part IV, line 11 .....			12	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....			13	
	<b>14</b> Intangible assets .....			14	
	<b>15</b> Other assets. See Part IV, line 11 .....	107,201.	15	102,098.	
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	10,779,981.	16	10,574,392.		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	236,498.	17	60,220.	
	<b>18</b> Grants payable .....		18		
	<b>19</b> Deferred revenue .....	115,168.	19	115,790.	
	<b>20</b> Tax-exempt bond liabilities .....		20		
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....			21	
	<b>22</b> 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	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....			23	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....			24	
	<b>25</b> 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 .....	576,318.	25	579,177.	
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	927,984.	26	755,187.	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>				
	<b>27</b> Unrestricted net assets .....	9,851,997.	27	9,819,205.	
	<b>28</b> Temporarily restricted net assets .....		28		
	<b>29</b> Permanently restricted net assets .....		29		
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>				
	<b>30</b> Capital stock or trust principal, or current funds .....		30		
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		31		
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		32		
<b>33</b> Total net assets or fund balances .....	9,851,997.	33	9,819,205.		
<b>34</b> Total liabilities and net assets/fund balances .....	10,779,981.	34	10,574,392.		

Form 990 (2012)

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,132,182.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,164,974.
3	Revenue less expenses. Subtract line 2 from line 1	3	-32,792.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	9,851,997.
5	Net unrealized gains (losses) on investments	5	
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	9,819,205.

**Part XII Financial Statements and Reporting**

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

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

Form 990 (2012)



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4 .....						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					<b>12</b>	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	%
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 .....	<b>15</b>	%
<b>16a 33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 33 1/3% support test - 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 10% -facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>

**UNIVERSITY UNION OPERATION OF**

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....			9,274.	15,300.	3,950.	28,524.
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....	4,782,296.	7,640,994.	9,527,873.	7,879,504.	8,079,259.	37,909,926.
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....			202.	4,965.	9,460.	14,627.
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....	4,782,296.	7,640,994.	9,537,349.	7,899,769.	8,092,669.	37,953,077.
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						0.
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						0.
<b>c</b> Add lines 7a and 7b .....						0.
<b>8 Public support</b> (Subtract line 7c from line 6.)						37,953,077.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....	4,782,296.	7,640,994.	9,537,349.	7,899,769.	8,092,669.	37,953,077.
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	137,401.	56,342.	54,907.	42,823.	35,686.	327,159.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....	137,401.	56,342.	54,907.	42,823.	35,686.	327,159.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....				2,675.		2,675.
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)	4,919,697.	7,697,336.	9,592,256.	7,945,267.	8,128,355.	38,282,911.

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	99.14 %
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 .....	<b>16</b>	98.38 %

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	.85 %
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 .....	<b>18</b>	1.61 %

**19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**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. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public Inspection

Name of the organization **UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO**

Employer identification number  
**51-0140156**

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

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

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

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

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
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register .....	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  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:

	Amount
c Beginning balance	<b>1c</b>
d Additions during the year	<b>1d</b>
e Distributions during the year	<b>1e</b>
f Ending balance	<b>1f</b>

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:

	Yes	No
(i) unrelated organizations	<b>3a(i)</b>	
(ii) related organizations	<b>3a(ii)</b>	

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? **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				
b Buildings				
c Leasehold improvements		1,832,586.	1,252,963.	579,623.
d Equipment		1,043,961.	797,133.	246,828.
e Other		23,761.		23,761.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				<b>850,212.</b>

**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 .....		
(3) Other .....		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Col. (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
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO SACRAMENTO STATE	174,494.
(3) DUE TO UEI	394,677.
(4) DUE TO ASI	10,006.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	579,177.

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

UNIVERSITY UNION OPERATION OF

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

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	8,242,013.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains on investments	<b>2a</b>	
<b>b</b>	Donated services and use of facilities	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	109,831.
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	109,831.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	8,132,182.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	8,132,182.

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

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	8,274,805.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	109,831.
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	109,831.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	8,164,974.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	8,164,974.

**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.

**PART III, LINE 4: THE UNION ANNUALLY DESIGNATES \$5,000 FOR ART**

**ACQUISITIONS. THE ART IS DISPLAYED THROUGH OUT THE STUDENT UNION BUILDING AND PROVIDES CULTURAL ENJOYMENT TO ITS STUDENT MEMBERS WHILE GIVING AN ADDITIONAL DIMENSION TO EDUCATION AT THE UNIVERSITY.**

**PART X, LINE 2: THE UNION HAS IMPLEMENTED THE FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) INTERPRETATION NO 48 ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, AND HAS DETERMINED THERE IS NO MATERIAL IMPACT ON THE**

**Part XIII** Supplemental Information (continued)

FINANCIAL STATEMENTS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

LOSS ON DISPOSAL 109,831.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

LOSS ON DISPOSAL 109,831.

**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" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public Inspection

Name of the organization **UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO** Employer identification number **51-0140156**

**Part I Questions Regarding Compensation**

	Yes	No								
<p><b>1a</b> 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.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<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)		
<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>b</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 .....	<b>1b</b>									
<b>2</b> 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? .....	<b>2</b>									
<p><b>3</b> 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.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input 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				
<input type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input 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									
<b>4</b> 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:										
<b>a</b> Receive a severance payment or change-of-control payment? .....	<b>4a</b>	X								
<b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....	<b>4b</b>	X								
<b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....	<b>4c</b>	X								
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.										
<b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b>										
<b>5</b> 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:										
<b>a</b> The organization? .....	<b>5a</b>	X								
<b>b</b> Any related organization? .....	<b>5b</b>	X								
If "Yes" to line 5a or 5b, describe in Part III.										
<b>6</b> 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:										
<b>a</b> The organization? .....	<b>6a</b>	X								
<b>b</b> Any related organization? .....	<b>6b</b>	X								
If "Yes" to line 6a or 6b, describe in Part III.										
<b>7</b> 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 .....	<b>7</b>	X								
<b>8</b> 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 .....	<b>8</b>	X								
<b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....	<b>9</b>									

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

Schedule J (Form 990) 2012

**UNIVERSITY UNION OPERATION OF  
CALIFORNIA STATE UNIVERSITY, SACRAMENTO 51-0140156**

Schedule J (Form 990) 2012

Page **2**

**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				
(1) LESLIE DAVIS EXECUTIVE DIRECTOR	(i)	126,693.	0.	0.	22,910.	23,024.	172,627.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**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.

FORM 990 PART VII SECTION A LINE 5 - LESLIE DAVIS, THE  
ORGANIZATION'S EXECUTIVE DIRECTOR IS PAID (W2 REPORTED) BY CSU SACRAMENTO  
BUT REIMBURSED BY THE ORGANIZATION FOR SERVICES PROVIDED TO THE  
ORGANIZATION.

