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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

MODERN WOODMEN OF AMERICA

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

1701 FIRST AVENUE

Room/suite

City or town, state or country, and ZIP + 4

ROCK ISLAND, IL 61201

F Name and address of principal officer

DENIS P PRIOR

1701 1ST AVENUE

ROCK ISLAND,IL 61201

H(a) Is this a group return for affiliates?

☐ Yes ☒ No

H(b) Are all affiliates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status

☐ 501(c)(3) ☒ 501(c) (8)

(insert no)

☐ 4947(a)(1) or ☐ 527

J Website:

WWW.MODERN-WOODMEN.ORG

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation 1883

M State of legal domicile IL

Part I

Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO IMPROVE THE QUALITY OF LIFE FOR OUR MEMBERS						
Revenue	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets						
	3	Number of voting members of the governing body (Part VI, line 1a)					
	4	Number of independent voting members of the governing body (Part VI, line 1b)					
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)					
	6	Total number of volunteers (estimate if necessary)					
	7a	Total unrelated business revenue from Part VIII, column (C), line 12					
	7b	Net unrelated business taxable income from Form 990-T, line 34					
	8	Contributions and grants (Part VIII, line 1h)					
	9	Program service revenue (Part VIII, line 2g)					
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)					
Expenses	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)					
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)					
	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)					
	14	Benefits paid to or for members (Part IX, column (A), line 4)					
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)					
	16a	Professional fundraising fees (Part IX, column (A), line 11e)					
	b	Total fundraising expenses (Part IX, column (D), line 25)					
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)					
Net Assets or Fund Balances	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)					
	19	Revenue less expenses Subtract line 18 from line 12					
	20	Total assets (Part X, line 16)					
	21	Total liabilities (Part X, line 26)					
	22	Net assets or fund balances Subtract line 21 from line 20					

Part II

Signature Block

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

Sign Here

Signature of officer

2012-11-13

Date

Preparer's signature

Preparer's taxpayer identification number (see instructions)

DENIS P PRIOR NATIONAL SECRETARY

EIN

Type or print name and title

Phone no

Paid Preparer's Use Only

Preparer's signature

Firm's name (or yours if self-employed), address, and ZIP + 4

Date

Check if self-employed

Preparer's taxpayer identification number (see instructions)

EIN

Phone no

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2011)

Part III

Statement of Program Service Accomplishments

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

1

Briefly describe the organization's mission

TO IMPROVE THE QUALITY OF LIFE FOR OUR MEMBERS

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes

No

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

3

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

Yes

No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a

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

LIFE INSURANCE PROGRAMS. MODERN WOODMEN OF AMERICA PROVIDES BENEFITS AND SERVICES COVERAGE FOR LIFE, ANNUITY, AND ACCIDENT & HEALTH INSURANCE. (759,561 MEMBERS)

4b

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

FRATERNAL BENEFITS (9,095 BENEFICIARIES)

4c

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

YOUTH COMMUNITY SERVICE PROGRAMS. YOUTH ACTIVITIES AND PROGRAMS (13,126 ACTIVITIES)

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

FRATERNAL CHARACTER (754,806 MEMBERS)

4d

Other program services. (Describe in Schedule O)

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

4e

Total program service expenses

Form 990 (2011)

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		No
2	Is the organization required to complete Schedule B, Schedule of Contributors(see instructions)?		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	Yes	
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.	Yes	
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I	Yes	
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 U S ? If "Yes," complete Schedule F, Part II and IV		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV		No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements		

Part IV

Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance		
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>		
		YesNo
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	1a63,988
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1cYes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements filed for the calendar year ending with or within the year covered by this return. .	2a2,279
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2bYes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3aYes
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3bYes
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)? .	4aYes
b	If "Yes," enter the name of the foreign country: OC See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5aNo
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5bNo
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6aNo
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b
7	Organizations that may receive deductible contributions under section 170(c).	
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7aNo
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7cNo
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7eNo
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7fNo
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8
9	Sponsoring organizations maintaining donor advised funds.	
a	Did the organization make any taxable distributions under section 4966?	9a
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b
10	Section 501(c)(7) organizations. Enter	
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b
11	Section 501(c)(12) organizations. Enter	
a	Gross income from members or shareholders.	11a
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b
c	Enter the aggregate amount of reserves on hand.	13c
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14aNo
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b

Part VI

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1a	9		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	3
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
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	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	Yes
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	Yes
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	Yes
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes
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	No

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed ▶ _____
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
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. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ DENIS P PRIOR 1701 1ST AVENUE ROCK ISLAND, IL 61201 (309) 786-6481

