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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 PAY HEALTH AND WELFARE BENEFITS TO PARTICIPANTS

2

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

Yes

No

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

3

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

Yes

No

If "Yes," describe these changes on Schedule O

4

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

4a

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

THE FUND PROVIDES HEALTH AND WELFARE BENEFITS TO APPROXIMATELY 9,100 UNION MEMBERS AND THEIR DEPENDENTS, AS WELL AS PROVIDING SIMILAR BENEFITS TO APPROXIMATELY 100 RETIRED UNION MEMBERS AND THEIR DEPENDENTS

4b

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

UNDER THE FUND'S MEDICAL EXAMINATION PROGRAM THE FUND PROVIDES FOR PHYSICAL EXAMINATIONS AND DRUG SCREENING TESTS NECESSARY TO ENABLE THE APPROXIMATELY 9,100 UNION MEMBERS TO WORK IN COVERED EMPLOYMENT

4c

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

THE FUND PROVIDES OTHER ANCILLARY BENEFITS INCLUDING RECREATIONAL BENEFITS AT APPROXIMATELY 20 LOCATIONS THROUGHOUT THE UNITED STATES AND US TERRITORIES AND SCHOLARSHIP BENEFITS TO DEPENDENTS OF THE UNION MEMBERS

4d

Other program services (Describe in Schedule O )

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

4e

Total program service expenses

Part IV

Checklist of Required Schedules

|                                                                                                                                                                                                                                                                                                                                                                                             | Yes | No  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .                                                                                                                                                                                                                                               | 1   | No  |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? . . . .                                                                                                                                                                                                                                                                                 | 2   | 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 . . . . .                                                                                                                                                                                            | 3   | No  |
| 4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .                                                                                                                                                                             | 4   |     |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III . . . . .                                                                                                                                                     | 5   | 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  . . . . .                                        | 6   | 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  . . . .                                                                                | 7   | No  |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III  . . . . .                                                                                                                                             | 8   | No  |
| 9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV  . . . . . | 9   | 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  . . . . .                                                                                        | 10  | 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  . . . . .                                                                                                                                                           | 11a | 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  . . . . .                                                                                       | 11b | 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  . . . . .                                                                                       | 11c | No  |
| 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  . . . . .                                                                                                        | 11d | No  |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X  . . . . .                                                                                                                                                                     | 11e | No  |
| 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  . . . . .                                              | 11f | No  |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII  . . . . .                                                                                                                                          | 12a | Yes |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional  . . . . .                                                           | 12b | No  |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .                                                                                                                                                                                                                                                                              | 13  | No  |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? . . . . .                                                                                                                                                                                                                                                                                   | 14a | 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, Parts I and IV . . . . .                                                                       | 14b | No  |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV . . . . .                                                                                                                                                          | 15  | 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 United States? If "Yes," complete Schedule F, Parts III and IV . . . . .                                                                                                                                                              | 16  | 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 (see instructions) . . . . .                                                                                                                                                                  | 17  | 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 . . . . .                                                                                                                                                                                                 | 18  | 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 . . . . .                                                                                                                                                                                                                           | 19  | No  |
| 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H . . . . .                                                                                                                                                                                                                                                                                   | 20a | No  |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?                                                                                                                                                                                                                                                                              | 20b |     |

Part IV

Checklist of Required Schedules (continued)

|     |                                                                                                                                                                                                                                                                                                                            |     |     |    |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|
| 21  | Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .                                                                                         | 21  |     | No |
| 22  | Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .                                                                                                           | 22  | Yes |    |
| 23  | Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .                                                      | 23  |     | No |
| 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 lines 24b through 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 | <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .                                                                                                      | 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, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .                                                                   | 26  |     | No |
| 27  | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <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 direct or indirect 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, Part II, III, or IV, and Part V, line 1</i> . . . . .                                                                                                                                                                  | 34  | Yes |    |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)?                                                                                                                                                                                                                                    | 35a |     | No |
| b   | If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . .                                                                                           | 35b |     |    |
| 36  | <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .                                                                                                                           | 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 11b and 19? <b>Note.</b> 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

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

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                                                                                                                                 | 14  |     |
| If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O |                                                                                                                                                                                                                     |     |     |
| 1b                                                                                                                                                                                                               | Enter the number of voting members included in line 1a, above, who are independent                                                                                                                                  | 14  |     |
| 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   | No  |
| 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  |
| 7b                                                                                                                                                                                                               | 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                                                                                    |     |     |
| 8a                                                                                                                                                                                                               | The governing body?                                                                                                                                                                                                 | 8a  | Yes |
| 8b                                                                                                                                                                                                               | 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 | No  |
| 10b                                                                                | 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 |     |
| 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 |
| 11b                                                                                | Describe in Schedule O the process, if any, used by the organization to review this Form 990                                                                                                                                                                                                 |     |     |
| 12a                                                                                | Did the organization have a written conflict of interest policy? If "No," go to line 13                                                                                                                                                                                                      | 12a | Yes |
| 12b                                                                                | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?                                                                                                                                                          | 12b | Yes |
| 12c                                                                                | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done                                                                                                                                           | 12c | Yes |
| 13                                                                                 | Did the organization have a written whistleblower policy?                                                                                                                                                                                                                                    | 13  | Yes |
| 14                                                                                 | Did the organization have a written document retention and destruction policy?                                                                                                                                                                                                               | 14  | Yes |
| 15                                                                                 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?                                                                         |     |     |
| 15a                                                                                | The organization's CEO, Executive Director, or top management official                                                                                                                                                                                                                       | 15a | Yes |
| 15b                                                                                | 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 | No  |
| 16b                                                                                | If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | 16b |     |