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization	UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO	Employer identification number	51-0140156
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FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

EDUCATIONAL MISSION.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

ANOTHER THROUGH INFORMAL ASSOCIATION OUTSIDE THE CLASSROOM. AS  
COMMUNITY CENTERS, THE UNIVERSITY UNION AND THE WELL PROVIDE SUPPORT  
FOR THE UNIVERSITY COMMUNITY RELATIONS AND PUBLIC SERVICES.

THE UNIVERSITY UNION AND THE WELL ARE A PART OF THE EDUCATIONAL PROGRAM  
OF THE CAMPUS. THE UNIVERSITY UNION AND WELL'S INTENT IS TO INTERGRATE  
FREE-TIME ACTIVITIES WITH EDUCATION. THEIR PROGRAMS TRAIN STUDENTS FOR  
SOCIAL AND LEADERSHIP RESPONSIBILITIES THROUGH PARTICIPATION ON BOARDS  
AND COMMITTEES. IT ALSO PROVIDES CULTURAL, SOCIAL, RECREATIONAL, AND  
WELLNESS PROGRAMS. IT ENCOURAGES ACTIVITIES WHICH GIVE MAXIMUM  
OPPORTUNITY FOR SELF-REALIZATION AND PERSONAL GROWTH. THE UNIVERSITY  
UNION AND THE WELL SUPPORT THE VIEW THAT WHAT A STUDENT DOES  
EDUCATIONALLY IN THE HOURS OUTSIDE THE CLASSROOM IS OF MAJOR  
IMPORTANCE.

THROUGH ITS SERVICES AND PROGRAMS, AND FACILITIES, THE UNIVERSITY UNION  
AND THE WELL INTEND TO SERVE AS A UNIFYING FORCE IN THE EDUCATIONAL  
LIFE AT THE UNIVERSITY AND CULTIVATE ENDURING REGARD AND LOYALTY TO THE  
CALIFORNIA STATE UNIVERSITY, SACRAMENTO.

FORM 990, PART VI, SECTION A, LINE 7A: MEMBERS OF THE STUDENT BODY CAN  
ELECT ONE AT-LARGE BOARD POSITION.

Name of the organization	UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO	Employer identification number 51-0140156
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FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS PRESENTED TO THE GOVERNING BOARD AT A BOARD MEETING BEFORE IT WAS FILED. ANY QUESTIONS FROM BOARD MEMBERS WERE ADDRESSED AT THAT TIME AND ALL MEMBERS APPROVED THE FORM 990 AS DOCUMENTED IN THE BOARD MINUTES.

FORM 990, PART VI, SECTION B, LINE 12C: THE UNION WELL INC'S BOARD MEMBERS, DIRECTORS, AND SUBCONTRACTORS ARE REQUIRED TO SIGN AN ANNUAL FORM STATING THEY HAVE READ THE CONFLICT OF INTEREST POLICY. THEY ALSO RECEIVE ANNUAL TRAINING ON THE UNION WELL INC'S CONFLICT OF INTEREST POLICY.

FORM 990, PART VI, SECTION B, LINE 15: THE UNION WELL INC'S EXECUTIVE DIRECTOR IS HIRED BY THE STATE AT THE WILL OF THE PRESIDENT OF SACRAMENTO STATE.

THE RESPONSIBILITY OF EVALUATION AND TO MAKE SALARY RECOMMENDATIONS IS DELEGATED BY THE UNION WELL INC'S BOARD OF DIRECTORS TO THE VICE PRESIDENT OF STUDENT AFFAIRS. ON AN ANNUAL BASIS, THE VICE PRESIDENT OF STUDENT AFFAIRS RECEIVES COMMENTS FROM THE UNION WELL INC'S BOARD OF DIRECTORS AND TAKES THEM INTO CONSIDERATION IN DECIDING THE COMPENSATION LEVEL AND THE QUALITY OF PERFORMANCE OF THE UNION WELL INC'S EXECUTIVE DIRECTOR.

FORM 990, PART VI, SECTION C, LINE 19: ALL GOVERNING DOCUMENTATION, CONFLICT OF INTEREST POLICY, AND AUDITED FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

THE UNION WELL INC'S AUDIT COMMITTEE ACCEPTS RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS AND THE SELECTION OF



# TAX RETURN FILING INSTRUCTIONS

FORM 990-T

FOR THE YEAR ENDING

..... June 30, 2013 .....

<b>Prepared for</b>	University Union Operation of California State University, Sacramento 6000 J Street Sacramento, CA 95819
<b>Prepared by</b>	Macias Gini & O'Connell LLP 3000 S Street, Suite 300 Sacramento, CA 95816
<b>Amount due or refund</b>	No amount is due.
<b>Make check payable to</b>	No amount is due.
<b>Mail tax return and check (if applicable) to</b>	Department of the Treasury Internal Revenue Service Center Ogden, UT 84201-0027
<b>Return must be mailed on or before</b>	May 15, 2014
<b>Special Instructions</b>	The return should be signed and dated.

**Exempt Organization Business Income Tax Return**  
(and proxy tax under section 6033(e))

**2012**

Department of the Treasury  
Internal Revenue Service

For calendar year 2012 or other tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

Open to Public Inspection for  
501(c)(3) Organizations Only

<b>A</b> <input type="checkbox"/> Check box if address changed  <b>B</b> Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type	Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.) <b>UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO</b>  Number, street, and room or suite no. If a P.O. box, see instructions. <b>6000 J STREET</b>  City or town, state, and ZIP code <b>SACRAMENTO, CA 95819</b>	<b>D</b> Employer identification number (Employees' trust, see instructions.)  <b>51-0140156</b>  <b>E</b> Unrelated business activity codes (See instructions.)  <b>532420</b>
<b>C</b> Book value of all assets at end of year  <b>10,574,392.</b>	<b>F</b> Group exemption number (see instructions) <b>▶</b> <b>G</b> Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust		

**H** Describe the organization's primary unrelated business activity. **▶ SEE STATEMENT 1**

**I** During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?  Yes  No  
If "Yes," enter the name and identifying number of the parent corporation. **▶**

**J** The books are in care of **▶ MARK MONTALVO, DIRECTOR OF FINANCE** Telephone number **▶ 916-278-7917**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
<b>1 a</b> Gross receipts or sales			
<b>b</b> Less returns and allowances <b>c</b> Balance <b>▶</b>	<b>1c</b>		
<b>2</b> Cost of goods sold (Schedule A, line 7)	<b>2</b>		
<b>3</b> Gross profit. Subtract line 2 from line 1c	<b>3</b>		
<b>4 a</b> Capital gain net income (attach Schedule D)	<b>4a</b>		
<b>b</b> Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	<b>4b</b>		
<b>c</b> Capital loss deduction for trusts	<b>4c</b>		
<b>5</b> Income (loss) from partnerships and S corporations (attach statement)	<b>5</b>		
<b>6</b> Rent income (Schedule C)	<b>6</b>	10,775.	41,238.
<b>7</b> Unrelated debt-financed income (Schedule E)	<b>7</b>		
<b>8</b> Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	<b>8</b>		
<b>9</b> Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	<b>9</b>		
<b>10</b> Exploited exempt activity income (Schedule I)	<b>10</b>		
<b>11</b> Advertising income (Schedule J)	<b>11</b>		
<b>12</b> Other income (see instructions; attach statement) <b>STATEMENT 3</b>	<b>12</b>	110,667.	110,667.
<b>13 Total.</b> Combine lines 3 through 12	<b>13</b>	121,442.	41,238.
			80,204.