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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) WILLIAM KENNETH MASSEY PRESIDENT	40 00	X		X				1,050,153	0	720,007
(2) WILLIAM DAVID KELTNER REGIONAL DIR	40 00	X						854,002	4,176	504,127
(3) ALBERT THURMAN HURST REGIONAL DIR	40 00	X						738,532	4,433	362,005
(4) DARCY ANN CALLAS GEN'L COUNSEL	40 00	X		X				538,003	0	650,379
(5) LARRY LYN SCHREIBER CHIEF RISK O	40 00	X		X				444,696	0	682,917
(6) DENIS PATRICK PRIOR NAT'L SECR	40 00	X		X				436,516	0	801,493
(7) JERRY FRANKLIN HARBAUGH DIRECTOR	5 00	X						48,530	0	0
(8) DAVID BRUCE EMRICK DIRECTOR	5 00	X						48,010	0	0
(9) ROBERT CLARENCE POLLEX DIRECTOR	5 00	X						47,933	0	0
(10) PATRICK JAMES BARNES MRKT OFFICER	40 00			X				329,439	0	538,220
(11) MICHAEL EDWARD DAU TREASURER	40 00			X				327,386	0	632,773
(12) ROSEMARY COSTELLO HR MANAGER	40 00			X				322,732	0	545,681
(13) GEORGE RAYMOND WORLEY AGENCY OFFCR	40 00			X				317,664	0	381,901
(14) MICHAEL SCOTT ANDREWS CHIEF ACTUAR	40 00			X				210,547	0	191,648
(15) PATRICK OMAR SAUNDERS ASST NAT'L SEC	40 00			X				207,304	0	211,446
(16) STEPHEN ALAN VANSPEYBROECK FRATERNAL DI	40 00			X				176,823	0	254,583
(17) DIANE ELIZABETH NAHRA CONTROLLER	40 00				X			150,304	0	1,885

Part VII

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
(18) SAMUEL G SAIED FINANCIAL RE	40 00					X		687,310	38,752	325,071
(19) DOUGLAS W GRENIER FINANCIAL RE	40 00					X		490,841	119,101	178,071
(20) THOMAS J HOSMANEK REGIONAL DIR	40 00					X		596,863	8,303	427,215
(21) DANIEL L LAWRENCE REGIONAL DIR	40 00					X		561,786	30,816	272,328
(22) JOSEPH A SZTAPKA REGIONAL DIR	40 00					X		576,536	12,651	224,532
(23) CHARLES ERNEST BEANE GEN'L COUNSE	0 00						X	268,656	0	0
(24) GERALD PETER ODEAN NAT'L SECR							X	242,884	0	0
(25) NICHOLAS STEPHEN COIN TREASURER							X	239,885	0	0
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								9,913,335	218,232	7,906,282
2	Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶274									

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

Section B. Independent Contractors

1	Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year		
	(A) Name and business address	(B) Description of services	(C) Compensation
	SE2 5801 SW SIXTH AVENUE TOPEKA, KS 66636	VA PRODUCT MGMT	972,918
	BLACKROCK INTERNATIONAL LIMITED 40 TORPHICHEN STREET EDINBURGH UK	INVESTMENT MGMT	350,710
	OFI INSTITUTIONAL DISCOVERY SMALL 6803 SOUTH TUCSON WAY CENTENNIAL, CO 80112	INVESTMENT MGMT	323,095
	ERNST & YOUNG 801 GRAND AVENUE SUITE 3000 DES MOINES, IA 50309	AUDIT	307,538
	ROBERT E NOLAN COMPANY MANAGEMENT CONSULTANTS 92 HOPMEADOW ST WEATOGUE, CT 06089	MGMT CONSULTING	277,441
2	Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶13		

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f					
Program Service Revenue	2a	PREMIUMS & OTHER RECEIPTS	Business Code 524113	1,187,940,187	1,187,940,187		
	b	GROSS INVESTMENT INCOME	524113	546,929,327	546,929,327		
	c	OTHER INCOME	524113	29,275,181	29,275,181		
	d	PRINTING INCOME	323100	7,959		7,959	
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		1,764,152,654			
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)				
4		Income from investment of tax-exempt bond proceeds . .					
5		Royalties					
6a		Gross rents	(i) Real (ii) Personal				
b		Less rental expenses					
c		Rental income or (loss)					
d		Net rental income or (loss)					
7a		Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
b		Less cost or other basis and sales expenses					
c		Gain or (loss)					
d		Net gain or (loss)					
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events . .					
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities . .					
10a		Gross sales of inventory, less returns and allowances	a				
b		Less cost of goods sold . . .	b				
c		Net income or (loss) from sales of inventory . .					
		Miscellaneous Revenue	Business Code				
11a		RCP DIRECT	900099	49,182		49,182	
b		NORTHSTAR MEZZANINE FD PT IV	900099	40,540		40,540	
c		CIMARRON PARTNERS LP	900099	37,152		37,152	
d	All other revenue		-42,789		-42,789		
e	Total. Add lines 11a-11d		84,085				
12	Total revenue. See Instructions		1,764,236,739	1,764,144,695	92,044		