Section C. Disclosure

|    |                                                                                                                                                                                                                                                                                                                                                                                                                |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 17 | List the States with which a copy of this Form 990 is required to be filed                                                                                                                                                                                                                                                                                                                                     |
| 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.<br><input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O) |
| 19 | Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year                                                                                                                                                                                                              |
| 20 | State the name, physical address, and telephone number of the person who possesses the books and records of the organization<br>THE ORGANIZATION 5201 AUTH WAY CAMP SPRINGS, MD (301) 899-0675                                                                                                                                                                                                                 |

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

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

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

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

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

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

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

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

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

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

| (A)<br>Name and Title                   | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W- 2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W- 2/1099-MISC) | (F)<br>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) TODD BRDAK<br>ALTERNATE TRUSTEE     | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (2) WILLIAM PAGENDARM<br>TRUSTEE        | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (3) ROBERT ROGERS<br>TRUSTEE            | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (4) ANTHONY NACCARATO<br>TRUSTEE        | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (5) DEAN CORGEY<br>TRUSTEE              | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (6) TODD JOHNSON<br>TRUSTEE             | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (7) THOMAS ORZECOWSKI<br>TRUSTEE        | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (8) DAVID HEINDEL<br>TRUSTEE            | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (9) NICHOLAS MARRONE<br>TRUSTEE         | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (10) THOMAS MURPHY<br>TRUSTEE           | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (11) M BLANKENSHIP<br>ALTERNATE TRUSTEE | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (12) PHILIP FISHER<br>ALTERNATE TRUSTEE | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (13) EDWARD MORGAN<br>ALTERNATE TRUSTEE | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (14) JOHN SULLIVAN<br>ALTERNATE TRUSTEE | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (15) AMBROSE CUCINOTTA<br>TRUSTEE       | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (16) JOSEPH SORESI<br>TRUSTEE           | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (17) N GAUSLOW<br>ALTERNATE TRUSTEE     | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |

Part VII

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

| (A)<br>Name and Title                                   | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W- 2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W- 2/1099-MISC) | (F)<br>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) NICK CELONA<br>ALTERNATE TRUSTEE                   | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (19) G KENNY<br>ALTERNATE TRUSTEE                       | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (20) GERALD CARBIENER<br>TRUSTEE                        | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (21) H GALBISO<br>ALTERNATE TRUSTEE                     | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (22) ED HANLEY<br>ALTERNATE TRUSTEE                     | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (23) J MCGREGOR<br>ALTERNATE TRUSTEE                    | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (24) T MAYHEW<br>ALTERNATE TRUSTEE                      | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (25) B POWELL<br>ALTERNATE TRUSTEE                      | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (26) C WHEELER<br>TRUSTEE                               | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (27) JDRAGONE<br>TRUSTEE                                | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (28) R LEMING<br>TRUSTEE                                | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (29) D SCHULTZE<br>TRUSTEE                              | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (30) MARGARET BOWEN<br>ADMINISTRATOR                    | 8 00                                                                                       |                                                                                                           |                       | X       |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| 1b Sub-Total                                            |                                                                                            |                                                                                                           |                       |         |              |                              |        |                                                                       |                                                                            |                                                                                               |
| c Total from continuation sheets to Part VII, Section A |                                                                                            |                                                                                                           |                       |         |              |                              |        |                                                                       |                                                                            |                                                                                               |
| d Total (add lines 1b and 1c)                           |                                                                                            |                                                                                                           |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |

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

0

|   |                                                                                                                                                                                                                                     | Yes | No |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 3 | Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>                                        |     | No |
| 4 | For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> |     | No |
| 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>                       |     | 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)<br>Name and business address                                                   | (B)<br>Description of services                                                                                                                                                                                                                    | (C)<br>Compensation |
| CGLIC-BLOOMFIELD EASC PO BOX 644546 PITTSBURGH PA 15264                            | NETWORK LEASING                                                                                                                                                                                                                                   | 1,602,217           |
| KENNETH MILLER , 125 SUNSET DRIVE ITHACA NY 14850                                  | MEDICAL CONSULTANT                                                                                                                                                                                                                                | 238,588             |
| OUT OF NETWORK SAVINGS PROGRAM N MERIDIAN STREET SUITE 600 CARMEL IN 46032         | NETWORK LEASING                                                                                                                                                                                                                                   | 177,116             |
| BUCHBINDER TUNICK & COMPANY LLP 6720-A ROCKLEDGE DRIVE SUITE 510 BETHESDA MD 20817 | AUDITOR                                                                                                                                                                                                                                           | 136,802             |
| PLEXIS HEALTHCARE SYSTEMS INC 385 WILLIAMSON WAY ASHLAND OR 97520                  | SOFTWARE                                                                                                                                                                                                                                          | 100,636             |
| 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                                                                                  |                     |
|                                                                                    | 5                                                                                                                                                                                                                                                 |                     |