**Part II Deductions Not Taken Elsewhere** (see instructions for limitations on deductions)  
(except for contributions, deductions must be directly connected with the unrelated business income)

<b>14</b> Compensation of officers, directors, and trustees (Schedule K)				14	932.
<b>15</b> Salaries and wages				15	
<b>16</b> Repairs and maintenance				16	5,658.
<b>17</b> Bad debts				17	
<b>18</b> Interest (attach statement)				18	
<b>19</b> Taxes and licenses				19	
<b>20</b> Charitable contributions (see instructions for limitation rules)				20	
<b>21</b> Depreciation (attach Form 4562)	21	364.			
<b>22</b> Less depreciation claimed on Schedule A and elsewhere on return	22a			22b	364.
<b>23</b> Depletion				23	
<b>24</b> Contributions to deferred compensation plans				24	
<b>25</b> Employee benefit programs				25	
<b>26</b> Excess exempt expenses (Schedule I)				26	
<b>27</b> Excess readership costs (Schedule J)				27	
<b>28</b> Other deductions (attach statement) <b>SEE STATEMENT 4</b>				28	54,660.
<b>29 Total deductions.</b> Add lines 14 through 28				29	61,614.
<b>30</b> Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13				30	18,590.
<b>31</b> Net operating loss deduction (limited to the amount on line 30)				31	18,590.
<b>32</b> Unrelated business taxable income before specific deduction. Subtract line 31 from line 30				32	0.
<b>33</b> Specific deduction (generally \$1,000, but see instructions for exceptions)				33	1,000.
<b>34 Unrelated business taxable income.</b> Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32				34	0.

Part III Tax Computation

Table with 3 columns: Description, Line Number, Amount. Includes rows for Organizations taxable as corporations (35), Trusts taxable at trust rates (36), Proxy tax (37), Alternative minimum tax (38), and Total (39).

Part IV Tax and Payments

Table with 3 columns: Description, Line Number, Amount. Includes rows for Foreign tax credit (40a-40e), Other taxes (42), Total tax (43), Payments (44a-44g), Total payments (45), Estimated tax penalty (46), Tax due (47), Overpayment (48), and Refunded amount (49).

Part V Statements Regarding Certain Activities and Other Information (see instructions)

Table with 3 columns: Question, Yes, No. Includes questions about foreign accounts, foreign trusts, and tax-exempt interest.

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A

Table with 3 columns: Description, Line Number, Amount. Includes rows for Inventory at beginning/end of year, Purchases, Cost of labor, Additional section 263A costs, and Total.

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.

Sign Here: Signature of officer, Date, EXECUTIVE DIRECTOR, Title. Includes a box for 'May the IRS discuss this return with the preparer shown below?' with Yes/No options.

Paid Preparer Use Only: Print/Type preparer's name (JAN A. ROSATI), Preparer's signature, Date (04/16/14), Check self-employed, PTIN (P00047985), Firm's name (MACIAS GINI & O'CONNELL LLP), Firm's EIN (68-0300457), Firm's address (SACRAMENTO, CA 95816), Phone no. (916-928-4600).

**Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)** (see instructions)

1. Description of property

(1) AV EQUIPMENT FEE & ALLOCATED OVERTIME FEES

(2)

(3)

(4)

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
	10,775.	SEE STATEMENT 5 41,238.
(1)		
(2)		
(3)		
(4)		
Total 0.	Total 10,775.	

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **10,775.** (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) **41,238.**

**Schedule E - Unrelated Debt-Financed Income** (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			0.	0.
Total dividends-received deductions included in column 8			0.	0.

**Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations** (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
Totals			0.	0.

**Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization**  
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
<b>Totals</b>	0.			0.

**Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income**  
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals</b>	0.	0.				0.

**Schedule J - Advertising Income** (see instructions)

**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals (carry to Part II, line (5))</b>	0.	0.				0.

**Part II Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
<b>Totals from Part I</b>	0.	0.				0.
<b>Totals, Part II (lines 1-5)</b>	0.	0.				0.

**Schedule K - Compensation of Officers, Directors, and Trustees** (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1) LESLIE DAVIS	EXECUTIVE DIRECTOR	.30%	932.
(2)		%	
(3)		%	
(4)		%	
<b>Total. Enter here and on page 1, Part II, line 14</b>			932.

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT	1
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EQUIPMENT RENTAL FEE & ALLOCATED OVERTIME FEES

TO FORM 990-T, PAGE 1

	FOOTNOTES	STATEMENT	2
NOL CARRYOVER FROM 2010			5,621.
NOL CARRYOVER FROM 2009			19,189.
NOL USED IN 2011			-2,675.
NOL USED IN 2012			-18,590.
NOL CARRYOVER TO 2013			3,545.

FORM 990-T OTHER INCOME STATEMENT 3

DESCRIPTION	AMOUNT
OTHER INCOME	110,667.
TOTAL TO FORM 990-T, PAGE 1, LINE 12	110,667.

FORM 990-T OTHER DEDUCTIONS STATEMENT 4

DESCRIPTION	AMOUNT
OTHER DEDUCTIONS	54,660.
TOTAL TO FORM 990-T, PAGE 1, LINE 28	54,660.

FORM 990-T DEDUCTIONS CONNECTED WITH RENTAL INCOME STATEMENT 5

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DIRECTLY CONNECTED EXPENSES		41,238.	
- SUBTOTAL -	1		41,238.
TOTAL TO FORM 990-T, SCHEDULE C, COLUMN 3			41,238.

Form **8879-EO**

**IRS e-file Signature Authorization  
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2012, or fiscal year beginning JUL 1, 2012, and ending JUN 30, 2013

**2012**

Department of the Treasury  
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**

Name of exempt organization <b>UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO</b>	Employer identification number <b>51-0140156</b>
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Name and title of officer  
**LESLIE DAVIS  
EXECUTIVE DIRECTOR**

**Part I Type of Return and Return Information** (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12) .....	1b <u>8132182</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9) .....	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22) .....	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5) .....	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c) .....	5b _____

**Part II Declaration and Signature Authorization of Officer**

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

**Officer's PIN: check one box only**

I authorize \_\_\_\_\_ to enter my PIN  **Enter five numbers, but do not enter all zeros**

ERO firm name

as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ **\*\*\*\*\* THIS IS NOT A FILEABLE COPY \*\*\*** Date ▶ \_\_\_\_\_

**Part III Certification and Authentication**

**ERO's EFIN/PIN.** Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

**68605995816**  
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ \_\_\_\_\_ Date ▶ 04/16/14

**ERO Must Retain This Form - See Instructions  
Do Not Submit This Form To the IRS Unless Requested To Do So**

# TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM 199

FOR THE YEAR ENDING

..... June 30, 2013 .....