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) but are not required to complete columns (B), (C), and (D)

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	511,366			
2	Grants and other assistance to individuals in the United States See Part IV, line 22	546,090			
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	1,462,441,511			
5	Compensation of current officers, directors, trustees, and key employees	5,243,479			
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	29,287,683			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	14,856,648			
9	Other employee benefits	11,510,233			
10	Payroll taxes	6,909,241			
11	Fees for services (non-employees)				
a	Management				
b	Legal	445,561			
c	Accounting	348,779			
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other				
12	Advertising and promotion	2,387,339			
13	Office expenses	6,845,778			
14	Information technology	1,635,437			
15	Royalties				
16	Occupancy	5,274,954			
17	Travel	685,209			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	3,831,725			
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,628,592			
23	Insurance	341,316			
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	COMMISSIONS	71,209,069			
b	CAMP ADMIN & ACTIVITIES	12,190,254			
c	MISCELLANEOUS EXPENSES	10,937,416			
d	FIELD EXPENSE ALLOWANCE	9,755,686			
e					
f	All other expenses	8,122,222			
25	Total functional expenses. Add lines 1 through 24f	1,667,945,588	0	0	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			3,880,549	1	2,763,279
	2	Savings and temporary cash investments			61,808,693	2	118,942,215
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net				4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges				9	
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	84,477,691			
	b	Less: accumulated depreciation	10b	40,006,965	37,427,369	10c	44,470,726
	11	Investments—publicly traded securities				11	
	12	Investments—other securities. See Part IV, line 11			22,706,064	12	25,349,420
	13	Investments—program-related. See Part IV, line 11			9,763,964,835	13	10,545,121,873
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			254,481,814	15	643,007,160
16	Total assets. Add lines 1 through 15 (must equal line 34)			10,144,269,324	16	11,379,654,673	
Liabilities	17	Accounts payable and accrued expenses			15,326,494	17	17,675,499
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			8,900,520,914	25	10,096,582,273
	26	Total liabilities. Add lines 17 through 25			8,915,847,408	26	10,114,257,772
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
27		Unrestricted net assets				27	
28		Temporarily restricted net assets				28	
29		Permanently restricted net assets				29	
Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.							
30		Capital stock or trust principal, or current funds				30	
31		Paid-in or capital surplus, or land, building or equipment fund				31	
32		Retained earnings, endowment, accumulated income, or other funds			1,228,421,916	32	1,265,396,901
33		Total net assets or fund balances			1,228,421,916	33	1,265,396,901
34	Total liabilities and net assets/fund balances			10,144,269,324	34	11,379,654,673	

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	1,764,236,739
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,667,945,588
3	Revenue less expenses Subtract line 2 from line 1	3	96,291,151
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,228,421,916
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-59,316,166
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,265,396,901

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 type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other STATUTORY 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?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 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	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
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?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:
Software Version:
EIN: 36-1493430
Name: MODERN WOODMEN OF AMERICA

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services
(Code) (Expenses \$ including grants of \$) (Revenue \$) FRATERNAL CHARACTER (754,806 MEMBERS)

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ Complete if the organization is described below.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

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

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

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

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

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

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

Name of the organization MODERN WOODMEN OF AMERICA	Employer identification number 36-1493430
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1

Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV

2

Political expenditures

▶ \$

3

Volunteer hours

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

1

Enter the amount of any excise tax incurred by the organization under section 4955

▶ \$

2

Enter the amount of any excise tax incurred by organization managers under section 4955

▶ \$

3

If the organization incurred a section 4955 tax, did it file Form 4720 for this year?

☐ Yes ☒ No

4a

Was a correction made?

☐ Yes ☒ No

b

If "Yes," describe in Part IV

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

1

Enter the amount directly expended by the filing organization for section 527 exempt function activities

▶ \$

2

Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities

▶ \$

3

Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b

▶ \$

4

Did the filing organization file Form 1120-POL for this year?

☐ Yes ☒ No

5

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

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

Part II-A

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

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

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

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

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

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

Part III-A

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

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		No
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2		No
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		No

Part III-B

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

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

Part IV

Supplemental Information

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

Identifier	Return Reference	Explanation
ADDITIONAL INFORMATION	SCHEDULE C, PART IV	PART 1-A, LINE 1 MODERN WOODMEN OF AMERICA ESTABLISHED AND MAINTAINS A SEPARATE SEGREGATED FUND (MODERN WOODMEN OF AMERICA POLITICAL ACTION COMMITTEE ("MWA-PAC") 1701 1ST AVENUE ROCK ISLAND, IL 61201 EIN 36-3304409) TO RECEIVE CONTRIBUTIONS AND MAKE EXPENDITURES IN POLITICAL CAMPAIGNS. CONTRIBUTIONS TO THE SEPARATE SEGREGATED FUND ARE MADE VIA AN INDIVIDUAL'S PERSONAL CHECK PAYABLE DIRECTLY TO MWA-PAC.