Part VIII

Statement of Revenue

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

|                                                           |                                                    |                                                                                                                                      | (A)            | (B)                                         | (C)                              | (D)                                                                      |  |
|-----------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------------------------------------|----------------------------------|--------------------------------------------------------------------------|--|
|                                                           |                                                    |                                                                                                                                      | Total revenue  | Related or<br>exempt<br>function<br>revenue | Unrelated<br>business<br>revenue | Revenue<br>excluded from<br>tax under<br>sections<br>512, 513, or<br>514 |  |
| Contributions, Gifts, Grants<br>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<br>similar amounts not included above                                                    | 1f             |                                             |                                  |                                                                          |  |
|                                                           | g                                                  | Noncash contributions included in lines<br>1a-1f \$                                                                                  |                |                                             |                                  |                                                                          |  |
|                                                           | h                                                  | Total. Add lines 1a-1f . . . . .                                                                                                     |                |                                             |                                  |                                                                          |  |
| Program Service Revenue                                   |                                                    |                                                                                                                                      | Business Code  |                                             |                                  |                                                                          |  |
|                                                           | 2a                                                 | EMPLOYER CONTRIBUTIONS                                                                                                               | 900099         | 48,824,332                                  | 48,824,332                       |                                                                          |  |
|                                                           | b                                                  | PENSIONER CONTRIBUTIONS                                                                                                              | 900099         | 539,000                                     | 539,000                          |                                                                          |  |
|                                                           | c                                                  |                                                                                                                                      |                |                                             |                                  |                                                                          |  |
|                                                           | d                                                  |                                                                                                                                      |                |                                             |                                  |                                                                          |  |
|                                                           | e                                                  |                                                                                                                                      |                |                                             |                                  |                                                                          |  |
|                                                           | f                                                  | All other program service revenue                                                                                                    |                |                                             |                                  |                                                                          |  |
|                                                           | g                                                  | Total. Add lines 2a-2f . . . . .                                                                                                     |                | 49,363,332                                  |                                  |                                                                          |  |
| Other Revenue                                             | 3                                                  | Investment income (including dividends, interest,<br>and other similar amounts) . . . . .                                            |                | 2,015,234                                   |                                  | 2,015,234                                                                |  |
|                                                           | 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                                  |                                  |                                                                          |  |
|                                                           |                                                    |                                                                                                                                      | 35,428,091     |                                             |                                  |                                                                          |  |
|                                                           |                                                    |                                                                                                                                      | 33,115,484     |                                             |                                  |                                                                          |  |
|                                                           |                                                    |                                                                                                                                      | 2,312,607      |                                             |                                  |                                                                          |  |
|                                                           | d                                                  | Net gain or (loss) . . . . .                                                                                                         |                | 2,312,607                                   |                                  | 2,312,607                                                                |  |
|                                                           | 8a                                                 | Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c)<br>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<br>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                                                       | MEDICARE PART D REBATES                            | 900099                                                                                                                               | 414,966        | 414,966                                     |                                  |                                                                          |  |
| b                                                         | OTHER INCOME                                       | 900099                                                                                                                               | 31,569         |                                             |                                  | 31,569                                                                   |  |
| c                                                         |                                                    |                                                                                                                                      |                |                                             |                                  |                                                                          |  |
| d                                                         | All other revenue . . . . .                        |                                                                                                                                      |                |                                             |                                  |                                                                          |  |
| e                                                         | Total. Add lines 11a-11d . . . . .                 |                                                                                                                                      | 446,535        |                                             |                                  |                                                                          |  |
| 12                                                        | Total revenue. See Instructions . . . . .          |                                                                                                                                      | 54,137,708     | 49,778,298                                  | 0                                | 4,359,410                                                                |  |