<b>Prepared for</b>	University Union Operation of California State University, Sacramento 6000 J Street Sacramento, CA 95819
<b>Prepared by</b>	Macias Gini & O'Connell LLP 3000 S Street, Suite 300 Sacramento, CA 95816
<b>Amount due or refund</b>	No payment required
<b>Make check payable to</b>	Not Applicable
<b>Mail tax return and check (if applicable) to</b>	Not applicable
<b>Return must be mailed on or before</b>	Not applicable
<b>Special Instructions</b>	The Form 199 return has been prepared for electronic filing. If you wish to have it transmitted electronically to the FTB, please sign, date and return Form 8453-EO to our office. We will then submit the electronic return to the FTB. Do not mail a paper copy of the return to the FTB.

2012

California Exempt Organization  
Annual Information Return

199

Calendar Year 2012 or fiscal year beginning month **JULY** day **1** year **2012**, and ending month **JUNE** day **30** year **2013**.

Corporation/Organization Name <b>UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO</b>		California corporation number <b>0727212</b>
Address (suite, room, or PMB no.) <b>6000 J STREET</b>		FEIN <b>51-0140156</b>
City <b>SACRAMENTO</b>	State <b>CA</b>	ZIP Code <b>95819</b>

<b>A</b> First Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>J</b> If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign, or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," complete and attach form FTB 3509.
<b>B</b> Amended Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>C</b> IRC Section 4947(a)(1) trust <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>D</b> Final Return? <input type="checkbox"/> Dissolved <input type="checkbox"/> Surrendered (Withdrawn) <input type="checkbox"/> Merged/Reorganized    Enter date: _____	
<b>E</b> Check accounting method: (1) <input type="checkbox"/> Cash    (2) <input checked="" type="checkbox"/> Accrual    (3) <input type="checkbox"/> Other	
<b>F</b> Federal return filed? (1) <input checked="" type="checkbox"/> 990T    (2) <input type="checkbox"/> 990(PF)    (3) <input type="checkbox"/> Sch H (990)	
<b>G</b> Is this a group filing for the subordinates/affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach a roster. See instructions	
<b>H</b> Is this organization in a group exemption? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," what is the parent's name?	
<b>I</b> Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," explain, and attach copies of revised documents.	
<b>K</b> Is the organization exempt under R&TC Section 23701g? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," enter the gross receipts from nonmember sources \$ _____	
<b>L</b> If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public contributions, check box. No filing fee is required. <input checked="" type="checkbox"/>	
<b>M</b> Is the organization a Limited Liability Company? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>N</b> Did the organization file Form 100 or Form 109 to report taxable income? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>O</b> Is the organization under audit by the IRS or has the IRS audited in a prior year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

**Part I Complete Part I unless not required to file this form. See General Instructions B and C.**

<b>Receipts and Revenues</b>	<b>1</b> Gross sales or receipts from other sources. From Side 2, Part II, line 8	<b>1</b>	<b>14,154,218.00</b>
	<b>2</b> Gross dues and assessments from members and affiliates	<b>2</b>	<b>00</b>
	<b>3</b> Gross contributions, gifts, grants, and similar amounts received	<b>3</b>	<b>3,950.00</b>
	<b>4</b> Total gross receipts for filing requirement test. Add line 1 through line 3. <b>This line must be completed.</b> If the result is less than \$50,000, see General Instruction B	<b>4</b>	<b>14,158,168.00</b>
	<b>5</b> Cost of goods sold <b>STMT 1</b>	<b>5</b>	<b>7,784.00</b>
	<b>6</b> Cost or other basis, and sales expenses of assets sold	<b>6</b>	<b>6,018,202.00</b>
	<b>7</b> Total costs. Add line 5 and line 6	<b>7</b>	<b>6,025,986.00</b>
	<b>8</b> Total gross income. Subtract line 7 from line 4	<b>8</b>	<b>8,132,182.00</b>
<b>Expenses</b>	<b>9</b> Total expenses and disbursements. From Side 2, Part II, line 18	<b>9</b>	<b>8,164,974.00</b>
	<b>10</b> Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	<b>10</b>	<b>-32,792.00</b>
<b>Filing Fee</b>	<b>11</b> Filing fee \$10 or \$25. See General Instruction F	<b>11</b>	<b>N/A 00</b>
	<b>12</b> Total payments	<b>12</b>	<b>00</b>
	<b>13</b> Penalties and Interest. See General Instruction J	<b>13</b>	<b>00</b>
	<b>14</b> Use tax. See General Instruction K	<b>14</b>	<b>00</b>
	<b>15</b> <b>Balance due.</b> Add line 11, line 13, and line 14. Then subtract line 12 from the result	<b>15</b>	<b>00</b>

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 taxpayer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer	Title <b>EXECUTIVE DIRE</b>	Date	Telephone <b>916-278-6745</b>
	Preparer's signature <b>JAN A. ROSATI</b>	Date <b>04/16/14</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P00047985</b>
<b>Paid Preparer's Use Only</b>	Firm's name (or yours, if self-employed) and address <b>MACIAS GINI &amp; O'CONNELL LLP 3000 S STREET, SUITE 300 SACRAMENTO, CA 95816</b>	FEIN <b>68-0300457</b>	Telephone <b>916-928-4600</b>	
	May the FTB discuss this return with the preparer shown above? See instructions <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

**Part II** Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.

Receipts from Other Sources  Expenses and Disbursements	1	Gross sales or receipts from all business activities. See instructions	1	9,460.00
	2	Interest	2	35,686.00
	3	Dividends	3	00
	4	Gross rents	4	00
	5	Gross royalties	5	00
	6	Gross amount received from sale of assets (See Instructions) STATEMENT 2	6	5,908,371.00
	7	Other income SEE STATEMENT 3	7	8,200,701.00
	8	<b>Total</b> gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	8	14,154,218.00
	9	Contributions, gifts, grants, and similar amounts paid	9	00
	10	Disbursements to or for members	10	00
	11	Compensation of officers, directors, and trustees SEE STATEMENT 4	11	166,444.00
	12	Other salaries and wages	12	00
	13	Interest	13	00
	14	Taxes	14	00
	15	Rents	15	00
	16	Depreciation and depletion (See instructions)	16	190,191.00
	17	Other Expenses and Disbursements SEE STATEMENT 5	17	7,808,339.00
	18	<b>Total</b> expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	18	8,164,974.00