SCHEDULE D
(Form 990)

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization MODERN WOODMEN OF AMERICA	Employer identification number 36-1493430
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Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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 checked="" 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 pleasure) ☐ Preservation of an historically importantly land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2

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

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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 170(h)(4)(B)(ii)?

☐ Yes ☒ No

9

In Part XIV, 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, 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 XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, 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 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 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 XIV

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 XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☒ No

b

If "Yes," explain the arrangement in Part XIV

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	Investment earnings or 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 year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

(ii)

related organizations

b

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

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

4

Describe in Part XIV 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	1,150,000	195,245		1,345,245
b Buildings	15,889,021	55,705,599	34,664,239	36,930,381
c Leasehold improvements				
d Equipment		11,537,826	5,342,726	6,195,100
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				44,470,726

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12)		

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) BONDS	9,179,803,079	F
(2) MORTGAGE LOANS	519,505,503	C
(3) COMMON STOCKS	480,484,459	F
(4) CERTIFICATE LOANS	188,308,666	C
(5) OTHER INVESTED ASSETS	177,020,166	F
(6) PREFERRED STOCK		F
(7) WARRANTS		F
Total. (Column (b) should equal Form 990, Part X, col (B) line 13)	10,545,121,873	

(a) Description	(b) Book value
(1) SECURITIES LENDING	395,905,072
(2) SEPARATE ACCOUNTS	132,275,272
(3) INVESTMENT INCOME DUE & ACCRUED	113,199,616
(4) RECEIVABLE FROM SUBSIDIARIES & AFFIL	898,661
(5) AMOUNTS RECOVERABLE FROM REINSURERS	407,575
(6) UNCOLLECTED PREMIUMS	295,300
(7) MISCELLANEOUS ASSETS	25,664
(8) RECEIVABLES FOR SECURITIES	
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	643,007,160

1	(a) Description of Liability	(b) Amount
	Federal Income Taxes	
	See Additional Data Table	
	Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ▶	10,096,582,273

Schedule D (Form 990) 2011

Part XI

Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

Part XII

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

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

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

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

Part XIV

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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
SUPPLEMENTAL FINANCIAL INFORMATION	SCHEDULE D, PAGE 4, PART XIV	PART XI - LINE 8, OTHER OTHER ADJUSTMENTS INCLUDE CHANGE IN NONADMITTED ASSETS FOR STATUTORY PURPOSES OF (17,486,200) AND FRATERNAL BENEFIT RESERVE CHANGE OF 705

Additional Data

Software ID:

Software Version:

EIN: 36-1493430

Name: MODERN WOODMEN OF AMERICA

Form 990, Schedule D, Part IX, - Other Assets

(a) Description	(b) Book value
SECURITIES LENDING	395,905,072
SEPARATE ACCOUNTS	132,275,272
INVESTMENT INCOME DUE & ACCRUED	113,199,616
RECEIVABLE FROM SUBSIDIARIES & AFFIL	898,661
AMOUNTS RECOVERABLE FROM REINSURERS	407,575
UNCOLLECTED PREMIUMS	295,300
MISCELLANEOUS ASSETS	25,664
RECEIVABLES FOR SECURITIES	

Form 990, Schedule D, Part X, - Other Liabilities

1 (a) Description of Liability	(b) Amount
CONTRACT RESERVES	9,297,706,478
SECURITIES LENDING	395,905,072
ASSET VALUATION RESERVE	157,930,720
SEPARATE ACCOUNTS	132,275,272
LIABILITY FOR BENEFITS FOR EMPLOYEES	34,806,928
OTHER LIABILITIES	17,136,986
PROVISION FOR REFUNDS PAYABLE	16,900,000
CONTRACT CLAIM LIABILITY	13,248,156
INTEREST MAINTENANCE EXPENSE	12,617,267
DRAFTS OUTSTANDING	11,643,284
PREMIUMS RECEIVED IN ADVANCE	6,412,110

1

(i) Method of valuation
(book, FMV, appraisal, other)

3 Enter total number of other organizations or entities

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Use Part V if additional space is needed.