Part IX

Statement of Functional Expenses

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

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. |                                                                                                                                                                                                                                         | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1                                                                              | Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.                                                                                                                                |                       |                                 |                                        |                             |
| 2                                                                              | Grants and other assistance to individuals in the United States. See Part IV, line 22.                                                                                                                                                  | 112,500               |                                 |                                        |                             |
| 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.                                                                                                                                                                                                        | 42,640,668            |                                 |                                        |                             |
| 5                                                                              | Compensation of current officers, directors, trustees, and key employees.                                                                                                                                                               |                       |                                 |                                        |                             |
| 6                                                                              | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).                                                                                          |                       |                                 |                                        |                             |
| 7                                                                              | Other salaries and wages.                                                                                                                                                                                                               |                       |                                 |                                        |                             |
| 8                                                                              | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).                                                                                                                                     |                       |                                 |                                        |                             |
| 9                                                                              | Other employee benefits.                                                                                                                                                                                                                |                       |                                 |                                        |                             |
| 10                                                                             | Payroll taxes.                                                                                                                                                                                                                          |                       |                                 |                                        |                             |
| 11                                                                             | Fees for services (non-employees):                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| a                                                                              | Management.                                                                                                                                                                                                                             |                       |                                 |                                        |                             |
| b                                                                              | Legal.                                                                                                                                                                                                                                  | 602                   |                                 |                                        |                             |
| c                                                                              | Accounting.                                                                                                                                                                                                                             | 133,507               |                                 |                                        |                             |
| d                                                                              | Lobbying.                                                                                                                                                                                                                               |                       |                                 |                                        |                             |
| e                                                                              | Professional fundraising services. See Part IV, line 17.                                                                                                                                                                                |                       |                                 |                                        |                             |
| f                                                                              | Investment management fees.                                                                                                                                                                                                             | 180,661               |                                 |                                        |                             |
| g                                                                              | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).                                                                                                                             | 2,096,391             |                                 |                                        |                             |
| 12                                                                             | Advertising and promotion.                                                                                                                                                                                                              |                       |                                 |                                        |                             |
| 13                                                                             | Office expenses.                                                                                                                                                                                                                        | 90,665                |                                 |                                        |                             |
| 14                                                                             | Information technology.                                                                                                                                                                                                                 |                       |                                 |                                        |                             |
| 15                                                                             | Royalties.                                                                                                                                                                                                                              |                       |                                 |                                        |                             |
| 16                                                                             | Occupancy.                                                                                                                                                                                                                              | 162,765               |                                 |                                        |                             |
| 17                                                                             | Travel.                                                                                                                                                                                                                                 | 557                   |                                 |                                        |                             |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials.                                                                                                                                         |                       |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings.                                                                                                                                                                                                 | 60,286                |                                 |                                        |                             |
| 20                                                                             | Interest.                                                                                                                                                                                                                               |                       |                                 |                                        |                             |
| 21                                                                             | Payments to affiliates.                                                                                                                                                                                                                 |                       |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization.                                                                                                                                                                                              | 120,760               |                                 |                                        |                             |
| 23                                                                             | Insurance.                                                                                                                                                                                                                              | 127,296               |                                 |                                        |                             |
| 24                                                                             | Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):                                       |                       |                                 |                                        |                             |
| a                                                                              | ADMINISTRATIVE CHARGE -                                                                                                                                                                                                                 | 5,744,831             |                                 |                                        |                             |
| b                                                                              | SHARED SERVICES                                                                                                                                                                                                                         | 1,633,922             |                                 |                                        |                             |
| c                                                                              | PROVISION FOR DOUBTFUL                                                                                                                                                                                                                  | 571,026               |                                 |                                        |                             |
| d                                                                              | COMMUNICATION WITH PART                                                                                                                                                                                                                 | 32,723                |                                 |                                        |                             |
| e                                                                              | All other expenses                                                                                                                                                                                                                      | 711                   |                                 |                                        |                             |
| 25                                                                             | Total functional expenses. Add lines 1 through 24e.                                                                                                                                                                                     | 53,709,871            |                                 |                                        |                             |
| 26                                                                             | Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). |                       |                                 |                                        |                             |