**Schedule L Balance Sheets**

Beginning of taxable year

End of taxable year

Assets	(a)	(b)	(c)	(d)
1 Cash		9,439,703.		9,472,392.
2 Net accounts receivable		133,755.		116,019.
3 Net notes receivable				
4 Inventories		9,641.		6,033.
5 Federal and state government obligations				
6 Investments in other bonds				
7 Investments in stock				
8 Mortgage loans				
9 Other investments				
10 a Depreciable assets	3,132,062.		2,900,308.	
b Less accumulated depreciation	( 2,058,276. )	1,073,786.	( 2,050,096. )	850,212.
11 Land				
12 Other assets STMT 6		123,096.		129,736.
13 Total assets		10,779,981.		10,574,392.
<b>Liabilities and net worth</b>				
14 Accounts payable		236,498.		60,220.
15 Contributions, gifts, or grants payable				
16 Bonds and notes payable				
17 Mortgages payable				
18 Other liabilities STMT 7		691,486.		694,967.
19 Capital stock or principle fund				
20 Paid-in or capital surplus. Attach reconciliation				
21 Retained earnings or income fund		9,851,997.		9,819,205.
22 Total liabilities and net worth		10,779,981.		10,574,392.

**Schedule M-1 Reconciliation of income per books with income per return**

Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.

1	Net income per books	-32,792.	7	Income recorded on books this year not included in this return.	
2	Federal income tax		8	Deductions in this return not charged against book income this year	
3	Excess of capital losses over capital gains		9	Total. Add line 7 and line 8	
4	Income not recorded on books this year		10	Net income per return.	
5	Expenses recorded on books this year not deducted in this return			Subtract line 9 from line 6	-32,792.
6	Total. Add line 1 through line 5	-32,792.			

FORM 199

COST OF GOODS SOLD  
INCLUDED ON PART I, LINE 5

STATEMENT 1

## COST OF GOODS SOLD

1. INVENTORY AT BEGINNING OF YEAR . . . . .		9,641
2. MERCHANDISE PURCHASED. . . . .	4,176	
3. COST OF LABOR. . . . .		
4. MATERIALS AND SUPPLIES . . . . .		
5. OTHER COSTS. . . . .		
6. ADD LINES 1 THROUGH 5 . . . . .		13,817
7. INVENTORY AT END OF YEAR . . . . .		6,033
8. COST OF GOODS SOLD (LINE 6 LESS LINE 7) . .		7,784



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FORM 199                      COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES                      STATEMENT                      4

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NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
DEMETRIO GONZALEZ 6000 J STREET SACRAMENTO, CA 95819	STUDENT REPRESENTATIVE 0.10	0.
MISSY ANAPOLSKY 6000 J STREET SACRAMENTO, CA 95819	ALUMNI REPRESENTATIVE 0.10	0.
LORI VARLOTTA 6000 J STREET SACRAMENTO, CA 95819	CHIEF STUDENT AFFAIRS OFFI 0.10	0.
JIM REINHART 6000 J STREET SACRAMENTO, CA 95819	PRESIDENT'S DESIGNEE 0.10	0.
DARSEY VARNEDOE 6000 J STREET SACRAMENTO, CA 95819	STUDENT AT LARGE 0.10	0.
CALEB FOUNTAIN 6000 J STREET SACRAMENTO, CA 95819	STUDENT REPRESENTATIVE 0.10	0.
ROSALYN KLEIN 6000 J STREET SACRAMENTO, CA 95819	STUDENT REPRESENTATIVE 0.10	0.
HASHMAT HABIBI 6000 J STREET SACRAMENTO, CA 95819	STUDENT REPRESENTATIVE 0.10	0.
DILJEET VIRK 6000 J STREET SACRAMENTO, CA 95819	STUDENT REPRESENTATIVE 0.10	0.
DAVID ROLLOFF 6000 J STREET SACRAMENTO, CA 95819	FACULTY REPRESENTATIVE 0.10	0.
MING-TUNG LEE 6000 J STREET SACRAMENTO, CA 95819	CHIEF FINANCIAL OFFICER 0.10	0.

LESLIE DAVIS  
6000 J STREET  
SACRAMENTO, CA 95819

EXECUTIVE DIRECTOR  
40.00

0.

TOTAL TO FORM 199, PART II, LINE 11

0.

FORM 199	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	AMOUNT
OUTSIDE SERVICES	5,432,057.
REPAIRS AND MAINTENANCE	926,732.
UTILITIES	565,469.
SUPPLIES	253,271.
ADVERTISING AND PROMOTION	10,102.
OFFICE EXPENSES	6,596.
TRAVEL	18,428.
CONFERENCES AND CONVENTIONS	21,727.
ALL OTHER EXPENSES	573,957.
TOTAL TO FORM 199, PART II, LINE 17	7,808,339.

FORM 199	OTHER ASSETS	STATEMENT	6
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
PREPAID EXPENSES AND DEFERRED CHARGES	15,895.	27,638.
DUE FROM SACRAMENTO STATE	105,682.	100,556.
DUE FROM UEI	1,444.	1,482.
DUE FROM ASI	75.	19.
RECEIVABLE - ONE CARD	0.	41.
TOTAL TO FORM 199, SCHEDULE L, LINE 12	123,096.	129,736.

FORM 199	OTHER LIABILITIES	STATEMENT	7
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
DUE TO SACRAMENTO STATE	198,300.	174,494.
DUE TO UEI	367,625.	394,677.
DUE TO UF	390.	0.
DUE TO ASI	10,003.	10,006.
DEFERRED REVENUE	115,168.	115,790.
TOTAL TO FORM 199, SCHEDULE L, LINE 18	691,486.	694,967.

# TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM 109

FOR THE YEAR ENDING

..... June 30, 2013 .....

<b>Prepared for</b>	University Union Operation of California State University, Sacramento 6000 J Street Sacramento, CA 95819
<b>Prepared by</b>	Macias Gini & O'Connell LLP 3000 S Street, Suite 300 Sacramento, CA 95816
<b>Amount due or refund</b>	No payment required
<b>Make check payable to</b>	Not applicable
<b>Mail tax return and check (if applicable) to</b>	Franchise Tax Board P.O. Box 942857 Sacramento, CA 94257-0700
<b>Return must be mailed on or before</b>	June 16, 2014
<b>Special Instructions</b>	The return should be signed and dated by an authorized individual.

TAXABLE YEAR  
**2012**

# California e-file Return Authorization for Exempt Organizations

FORM  
**8453-EO**

Exempt Organization name <b>UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO</b>	Identifying number <b>51-0140156</b>
--	---

**Part I Electronic Return Information** (whole dollars only)

<b>1</b> Total gross receipts (Form 199, line 4) .....	<b>1</b>	<b>14,158,168</b> 00
<b>2</b> Total gross income (Form 199, line 8) .....	<b>2</b>	<b>8,132,182</b> 00
<b>3</b> Total expenses and disbursements (Form 199, line 9) .....	<b>3</b>	<b>8,164,974</b> 00

**Part II Settle Your Account Electronically for Taxable Year 2012**

<b>4</b> <input type="checkbox"/> Electronic funds withdrawal	<b>4a</b> Amount	<b>4b</b> Withdrawal date (MM/DD/YYYY)
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**Part III Banking Information** (Have you verified the exempt organization's banking information?)