[illegible]

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)*

☐ Yes

☐ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*

☐ Yes

☐ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)*

☐ Yes

☐ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)*

☐ Yes

☐ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)*

☐ Yes

☐ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).*

☐ Yes

☐ No

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

[illegible]

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
MODERN WOODMEN OF AMERICA

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number
36-1493430

Part I

General Information on Grants and Assistance

- 1

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

☒ Yes ☐ No
- 2

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

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

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

2

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

13

3

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

2

Part IIIGrants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) SCHOLARSHIPS	259	441,000			
(2) ORPHAN BENEFITS	36	105,090			

Part IVSupplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS INSIDE THE UNITED STATES	SCHEDULE I, PAGE 1, PART I, LINE 2	ALTHOUGH MODERN WOODMEN DOES NOT HAVE SPECIFIC PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS, IT DOES HAVE PROCEDURES IN PLACE TO DECIDE WHO RECEIVES GRANTS, CONTRIBUTIONS, SCHOLARSHIPS AND ORPHAN BENEFITS ORGANIZATIONS ELIGIBLE TO RECEIVE CONTRIBUTIONS MUST BE A CHARITY OR 501 (C)3 ORGANIZATION CONTRIBUTION RECIPIENTS ARE SELECTED BY A MODERN WOODMEN COMMITTEE OR BOARD OF DIRECTORS BASED ON ESTABLISHED CRITERIA ELIGIBLE SCHOLARSHIP RECIPIENTS MUST BE BENEFICIAL MEMBERS OF MODERN WOODMEN AND ARE SELECTED BY AN INDEPENDENT COMMITTEE OR AT RANDOM BASED ON ESTABLISHED CRITERIA SCHOLARSHIP CHECKS ARE MADE PAYABLE TO THE SCHOOL AND NOT THE INDIVIDUAL ORPHAN BENEFITS ARE PROVIDED TO MEMBERS' CHILDREN OR JUNIOR MEMBERS WHO BECOME ORPHANED BEFORE THEIR 19TH BIRTHDAY ELIGIBILITY REQUIREMENTS ARE ESTABLISHED BY THE BOARD OF DIRECTORS AND PAYMENTS ARE PAID ONLY TO LEGAL GUARDIANS

Software ID:
Software Version:
EIN: 36-1493430
Name: MODERN WOODMEN OF AMERICA

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LIFE & HEALTH INS FOUNDATION FOR E1655 NORTH FORT MEYER DRIVE ARLINGTON, VA 22209	52-1904610	6	16,000				GENERAL SUPPORT
UNITED WAY - Q C 3247 EAST 35TH STREET CT DAVENPORT, IA 52807	36-2725960	3	56,828				GENERAL SUPPORT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOY SCOUTS OF AMERICA4412 - N BRADY STREET DAVENPORT, IA 52806	36-2616917	3	30,000				CAPITAL CAMP/TOURNAM
MIDWEST WRITING CENTER 225 E 2ND STREET DAVENPORT, IA 52801	42-1126078	3	7,000				WRITER'S CONFERENCE

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WESTERN ILLINOIS UNIVERSITY - QC 3561 - 60TH STREET MOLINE,IL 61265	37-6046814	3	25,000				TIERED CLASSROOM
ILLINOIS QC CHAMBER OF COMMERCE622 - 19TH STREET MOLINE,IL 61265	36-2878405	6	30,000				BLUEPRINT 2010 CAMP

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BETHANY FOR CHILDREN & FAMILIES1830 - SIXTH AVENUE MOLINE,IL 61265	36-2166973	3	7,500				AWARDS CELEBRATION
JUNIOR ACHIEVEMENT OF THE HEARTLAND 800 - 12TH AVENUE MOLINE,IL 61265	36-2684253	3	11,225				BIZTOWN

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MARTIN LUTHER KING CENTER 630 MARTIN LUTHER KING DRIVE ROCK ISLAND, IL 61201	36-3100490	3	33,000				EXPANSION/RENOVATION
AUGUSTANA COLLEGE639 - 38TH STREET ROCK ISLAND, IL 61201	36-2166962	3	25,000				OLD MAIN RENOVATION

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
QUAD CITY BOTANICAL CENTER2525 - 4TH AVENUE ROCK ISLAND, IL 61201	36-3496537	3	25,000				GARDEN EXPANSION
QUAD CITY ARTS 1705 - 2ND AVENUE ROCK ISLAND, IL 61201	36-3122824	3	8,000				SUMMER YOUTH EMPLOYM

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FAMILY MUSEUM OF ARTS & SCIENCE2900 LEARNING CAMPUS DRIVE BETTENDORF, IA 52722	61-1508009	3	10,000				NEW LEARNING ENVIRON
SCOTT COUNTY Y 724 HARRISON STREET DAVENPORT, IA 52801	37-6000511	3	7,200				OPER MILITARY KIDS

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL MILITARY FAMILY ASSOC2500 N VAN DORN STREET SUITE 102 ALEXANDRIA, VA 22302	52-0899384	3	30,000				OPERATION PURPLE

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
MODERN WOODMEN OF AMERICA

Employer identification number

36-1493430

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	<div><div><input checked="" type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div></div> <div><div><input checked="" type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div></div> <div><div><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div></div> <div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	<div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div></div> <div><div><input type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div></div> <div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	
b	Any related organization?	5b	
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	
b	Any related organization?	6b	
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

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, columns (D) and (E) for that individual.