Part X

Balance Sheet

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

☐

|                             |                                                                                                                                          |                                                                                                                                                                                                                                                                                                                              |     | (A)               |           | (B)           |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-------------------|-----------|---------------|
|                             |                                                                                                                                          |                                                                                                                                                                                                                                                                                                                              |     | Beginning of year |           | End of year   |
| Assets                      | 1                                                                                                                                        | Cash—non-interest-bearing                                                                                                                                                                                                                                                                                                    |     | 537,644           | 1         | 7,866,221     |
|                             | 2                                                                                                                                        | Savings and temporary cash investments                                                                                                                                                                                                                                                                                       |     | 2,730,029         | 2         | 2,689,398     |
|                             | 3                                                                                                                                        | Pledges and grants receivable, net                                                                                                                                                                                                                                                                                           |     |                   | 3         |               |
|                             | 4                                                                                                                                        | Accounts receivable, net                                                                                                                                                                                                                                                                                                     |     | 4,661,542         | 4         | 10,989,930    |
|                             | 5                                                                                                                                        | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L                                                                                                                                                           |     |                   | 5         |               |
|                             | 6                                                                                                                                        | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L |     |                   | 6         |               |
|                             | 7                                                                                                                                        | Notes and loans receivable, net                                                                                                                                                                                                                                                                                              |     |                   | 7         |               |
|                             | 8                                                                                                                                        | Inventories for sale or use                                                                                                                                                                                                                                                                                                  |     |                   | 8         |               |
|                             | 9                                                                                                                                        | Prepaid expenses and deferred charges                                                                                                                                                                                                                                                                                        |     | 264,398           | 9         | 215,522       |
|                             | 10a                                                                                                                                      | Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D                                                                                                                                                                                                                                            | 10a | 3,455,543         |           |               |
|                             | b                                                                                                                                        | Less accumulated depreciation                                                                                                                                                                                                                                                                                                | 10b | 2,030,772         | 1,588,498 | 10c 1,424,771 |
|                             | 11                                                                                                                                       | Investments—publicly traded securities                                                                                                                                                                                                                                                                                       |     | 71,398,015        | 11        | 58,699,711    |
|                             | 12                                                                                                                                       | Investments—other securities See Part IV, line 11                                                                                                                                                                                                                                                                            |     |                   | 12        |               |
|                             | 13                                                                                                                                       | Investments—program-related See Part IV, line 11                                                                                                                                                                                                                                                                             |     |                   | 13        |               |
|                             | 14                                                                                                                                       | Intangible assets                                                                                                                                                                                                                                                                                                            |     |                   | 14        |               |
|                             | 15                                                                                                                                       | Other assets See Part IV, line 11                                                                                                                                                                                                                                                                                            |     |                   | 15        |               |
|                             | 16                                                                                                                                       | Total assets. Add lines 1 through 15 (must equal line 34)                                                                                                                                                                                                                                                                    |     | 81,180,126        | 16        | 81,885,553    |
| Liabilities                 | 17                                                                                                                                       | Accounts payable and accrued expenses                                                                                                                                                                                                                                                                                        |     | 2,466,084         | 17        | 2,695,152     |
|                             | 18                                                                                                                                       | Grants payable                                                                                                                                                                                                                                                                                                               |     |                   | 18        |               |
|                             | 19                                                                                                                                       | Deferred revenue                                                                                                                                                                                                                                                                                                             |     |                   | 19        |               |
|                             | 20                                                                                                                                       | Tax-exempt bond liabilities                                                                                                                                                                                                                                                                                                  |     |                   | 20        |               |
|                             | 21                                                                                                                                       | Escrow or custodial account liability Complete Part IV of Schedule D                                                                                                                                                                                                                                                         |     |                   | 21        |               |
|                             | 22                                                                                                                                       | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L                                                                                                                                          |     |                   | 22        |               |
|                             | 23                                                                                                                                       | Secured mortgages and notes payable to unrelated third parties                                                                                                                                                                                                                                                               |     |                   | 23        |               |
|                             | 24                                                                                                                                       | Unsecured notes and loans payable to unrelated third parties                                                                                                                                                                                                                                                                 |     |                   | 24        |               |
|                             | 25                                                                                                                                       | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D                                                                                                                                                         |     |                   | 25        |               |
|                             | 26                                                                                                                                       | Total liabilities. Add lines 17 through 25                                                                                                                                                                                                                                                                                   |     | 2,466,084         | 26        | 2,695,152     |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. |                                                                                                                                                                                                                                                                                                                              |     |                   |           |               |
|                             | 27                                                                                                                                       | Unrestricted net assets                                                                                                                                                                                                                                                                                                      |     |                   | 27        |               |
|                             | 28                                                                                                                                       | Temporarily restricted net assets                                                                                                                                                                                                                                                                                            |     |                   | 28        |               |
|                             | 29                                                                                                                                       | Permanently restricted net assets                                                                                                                                                                                                                                                                                            |     |                   | 29        |               |
|                             | Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.    |                                                                                                                                                                                                                                                                                                                              |     |                   |           |               |
|                             | 30                                                                                                                                       | Capital stock or trust principal, or current funds                                                                                                                                                                                                                                                                           |     | 0                 | 30        | 0             |
|                             | 31                                                                                                                                       | Paid-in or capital surplus, or land, building or equipment fund                                                                                                                                                                                                                                                              |     | 0                 | 31        | 0             |
|                             | 32                                                                                                                                       | Retained earnings, endowment, accumulated income, or other funds                                                                                                                                                                                                                                                             |     | 78,714,042        | 32        | 79,190,401    |
|                             | 33                                                                                                                                       | Total net assets or fund balances                                                                                                                                                                                                                                                                                            |     | 78,714,042        | 33        | 79,190,401    |
|                             | 34                                                                                                                                       | Total liabilities and net assets/fund balances                                                                                                                                                                                                                                                                               |     | 81,180,126        | 34        | 81,885,553    |

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  | 54,137,708 |
| 2  | Total expenses (must equal Part IX, column (A), line 25)                                                      | 2  | 53,709,871 |
| 3  | Revenue less expenses Subtract line 2 from line 1                                                             | 3  | 427,837    |
| 4  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                     | 4  | 78,714,042 |
| 5  | Net unrealized gains (losses) on investments                                                                  | 5  | 48,522     |
| 6  | Donated services and use of facilities                                                                        | 6  |            |
| 7  | Investment expenses                                                                                           | 7  |            |
| 8  | Prior period adjustments                                                                                      | 8  |            |
| 9  | Other changes in net assets or fund balances (explain in Schedule O)                                          | 9  | 0          |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 79,190,401 |

Part XII Financial Statements and Reporting

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

|    |                                                                                                                                                                                                                                                                                                                                                                                                                          | Yes | No  |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1  | Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>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?<br>If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | 2a  | No  |
| 2b | Were the organization's financial statements audited by an independent accountant?<br>If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both<br><input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis                | 2b  | Yes |
| 2c | If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O                                                                    | 2c  | Yes |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?                                                                                                                                                                                                                                                                 | 3a  | No  |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits                                                                                                                                                                                                     | 3b  |     |

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
SEAFARERS HEALTH AND BENEFITS PLAN

Employer identification number  
13-5557534

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)  
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area  
☐ Protection of natural habitat ☐ Preservation of a certified historic structure  
☐ Preservation of open space