<b>5</b> Routing number _____	<b>7</b> Type of account: <input type="checkbox"/> Checking <input type="checkbox"/> Savings
<b>6</b> Account number _____	

**Part IV Declaration of Officer**

I authorize the exempt organization's account be settled as designated in Part II. If I check Part II, Box 4, I authorize an electronic funds withdrawal for the amount listed on line 4a.

Under penalties of perjury, I declare that I am an officer of the above exempt organization and that the information I provided to my Electronic return originator (ERO), transmitter, or intermediate service provider and the amounts in Part I above agree with the amounts on the corresponding lines of the exempt organization's 2012 California electronic return. To the best of my knowledge and belief, the exempt organization's return is true, correct, and complete. If the exempt organization is filing a balance due return, I understand that if the Franchise Tax Board (FTB) does not receive full and timely payment of the exempt organization's fee liability, the exempt organization will remain liable for the fee liability and all applicable interest and penalties. I authorize the exempt organization return and accompanying schedules and statements be transmitted to the FTB by the ERO, transmitter, or intermediate service provider. **If the processing of the exempt organization's return or refund is delayed, I authorize the FTB to disclose to my ERO, intermediate service provider, the reason(s) for the delay.**

<b>Sign Here</b>		_____	Date		<b>EXECUTIVE DIRECTOR</b>	_____	Title
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**Part V Declaration of Electronic Return Originator (ERO) and Paid Preparer.**

I declare that I have reviewed the above exempt organization's return and that the entries on form FTB 8453-EO are complete and correct to the best of my knowledge. (If I am only an Intermediate Service Provider, I understand that I am not responsible for reviewing the exempt organization's return. I declare, however, that form FTB 8453-EO accurately reflects the data on the return.) I have obtained the organization officer's signature on form FTB 8453-EO before transmitting this return to the FTB; I have provided the organization officer with a copy of all forms and information that I will file with the FTB, and I have followed all other requirements described in FTB Pub. 1345, 2012 e-file Handbook for Authorized e-file Providers. I will keep form FTB 8453-EO on file for **four** years from the due date of the return or four years from the date the exempt organization return is filed, whichever is later, and I will make a copy available to the FTB upon request. If I am also the paid preparer, under penalties of perjury, I declare that I have examined the above exempt organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

<b>ERO Must Sign</b>	ERO's signature	Date	Check if also paid preparer <input type="checkbox"/>	Check if self-employed <input type="checkbox"/>	ERO's PTIN <b>P00047985</b>
	Firm's name (or yours if self-employed) and address <b>MACIAS GINI &amp; O'CONNELL LLP</b> <b>3000 S STREET, SUITE 300</b> <b>SACRAMENTO, CA</b>				FEIN <b>68-0300457</b> ZIP Code <b>95816</b>

Under penalties of perjury, I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

<b>Paid Preparer Must Sign</b>	Paid preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Paid preparer's PTIN <b>P00047985</b>
	Firm's name (or yours if self-employed) and address <b>MACIAS GINI &amp; O'CONNELL LLP</b> <b>3000 S STREET, SUITE 300</b> <b>SACRAMENTO, CA</b>			FEIN <b>68-0300457</b> ZIP Code <b>95816</b>

California Exempt Organization Business Income Tax Return

2012

FORM 109

Calendar Year 2012 or fiscal year beginning month JUL day 1 year 2012, and ending month JUN day 30 year 2013

Corporation/Organization Name UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO California corporation number 0727212

Address (suite, room, or PMB no.) 6000 J STREET FEIN 51-0140156

City SACRAMENTO State CA ZIP Code 95819

Form sections A through L with checkboxes and text for tax status, accounting method, and business nature.

Main table with columns for Taxable Corporation, Taxable Trust, Tax Computation, Total Tax, Payments, and Refund (Direct Deposit of Refund) or Amount Due. Rows 1-27.

**Unrelated Business Taxable Income**

**Part I Unrelated Trade or Business Income**

1	a	Gross receipts or gross sales	b	Less returns and allowances	c	Balance	1c	00
2		Cost of goods sold and/or operations (Schedule A, line 7)					2	00
3		Gross profit. Subtract line 2 from line 1c					3	00
4	a	Capital gain net income. See Specific Line Instructions - Trusts attach Schedule D (541)					4a	00
	b	Net gain (loss) from Part II, Schedule D-1					4b	00
	c	Capital loss deduction for trusts					4c	00
5		Income (or loss) from partnerships, limited liability companies, or S corporations. See specific line instructions. Attach Schedule K-1 (565, 568, or 100S) or similar schedule					5	00
6		Rental income (Schedule C)					6	-30,463.00
7		Unrelated debt-financed income (Schedule D)					7	00
8		Investment income of an R&TC Section 23701g, 23701i, or 23701n organization (Schedule E)					8	00
9		Interest, Annuities, Royalties and Rents from controlled organizations (Schedule F)					9	00
10		Exploited exempt activity income (Schedule G)					10	00
11		Advertising income (Schedule H, Part III, Column A)					11	00
12		Other income. Attach schedule			SEE STATEMENT 9		12	110,667.00
13		Total unrelated trade or business income. Add line 3 through line 12					13	80,204.00

**Part II Deductions Not Taken Elsewhere** (Except for contributions, deductions must be directly connected with the unrelated business income.)

14		Compensation of officers, directors, and trustees from Schedule I					14	932.00
15		Salaries and wages					15	00
16		Repairs					16	5,658.00
17		Bad debts					17	00
18		Interest					18	00
19		Taxes					19	00
20		Contributions					20	00
21	a	Depreciation (Corporations and Associations - Schedule J) (Trusts - form FTB 3885F)	21a	364.00				
	b	Less: depreciation claimed on Schedule A	21b	00			21	364.00
22		Depletion					22	00
23	a	Contributions to deferred compensation plans					23a	00
	b	Employee benefit programs					23b	00
24		Other deductions			SEE STATEMENT 10		24	54,660.00
25		Total deductions. Add line 14 through line 24					25	61,614.00
26		Unrelated business taxable income before allowable excess advertising costs. Subtract line 25 from line 13					26	18,590.00
27		Excess advertising costs (Schedule H, Part III, Column B)					27	00
28		Unrelated business taxable income before specific deduction. Subtract line 27 from line 26					28	18,590.00
29		Specific deduction					29	1,000.00
30		Unrelated business taxable income. Subtract line 29 from line 28. If line 28 is a loss, enter line 28					30	17,590.00