[illegible]

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
SEVERANCE, NONQUALIFIED, AND EQUITY-BASED PAYMENTS	SCHEDULE J, PAGE 1, PART I, LINE 4	WILLIAM KENNETH MASSEY 0 586,473 0 WILLIAM DAVID KELTNER 0 223,808 0 ALBERT THURMAN HURST 0 151,631 0 DARCY ANN CALLAS 0 408,881 0 LARRY LYN SCHREIBER 0 421,533 0 DENIS PATRICK PRIOR 0 566,176 0 PATRICK JAMES BARNES 0 242,042 0 MICHAEL EDWARD DAU 0 371,331 0 ROSEMARY COSTELLO 0 261,740 0 GEORGE RAYMOND WORLEY 0 139,291 0 DIANE ELIZABETH NAHRA 0 985 0 SAMUEL G SAIED 0 126,022 0 DOUGLAS W GRENIER 0 37,812 0 THOMAS J HOSMANEK 0 162,545 0 DANIEL L LAWRENCE 0 84,606 0 JOSEPH A SZTAPKA 0 73,280 0
OTHER ADDITIONAL INFORMATION	SCHEDULE J, PART III	PART I LINE 4B - VESTING RULES FOR NONQUALIFIED PLAN SUPPLEMENTAL BENEFITS DUE TO LIMITATIONS UNDER THE DEFINED BENEFIT PLAN BECOME AVAILABLE TO EMPLOYEES WHEN THEY ARE ELIGIBLE FOR EARLY OR NORMAL BENEFITS UNDER THE EMPLOYEES' RETIREMENT PLAN. EMPLOYEES MUST BE AT LEAST AGE 55 WITH 10 YEARS OF ACTIVE SERVICE OR AGE 65 WITH 5 YEARS OF ACTIVE SERVICE. THESE SUPPLEMENTAL BENEFITS BECOME 20% VESTED AFTER TWO YEARS OF ACTIVE SERVICE AND GRADUALLY INCREASE TO 100% VESTED AFTER 6 YEARS OF ACTIVE SERVICE.

Software ID:
Software Version:
EIN: 36-1493430
Name: MODERN WOODMEN OF AMERICA

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
WILLIAM KENNETH MASSEY	(i) (ii)	811,341	198,500	40,312	710,671	9,336	1,770,160	
WILLIAM DAVID KELTNER	(i) (ii)	272,975	109,997	471,030 4,176	488,299	15,828	1,358,129 4,176	
ALBERT THURMAN HURST	(i) (ii)	239,252	70,258	429,022 4,433	346,177	15,828	1,100,537 4,433	
DARCY ANN CALLAS	(i) (ii)	407,278	100,753	29,972	641,043	9,336	1,188,382	
LARRY LYN SCHREIBER	(i) (ii)	356,467	68,320	19,909	675,245	7,672	1,127,613	
DENIS PATRICK PRIOR	(i) (ii)	332,170	81,438	22,908	792,295	9,198	1,238,009	
PATRICK JAMES BARNES	(i) (ii)	272,478	53,787	3,174	533,697	4,523	867,659	
MICHAEL EDWARD DAU	(i) (ii)	287,382	37,800	2,204	623,437	9,336	960,159	
ROSEMARY COSTELLO	(i) (ii)	266,539	53,000	3,193	541,158	4,523	868,413	
GEORGE RAYMOND WORLEY	(i) (ii)	262,276	52,385	3,003	374,229	7,672	699,565	
MICHAEL SCOTT ANDREWS	(i) (ii)	183,633	26,000	914	185,460	6,188	402,195	
PATRICK OMAR SAUNDERS	(i) (ii)	172,823	33,161	1,320	203,774	7,672	418,750	
STEPHEN ALAN VANSPEYBROECK	(i) (ii)	145,372	29,417	2,034	247,436	7,147	431,406	
DIANE ELIZABETH NAHRA	(i) (ii)	116,676	32,292	1,336		1,885	152,189	
SAMUEL G SAIED	(i) (ii)		79,764	607,546 38,752	309,243	15,828	1,012,381 38,752	
DOUGLAS W GRENIER	(i) (ii)		57,747	433,094 119,101	158,524	19,547	668,912 119,101	
THOMAS J HOSMANEK	(i) (ii)	159,941	34,929	401,993 8,303	418,472	8,743	1,024,078 8,303	
DANIEL L LAWRENCE	(i) (ii)	169,677	44,341	347,768 30,816	263,585	8,743	834,114 30,816	

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
JOSEPH A SZTAPKA	(i) (ii)	171,654	51,295	353,587 12,651	204,985	19,547	801,068 12,651	
CHARLES ERNEST BEANE	(i) (ii)			268,656			268,656	
GERALD PETER ODEAN	(i) (ii)			242,884			242,884	242,884
NICHOLAS STEPHEN COIN	(i) (ii)			239,885			239,885	239,885