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

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

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

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

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

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

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

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1

► \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X

► \$ \_\_\_\_\_

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

a Revenues included in Form 990, Part VIII, line 1

► \$ \_\_\_\_\_

b Assets included in Form 990, Part X

► \$ \_\_\_\_\_

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

Cat No 52283D

Schedule D (Form 990) 2012

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

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

1a

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

☐ Yes

☐ No

b

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

|    |        |
|----|--------|
|    | Amount |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

2a

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

☐ Yes

☐ No

b

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

☐

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

|    | (a)Current year                                | (b)Prior year | b (c)Two years back | (d)Three years back | (e)Four years back |
|----|------------------------------------------------|---------------|---------------------|---------------------|--------------------|
| 1a | Beginning of year balance                      |               |                     |                     |                    |
| b  | Contributions                                  |               |                     |                     |                    |
| c  | Net investment earnings, gains, and losses     |               |                     |                     |                    |
| d  | Grants or scholarships                         |               |                     |                     |                    |
| e  | Other expenditures for facilities and programs |               |                     |                     |                    |
| f  | Administrative expenses                        |               |                     |                     |                    |
| g  | End of year balance                            |               |                     |                     |                    |

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

4

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

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

| Description of property                                                                          | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land                                                                                          |                                      | 303,953                         |                              | 303,953        |
| b Buildings                                                                                      |                                      |                                 |                              |                |
| c Leasehold improvements                                                                         |                                      | 1,112,075                       | 548,294                      | 563,781        |
| d Equipment                                                                                      |                                      | 2,036,703                       | 1,482,478                    | 554,225        |
| e Other                                                                                          |                                      | 2,812                           |                              | 2,812          |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) |                                      |                                 |                              | 1,424,771      |

Schedule D (Form 990) 2012



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

|          |                                                                                                         |           |            |
|----------|---------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Total revenue, gains, and other support per audited financial statements . . . . .                      | <b>1</b>  | 53,590,603 |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part VIII, line 12                                      |           |            |
| <b>a</b> | Net unrealized gains on investments . . . . .                                                           | <b>2a</b> | 48,522     |
| <b>b</b> | Donated services and use of facilities . . . . .                                                        | <b>2b</b> |            |
| <b>c</b> | Recoveries of prior year grants . . . . .                                                               | <b>2c</b> |            |
| <b>d</b> | Other (Describe in Part XIII ) . . . . .                                                                | <b>2d</b> |            |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b> . . . . .                                                         | <b>2e</b> | 48,522     |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> . . . . .                                                    | <b>3</b>  | 53,542,081 |
| <b>4</b> | Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>                              |           |            |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                              | <b>4a</b> | 180,661    |
| <b>b</b> | Other (Describe in Part XIII ) . . . . .                                                                | <b>4b</b> | 414,966    |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b> . . . . .                                                             | <b>4c</b> | 595,627    |
| <b>5</b> | Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . . | <b>5</b>  | 54,137,708 |

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

|          |                                                                                                          |           |            |
|----------|----------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Total expenses and losses per audited financial statements . . . . .                                     | <b>1</b>  | 53,114,244 |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part IX, line 25                                         |           |            |
| <b>a</b> | Donated services and use of facilities . . . . .                                                         | <b>2a</b> |            |
| <b>b</b> | Prior year adjustments . . . . .                                                                         | <b>2b</b> |            |
| <b>c</b> | Other losses . . . . .                                                                                   | <b>2c</b> |            |
| <b>d</b> | Other (Describe in Part XIII ) . . . . .                                                                 | <b>2d</b> |            |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b> . . . . .                                                          | <b>2e</b> | 0          |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> . . . . .                                                     | <b>3</b>  | 53,114,244 |
| <b>4</b> | Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :                               |           |            |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                               | <b>4a</b> | 180,661    |
| <b>b</b> | Other (Describe in Part XIII ) . . . . .                                                                 | <b>4b</b> | 414,966    |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b> . . . . .                                                              | <b>4c</b> | 595,627    |
| <b>5</b> | Total expenses Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . . | <b>5</b>  | 53,709,871 |

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

| Identifier                            | Return Reference | Explanation                                                                          |
|---------------------------------------|------------------|--------------------------------------------------------------------------------------|
| PART XI, LINE 4B - OTHER ADJUSTMENTS  |                  | MEDICARE PART D REBATES NET AGAINST BENEFITS FOR FINANCIAL STATEMENT PURPOSE 414,966 |
| PART XII, LINE 4B - OTHER ADJUSTMENTS |                  | MEDICARE PART D REBATES NET AGAINST BENEFITS FOR FINANCIAL STATEMENT PURPOSE 414,966 |

Schedule I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization  
SEAFARERS HEALTH AND BENEFITS PLAN

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

2012

Open to Public  
Inspection

Employer identification number  
13-5557534

Part I

General Information on Grants and Assistance

- 1

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

☒ Yes ☐ No
- 2

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

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

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

2

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

▶

3

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

▶

Part III

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

| (a)Type of grant or assistance | (b)Number of recipients | (c)Amount of cash grant | (d)Amount of non-cash assistance | (e)Method of valuation (book, FMV, appraisal, other) | (f)Description of non-cash assistance |
|--------------------------------|-------------------------|-------------------------|----------------------------------|------------------------------------------------------|---------------------------------------|
| (1) SCHOLARSHIPS               | 47                      | 112,500                 |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

| Identifier                                  | Return Reference                                              | Explanation                                                                   |
|---------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------------------------|
| FORM 990,SCHEDULE ,<br>PART III, COLUMN (B) | HOW THE ORGANIZATION<br>ESTIMATED THE NUMBER OF<br>RECIPIENTS | THE ORGANIZATION ESTIMATED THE NUMBER BASED ON THE AVERAGE SCHOLARSHIP AMOUNT |