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Title	Date	Telephone
		EXECUTIVE DIRECTOR		916-278-6745
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed	PTIN
	JAN A. ROSATI	04/16/14	<input type="checkbox"/>	P00047985
	Firm's name (or yours, if self-employed) and address			FEIN
	MACIAS GINI & O'CONNELL LLP			68-0300457
	3000 S STREET, SUITE 300			Telephone
	SACRAMENTO, CA 95816			916-928-4600
	May the FTB discuss this return with the preparer shown above? See instructions			<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Schedule A Cost of Goods Sold and/or Operations.**

Method of inventory valuation (specify) **N/A**

1 Inventory at beginning of year	1	00
2 Purchases	2	00
3 Cost of labor	3	00
4 a Additional IRC Section 263A costs. Attach schedule	4a	00
b Other costs. Attach schedule	4b	00
5 Total. Add line 1 through line 4b	5	00
6 Inventory at end of year	6	00
7 Cost of goods sold and/or operations. Subtract line 6 from line 5. Enter here and on Side 2, Part I, line 2	7	00

Do the rules of IRC Section 263A (with respect to property produced or acquired for resale) apply to this organization?  Yes  No

**Schedule B Tax Credits. Do not claim the New Jobs Credit on Schedule B.**

1 Enter credit name	code no.	1	00
2 Enter credit name	code no.	2	00
3 Enter credit name	code no.	3	00
4 Total. Add line 1 through line 3. If claiming more than 3 credits, enter the total of all claimed credits, except New Jobs Credit, on line 4. Enter here and on Side 1, line 11c		4	00

**Schedule K Add-On Taxes or Recapture of Tax.**

1 Interest computation under the look-back method for completed long-term contracts. Attach form FTB 3834	1	00
2 Interest on tax attributable to installment: a Sales of certain timeshares or residential lots	2a	00
b Method for non-dealer installment obligations	2b	00
3 IRC Section 197(f)(9)(B)(ii) election to recognize gain on the disposition of intangibles	3	00
4 Credit recapture. Credit name	4	00
5 Total. Combine the amounts on line 1 through line 4	5	00

**Schedule R Apportionment Formula Worksheet. Use only for unrelated trade or business amounts.**

Is this organization electing the Alternate Method - Single-Sales Factor Formula?  
If "Yes," complete Part B. If "No," complete Part A  Yes  No

Part A. Standard Method - Three Factor Formula. Complete if the corporation uses the three-factor formula. (The three-factor formula includes the double-weighted sales factor.)	(a) Total within and outside California	(b) Total within California	(c) Percent within California (b) ÷ (a)
1 Property factor:	•	•	•
2 Payroll factor: Wages and other compensation of employees	•	•	•
3 Sales factor: Gross sales and/or receipts less returns and allowances	•	•	•
4 Multiply the factor on line 3, column (c) by 2			
5 Total percentage: Add the percentages in column (c), line 1, line 2, and line 4			
6 Average apportionment percentage: Divide the factor on line 5 by 4 and enter the result here and on Form 109, Side 1, line 2. See instructions for exceptions			

Part B. Alternate Method - Single-Sales Factor Formula. Complete if the corporation elects the single-sales factor formula. This is an irrevocable annual election.	(a) Total within and outside California	(b) Total within California	(c) Percent within California (b) ÷ (a)
1 Total Sales	•	•	
2 Apportionment percentage. Divide total sales column (b) by total sales column (a) and enter the result here and on Form 109, Side 1, line 2			•

**Schedule C Rental Income from Real Property and Personal Property Leased with Real Property**

For rental income from debt-financed property, use Schedule D, R&TC Section 23701g, Section 23701i, and Section 23701n organizations. See instructions for exceptions.

1 Description of property	2 Rent received or accrued	3 Percentage of rent attributable to personal property
<b>AV EQUIPMENT FEE &amp; ALLOCATED OVERTIME FEES</b>	<b>10,775.</b>	<b>100.00%</b>
		%
		%
4 Complete if any item in column 3 is more than 50%, or for any item if the rent is determined on the basis of profit or income	5 Complete if any item in column 3 is more than 10%, but not more than 50%	
(a) Deductions directly connected <b>SEE STATEMENT 11</b>	(b) Income includible, column 2 less column 4(a)	(a) Gross income reportable, column 2 x column 3
<b>41,238.</b>	<b>-30,463.</b>	
		(b) Deductions directly connected with personal property
		(c) Net income includible, column 5(a) less column 5(b)
Add columns 4(b) and column 5(c). Enter here and on Side 2, Part I, line 6		<b>-30,463.</b>

**Schedule D Unrelated Debt-Financed Income**

1 Description of debt-financed property		2 Gross income from or allocable to debt-financed property		3 Deductions directly connected with or allocable to debt-financed property	
				(a) Straight-line depreciation	(b) Other deductions
4 Amount of average acquisition indebtedness on or allocable to debt-financed property	5 Average adjusted basis of or allocable to debt-financed property	6 Debt basis percentage, column 4 ÷ column 5	7 Gross income reportable, column 2 x column 6	8 Allocable deductions, total of columns 3(a) and 3(b) x column 6	9 Net income (or loss) includible, column 7 less column 8
		%			
		%			
		%			
Total. Enter here and on Side 2, Part I, line 7					

**Schedule E Investment Income of an R&TC Section 23701g, Section 23701i, or Section 23701n Organization**

1 Description	2 Amount	3 Deductions directly connected	4 Net investment income, column 2 less column 3	5 Set-asides	6 Balance of investment income, column 4 less column 5
Total. Enter here and on Side 2, Part I, line 8					
Enter gross income from members (dues, fees, charges, or similar amounts)					

**Schedule F Interest, Annuities, Royalties and Rents from Controlled Organizations**

Exempt Controlled Organizations					
1 Name of controlled organizations	2 Employer Identification Number	3 Net unrelated income (loss)	4 Total of specified payments made	5 Part of column (4) that is included in the controlling organization's gross income	6 Deductions directly connected with income in column (5)
1					
2					
3					
Nonexempt Controlled Organizations					
7 Taxable Income	8 Net unrelated income (loss)	9 Total of specified payments made	10 Part of column (9) that is included in the controlling organization's gross income	11 Deductions directly connected with income in column (10)	
1					
2					
3					
4 Add columns 5 and 10					
5 Add columns 6 and 11					
6 Subtract line 5 from line 4. Enter here and on Side 2, Part 1, line 9					

**Schedule G Exploited Exempt Activity Income, other than Advertising Income**

1 Description of exploited activity (attach schedule if more than one unrelated activity is exploiting the same exempt activity)	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income from unrelated trade or business, column 2 less column 3	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expense, column 6 less column 5 but not more than column 4	8 Net income includible, column 4 less column 7 but not less than zero
Total. Enter here and on Side 2, Part I, line 10							

**Schedule H Advertising Income and Excess Advertising Costs**

**Part I Income from Periodicals Reported on a Consolidated Basis**

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising income or excess advertising costs. If column 2 is greater than column 3, complete columns 5, 6, and 7. If column 3 is greater than column 2, enter the excess in Part III, column B(b). Do not complete columns 5, 6, and 7.	5 Circulation income	6 Readership costs	7 If column 5 is greater than column 6, enter the income shown in column 4, in Part III, column A(b). If column 6 is greater than column 5, subtract the sum of column 6 and column 3 from the sum of column 5 and column 2. Enter amount in Part III, column A(b). If the amount is less than zero, enter -0-
Totals .....						