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization MODERN WOODMEN OF AMERICA	Employer identification number 36-1493430
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Identifier	Return Reference	Explanation
ALL OTHER ACCOMPLISHMENT DESCRIPTION	FORM 990, PAGE 2, PART III, LINE 4D	FRA TERNAL CHARACTER (754,806 MEMBERS)
FINANCIAL ACCOUNTS IN FOREIGN COUNTRIES	FORM 990, PART V, LINE 4B	OTHER COUNTRY
CLASSES OF MEMBERS OR STOCKHOLDERS	FORM 990, PAGE 6, PART VI, LINE 6	THE SOCIETY IS ORGANIZED AS A FRATERNAL BENEFIT SOCIETY WITH MEMBERS
ORGANIZATION'S PROCESS USED TO REVIEW FORM 990	FORM 990, PAGE 6, PART VI, LINE 11B	RETURN IS PROVIDED TO GOVERNING BODY FOR FINAL REVIEW AFTER PREPARATION BY ACCOUNTING STAFF AND REVIEW BY CONTROLLER WITH THE ASSISTANCE OF AN EXTERNAL ACCOUNTING FIRM
ENFORCEMENT OF CONFLICTS POLICY	FORM 990, PAGE 6, PART VI, LINE 12C	YES - CONFLICT OF INTEREST, ETHICS AND EXTERNAL AUDITOR QUESTIONNAIRES ARE SENT OUT EVERY JANUARY TO ALL DIRECTORS, OFFICERS AND KEY EMPLOYEES THESE ARE RETURNED TO THE PRESIDENT FOR REVIEW THIS INFORMATION, INCLUDING THE PRESIDENT'S INFORMATION, IS REVIEWED AT THE ANNUAL BOARD OF DIRECTORS MEETING EACH FEBRUARY EACH EMPLOYEE IS ASKED TO PERIODICALLY ACKNOWLEDGE THEIR UNDERSTANDING OF MODERN WOODMEN OF AMERICA'S PRINCIPLES OF ETHICS
COMPENSATION PROCESS FOR TOP OFFICIAL	FORM 990, PAGE 6, PART VI, LINE 15A	REVIEW AND APPROVAL OF COMPENSATION FOR THE PRESIDENT IS DETERMINED ANNUALLY BASED ON THE RECOMMENDATION OF THE BOARD'S COMPENSATION COMMITTEE, WHICH IS APPROVED BY THE BOARD OF DIRECTORS THE REVIEW INCLUDES PARTICIPATION AND REVIEW OF ANNUAL SALARY SURVEYS FOR SIMILARLY SITUATED INDIVIDUALS AND A REVIEW OF INDUSTRY COMPENSATION EXHIBITS THE PRESIDENT IS NOT INCLUDED IN THE REVIEW AND APPROVAL PROCESS POSITION - PRESIDENT
COMPENSATION PROCESS FOR OFFICERS	FORM 990, PAGE 6, PART VI, LINE 15B	REVIEW AND APPROVAL OF COMPENSATION FOR OFFICERS AND KEY EMPLOYEES OTHER THAN THE PRESIDENT IS RECOMMENDED ANNUALLY BY MANAGEMENT, REVIEWED BY THE COMPENSATION COMMITTEE OF THE BOARD AND APPROVED BY THE BOARD OF DIRECTORS THE REVIEW INCLUDES PARTICIPATION AND REVIEW OF INDUSTRY COMPENSATION EXHIBITS POSITIONS - NATIONAL SECRETARY, TREASURER, GENERAL COUNSEL, CHIEF RISK OFFICER, CHIEF ACTUARY, CHIEF MARKETING OFFICER, CHIEF AGENCY OFFICER, ASSISTANT NATIONAL SECRETARY, FRATERNAL DIRECTOR, MANAGER OF HUMAN RESOURCES, CONTROLLER
GOVERNING DOCUMENTS DISCLOSURE EXPLANATION	FORM 990, PAGE 6, PART VI, LINE 19	FEDERAL TAX LAW DOES NOT REQUIRE THAT SUCH DOCUMENTS BE MADE PUBLICLY AVAILABLE CERTAIN INFORMATION IS AVAILABLE THROUGH THE DEPARTMENT OF INSURANCE, ON OUR WEBSITE, AND IN OUR MEMBER PUBLICATION
OTHER CHANGES IN NET ASSETS EXPLANATION	FORM 990, PART XI, LINE 5	OTHER CHANGES IN NET ASSETS ARE DUE TO CHANGES IN NET UNREALIZED CAPITAL GAINS, NONADMITTED ASSETS, ASSET VALUATION RESERVES, FRATERNAL BENEFIT RESERVES, AND ADDITIONAL MINIMUM PENSION AND OTHER BENEFIT LIABILITIES
CHANGE IN ACCOUNTING METHOD EXPLANATION	FORM 990, PAGE 12, PART XII, LINE 1	THE FINANCIAL STATEMENTS AND TAX RETURN ARE PREPARED ON THE BASIS OF ACCOUNTING PRACTICES PRESCRIBED OR PERMITTED BY THE ILLINOIS DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION - DIVISION OF INSURANCE (STATUTORY ACCOUNTING PRACTICES)