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

2012

Open to Public  
Inspection

|                                                                |                                              |
|----------------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>SEAFARERS HEALTH AND BENEFITS PLAN | Employer identification number<br>13-5557534 |
|----------------------------------------------------------------|----------------------------------------------|

| Identifier | Return Reference                       | Explanation                                                                                                   |
|------------|----------------------------------------|---------------------------------------------------------------------------------------------------------------|
|            | FORM 990, PART VI, SECTION B, LINE 11  | THE BOARD OF TRUSTEES REVIEWS THE 990 PRIOR TO FILING                                                         |
|            | FORM 990, PART VI, SECTION B, LINE 12C | THE ORGANIZATION ASKS ALL SUCH INDIVIDUALS ON A REGULAR BASIS TO DISCLOSE ANY POTENTIAL CONFLICTS OF INTEREST |
|            | FORM 990, PART VI, SECTION B, LINE 15  | THE ADMINISTRATOR'S SALARY IS REVIEWED ANNUALLY BY THE BOARD OF TRUSTEES                                      |
|            | FORM 990, PART VI, SECTION C, LINE 19  | GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST FROM THE PLAN OFFICE                  |

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

2012

Open to Public Inspection

Name of the organization  
SEAFARERS HEALTH AND BENEFITS PLAN

Employer identification number  
13-5557534

| Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.) |                         |                                                  |                     |                           |                                  |
|----------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------|---------------------|---------------------------|----------------------------------|
| (a)<br>Name, address, and EIN (if applicable) of disregarded entity                                                        | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity |
|                                                                                                                            |                         |                                                  |                     |                           |                                  |
|                                                                                                                            |                         |                                                  |                     |                           |                                  |
|                                                                                                                            |                         |                                                  |                     |                           |                                  |
|                                                                                                                            |                         |                                                  |                     |                           |                                  |
|                                                                                                                            |                         |                                                  |                     |                           |                                  |
|                                                                                                                            |                         |                                                  |                     |                           |                                  |
|                                                                                                                            |                         |                                                  |                     |                           |                                  |

| Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.) |                         |                                                  |                            |                                                     |                                  |                                              |    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------|----------------------------|-----------------------------------------------------|----------------------------------|----------------------------------------------|----|
| (a)<br>Name, address, and EIN of related organization                                                                                                                                                                   | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512(b)(13) controlled entity? |    |
|                                                                                                                                                                                                                         |                         |                                                  |                            |                                                     |                                  | Yes                                          | No |
|                                                                                                                                                                                                                         |                         |                                                  |                            |                                                     |                                  |                                              |    |
|                                                                                                                                                                                                                         |                         |                                                  |                            |                                                     |                                  |                                              |    |
|                                                                                                                                                                                                                         |                         |                                                  |                            |                                                     |                                  |                                              |    |
|                                                                                                                                                                                                                         |                         |                                                  |                            |                                                     |                                  |                                              |    |
|                                                                                                                                                                                                                         |                         |                                                  |                            |                                                     |                                  |                                              |    |
|                                                                                                                                                                                                                         |                         |                                                  |                            |                                                     |                                  |                                              |    |
|                                                                                                                                                                                                                         |                         |                                                  |                            |                                                     |                                  |                                              |    |

Part III

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

| (a)<br>Name, address, and EIN of<br>related organization | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct<br>controlling<br>entity | (e)<br>Predominant<br>income(related,<br>unrelated,<br>excluded from<br>tax under<br>sections 512-<br>514) | (f)<br>Share of<br>total income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Disproportionate<br>allocations? |    | (i)<br>Code V—UBI<br>amount in box<br>20 of<br>Schedule K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|----------------------------------------------------------|-------------------------|--------------------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------|---------------------------------|------------------------------------------|-----------------------------------------|----|----------------------------------------------------------------------------|-------------------------------------------|----|--------------------------------|
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          | Yes                                     | No |                                                                            | Yes                                       | No |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                         |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                         |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                         |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                         |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                         |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                         |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                         |    |                                                                            |                                           |    |                                |

Part IV

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

| (a)<br>Name, address, and EIN of<br>related organization | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S<br>corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of end-<br>of-year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section 512<br>(b)(13)<br>controlled<br>entity? |    |
|----------------------------------------------------------|-------------------------|-----------------------------------------------------------|-------------------------------------|-----------------------------------------------------------|---------------------------------|-------------------------------------------|--------------------------------|--------------------------------------------------------|----|
|                                                          |                         |                                                           |                                     |                                                           |                                 |                                           |                                | Yes                                                    | No |
| See Additional Data Table                                |                         |                                                           |                                     |                                                           |                                 |                                           |                                |                                                        |    |
|                                                          |                         |                                                           |                                     |                                                           |                                 |                                           |                                |                                                        |    |
|                                                          |                         |                                                           |                                     |                                                           |                                 |                                           |                                |                                                        |    |
|                                                          |                         |                                                           |                                     |                                                           |                                 |                                           |                                |                                                        |    |
|                                                          |                         |                                                           |                                     |                                                           |                                 |                                           |                                |                                                        |    |
|                                                          |                         |                                                           |                                     |                                                           |                                 |                                           |                                |                                                        |    |
|                                                          |                         |                                                           |                                     |                                                           |                                 |                                           |                                |                                                        |    |