**Part II Income from Periodicals Reported on a Separate Basis**

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising income or excess advertising costs	5 Circulation income	6 Readership costs	7 If column 5 is greater than column 6, enter the income shown in column 4, in Part III, column A(b). If column 6 is greater than column 5, subtract the sum of column 6 and column 3 from the sum of column 5 and column 2. Enter amount in Part III, column A(b). If the amount is less than zero, enter -0-

**Part III Column A - Net Advertising Income**

(a) Enter "consolidated periodical" and/or names of non-consolidated periodicals	(b) Enter total amount from Part I, column 4 or 7, and amounts listed in Part II, cols. 4 and 7
Enter total here and on Side 2, Part I, line 11	

**Part III Column B - Excess Advertising Costs**

(a) Enter "consolidated periodical" and/or names of non-consolidated periodicals	(b) Enter total amount from Part I, column 4, and amounts listed in Part II, column 4
Enter total here and on Side 2, Part II, line 27	

**Schedule I Compensation of Officers, Directors, and Trustees**

1 Name of Officer	2 SSN or ITIN	3 Title	4 Percent of time devoted to business	5 Compensation attributable to unrelated business	6 Expense account allowances
LESLIE DAVIS		EXECUTIVE DIREC	.30 %	932.	0.
			%		
			%		
			%		
			%		
Total. Enter here and on Side 2, Part II, line 14				932.	

**Schedule J Depreciation (Corporations and Associations only. Trusts use form FTB 3885F.)**

1 Group and guideline class or description of property	2 Date acquired	3 Cost or other basis	4 Depreciation allowed or allowable in prior years	5 Method of computing depreciation	6 Life or rate	7 Depreciation for this year
1 Total additional first-year depreciation (do not include in items below) .....						
2 Other depreciation:						
Buildings .....						
Furniture and fixtures .....						
Transportation equipment .....						
Machinery and other equipment .....						
Other (specify) .....						
3 Other depreciation .....						
4 Total .....						
5 Amount of depreciation claimed elsewhere on return .....						
6 Balance. Subtract line 5 from line 4. Enter here and on Side 2, Part II, line 21a .....						

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FORM 109	NATURE OF TRADE OR BUSINESS	STATEMENT	8
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EQUIPMENT RENTAL FEE & ALLOCATED OVERTIME FEES

TO FORM 109, PAGE 1

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FORM 109	OTHER INCOME	STATEMENT	9
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DESCRIPTION	AMOUNT
OTHER INCOME	110,667.
TOTAL TO FORM 109, PAGE 2, LINE 12	110,667.

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FORM 109	OTHER DEDUCTIONS	STATEMENT	10
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DESCRIPTION	AMOUNT
OTHER DEDUCTIONS	54,660.
TOTAL TO FORM 109, PAGE 2, LINE 24	54,660.

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FORM 109	DEDUCTIONS DIRECTLY CONNECTED WITH RENTAL PROPERTY	STATEMENT	11
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DIRECTLY CONNECTED EXPENSES		41,238.	
- SUBTOTAL -	1		41,238.
TOTAL TO FORM 109, SCHEDULE C, LINE 4A			41,238.

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# TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM RRF-1

FOR THE YEAR ENDING

June 30, 2013

<b>Prepared for</b>	University Union Operation of California State University, Sacramento 6000 J Street Sacramento, CA 95819
<b>Prepared by</b>	Macias Gini & O'Connell LLP 3000 S Street, Suite 300 Sacramento, CA 95816
<b>Mail tax return to</b>	Registry of Charitable Trusts P.O. Box 903447 Sacramento, CA 94203-4470
<b>Return must be mailed on or before</b>	Please mail as soon as possible.
<b>Special Instructions</b>	<p>The return should be signed and dated by an authorized individual.</p> <p>Enclose a check for \$150 made payable to Attorney General's Registry of Charitable Trusts. Include "Form RRF-1," the report year and the organization's state charity registration number and/or organization number on the remittance.</p> <p>A copy of the federal return is also provided. In conjunction with Form RRF-1 this comprises the Annual Report to be filed with the California Attorney General's Registry of Charitable Trusts.</p>

MAIL TO:  
 Registry of Charitable Trusts  
 P.O. Box 903447  
 Sacramento, CA 94203-4470  
 Telephone: (916) 445-2021

WEB SITE ADDRESS:  
<http://ag.ca.gov/charities/>

## ANNUAL REGISTRATION RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA

Sections 12586 and 12587, California Government Code  
 11 Cal. Code Regs. sections 301-307, 311 and 312

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code section 12586.1. IRS extensions will be honored.

State Charity Registration Number: <b>CT</b> <u>16798</u>  <b>UNIVERSITY UNION OPERATION OF CALIFORNIA STATE UNIVERSITY, SACRAMENTO</b> <small>Name of Organization</small>  <u>6000 J STREET</u> <small>Address (Number and Street)</small>  <u>SACRAMENTO, CA 95819</u> <small>City or Town, State and ZIP Code</small>	<b>Check if:</b> <input type="checkbox"/> Change of address  <input type="checkbox"/> Amended report  Corporate or Organization No. <u>0727212</u>  Federal Employer I.D. No. <u>51-0140156</u>
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**ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)**  
 Make Check Payable to Attorney General's Registry of Charitable Trusts

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between \$100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

**PART A - ACTIVITIES**

For your most recent full accounting period (beginning 07/01/2012 ending 06/30/2013) list:  
 Gross annual revenue \$ 8,132,182. Total assets \$ 10,574,392.

**PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT**

**Note:** If you answer "yes" to any of the questions below, you must attach a separate sheet providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

	Yes	No
1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest?		X
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, did non-program expenditures exceed 50% of gross revenues?		X
4. During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy.		X
5. During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If "yes," provide an attachment listing the name, address, and telephone number of the service provider.		X
6. During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number.		X
7. During this reporting period, did the organization hold a raffle for charitable purposes? If "yes," provide an attachment indicating the number of raffles and the date(s) they occurred.		X
8. Does the organization conduct a vehicle donation program? If "yes," provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes.		X
9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?	X	

Organization's area code and telephone number 916-278-6745

Organization's e-mail address \_\_\_\_\_

**I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.**

<b>LESLIE DAVIS</b> <small>Signature of authorized officer</small>	<b>EXECUTIVE DIRECTOR</b> <small>Printed Name</small>	 <small>Title</small>	 <small>Date</small>
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