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
MODERN WOODMEN OF AMERICA

Employer identification number
36-1493430

Part I

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

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

Part II

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Dispropportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) BLACKROCK INTERNATIONAL DELAWARE BU 222 BROADWAY 25TH FLOOR NEW YORK, NY 10038 36-7045725	INVESTING	DE	N/A	EXCLUDED	976,746	16,234,914		No			No	
(2) HUDSON CLEAN ENERGY PARTNERS 400 FRANK BURR BOULEVARD SUITE 37 TEANECK, NJ 07666 26-3202466	INVESTING		N/A	EXCLUDED	70,987	6,187,636		No			No	
(3) OFI INSTITUTIONAL DISCOVERY SMALL C 6803 SOUTH TUCSON WAY CENTENNIAL, CO 80112 68-0577323	INVESTING	DE	N/A	EXCLUDED	2,573,177	20,709,938		No			No	

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) MWABANK 1701 - FIRST AVENUE ROCK ISLAND, IL 61201 35-2189783	FED SAV BK	IL	NA	C CORP	11,839,765	247,090,742	100 000 %
(2) MWA FINANCIAL SERVICES 1701 - FIRST AVENUE ROCK ISLAND, IL 61201 36-4420471	BROKR/DEAL	IL	NA	C CORP	5,574,431	1,990,378	100 000 %
(3) MWAGIA 1701 - FIRST AVENUE ROCK ISLAND, IL 61201 37-1414457	CONT ADMIN	IL	MWA FIN SV	C CORP	1,948,335	366,507	100 000 %

Part V

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

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

1

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

a

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

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

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

j

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

k

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

l

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

m

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

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

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

r

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

Yes

No

1a

Yes

1b

Yes

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

Yes

1n

No

1o

Yes

1p

Yes

1q

No

1r

Yes

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII **Supplemental Information**

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

Identifier	Return Reference	Explanation	
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Software ID:
Software Version:
EIN: 36-1493430
Name: MODERN WOODMEN OF AMERICA

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1) MWA FINANCIAL SERVICES	A	92,820	
(2) MWABANK	A	77,256	
(3) MWAGIA	A	11,700	
(4) MWABANK	A	50,496	
(5) MWA FINANCIAL SERVICES	B	1,600,000	
(6) MWABANK	B	1,000,000	
(7) HUDSON CLEAN ENERGY PARTNERS	B	1,632,249	K1
(8) MWA FINANCIAL SERVICES	P	1,574,545	
(9) MWABANK	P	2,555,719	
(10) MWAGIA	P	371,228	
(11) OFI INSTITUTIONAL DISCOVERY SMALL C	R	182,961	K1
(12) HUDSON CLEAN ENERGY PARTNERS	R	966,984	K1
(13) BLACKROCK	R	5,000,000	K1
(14) MWA FINANCIAL SERVICES	A	92,820	
(15) MWABANK	A	77,256	
(16) MWAGIA	A	11,700	
(17) MWABANK	A	50,496	
(18) MWA FINANCIAL SERVICES	B	1,600,000	
(19) MWABANK	B	1,000,000	
(20) HUDSON CLEAN ENERGY PARTNERS	B	1,632,249	K1

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

(a) Name of other organization		(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(21)	MWA FINANCIAL SERVICES	P	1,574,545	
(22)	MWABANK	P	2,555,719	
(23)	MWAGIA	P	371,228	
(24)	OFI INSTITUTIONAL DISCOVERY SMALL C	R	182,961	K1
(25)	HUDSON CLEAN ENERGY PARTNERS	R	966,984	K1
(26)	BLACKROCK	R	5,000,000	K1
(27)	MWA FINANCIAL SERVICES	A	92,820	
(28)	MWABANK	A	77,256	
(29)	MWAGIA	A	11,700	
(30)	MWABANK	A	50,496	
(31)	MWA FINANCIAL SERVICES	B	1,600,000	
(32)	MWABANK	B	1,000,000	
(33)	HUDSON CLEAN ENERGY PARTNERS	B	1,632,249	K1
(34)	MWA FINANCIAL SERVICES	P	1,574,545	
(35)	MWABANK	P	2,555,719	
(36)	MWAGIA	P	371,228	
(37)	OFI INSTITUTIONAL DISCOVERY SMALL C	R	182,961	K1
(38)	HUDSON CLEAN ENERGY PARTNERS	R	966,984	K1
(39)	BLACKROCK	R	5,000,000	K1