Part V

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

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

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

Yes

No

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

No

1o

No

1p

No

1q

No

1r

No

1s

No

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

| (a)<br>Name of other organization | (b)<br>Transaction<br>type (a-s) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|-----------------------------------|----------------------------------|------------------------|----------------------------------------------|
|                                   |                                  |                        |                                              |
|                                   |                                  |                        |                                              |
|                                   |                                  |                        |                                              |
|                                   |                                  |                        |                                              |
|                                   |                                  |                        |                                              |
|                                   |                                  |                        |                                              |

Schedule R (Form 990) 2012

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]

Software ID:  
Software Version:  
EIN: 13-5557534  
Name: SEAFARERS HEALTH AND BENEFITS PLAN

Part VII Supplemental Information

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

| Identifier                                                                                                                | Return Reference        | Explanation                                               |                                        |                                                              |                                 |                                           |                                |                                                       |    |
|---------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|----------------------------------------|--------------------------------------------------------------|---------------------------------|-------------------------------------------|--------------------------------|-------------------------------------------------------|----|
| Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust                 |                         |                                                           |                                        |                                                              |                                 |                                           |                                |                                                       |    |
| (a)<br>Name, address, and EIN of<br>related organization                                                                  | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or foreign<br>country) | (d)<br>Direct<br>controlling<br>entity | (e)<br>Type of<br>entity<br>(C corp, S<br>corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of end-<br>of-year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section<br>512(b)(13)<br>controlled<br>entity? |    |
|                                                                                                                           |                         |                                                           |                                        |                                                              |                                 |                                           |                                | Yes                                                   | No |
| 3PSC LLC<br><br>ONE COMMERCIAL<br>PLACE 20TH FLOOR<br>NORFOLK, VA 23510<br>75-2999610                                     | SHIPPING                | VA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| ALASKA TANKER<br>COMPANY<br><br>15400 NORTHWEST<br>GREENBRIER PKWY<br>SUI<br>BEAVERTON, OR<br>97006<br>52-2154054         | SHIPPING                | OR                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| ALLIED<br>TRANSPORTATION<br><br>PO BOX 717<br>NORFOLK, VA 23501<br>54-0663047                                             | SHIPPING                | VA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| AMERICAN<br>OVERSEAS MARINE<br><br>100 NEWPORT<br>AVENUE EXTENSION<br>NORTH QUINCY, MA<br>02171<br>43-1273477             | SHIPPING                | MA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| AMERICAN SERVICE<br>TECH (SIU)<br><br>PO BOX 2151 22815<br>WASHINGTON<br>STREET<br>LEONARDTOWN, MD<br>20650<br>52-1471269 | SHIPPING                | MD                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| AMERICAN<br>STEAMSHIP<br><br>CENTERPOINTE<br>CORPORATE PARK<br>500 ESS<br>WILLIAMSVILLE, NY<br>142218226<br>16-0920372    | SHIPPING                | NY                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| APL MARINE<br>SERVICES<br><br>6901 ROCKLEDGE<br>DRIVE SUITE 200<br>BETHESDA, MD<br>20817<br>20-1760878                    | SHIPPING                | MD                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| ARGENT MARINE<br>OPERATIONS INC<br><br>889 ALDER AVE<br>SUITE 300<br>INCLINE VILLAGE, NV<br>89451<br>68-0233144           | SHIPPING                | NV                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| ARMSTRONG<br>STEAMSHIP<br><br>CENTERPOINTE<br>CORPORATE PARK<br>500 ESS<br>WILLIAMSVILLE, NY<br>142218226<br>36-2818487   | SHIPPING                | NY                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| ARNOLD TRANSIT<br><br>PO BOX L<br>PETOSKEY, MI 49770<br>38-0308820                                                        | SHIPPING                | MI                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| ASSOCIATION OF MD<br>PILOTS<br><br>3720 DILLON STREET<br>BALTIMORE, MD<br>21224<br>52-0231416                             | SHIPPING                | MD                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| BELL STEAMSHIP<br><br>CENTERPOINTE<br>CORPORATE PARK<br>500 ESS<br>WILLIAMSVILLE, NY<br>142218226<br>36-2785498           | SHIPPING                | NY                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| BRUSCO TUG &<br>BARGE<br><br>POST OFFICE BOX<br>1576<br>LONGVIEW, WA<br>98632<br>91-0776668                               | SHIPPING                | WA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| CARGOTEC<br><br>415 EAST DUNDEE<br>OTTAWA, KS 66067<br>51-0097536                                                         | SHIPPING                | KS                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| CENTRAL GULF<br><br>PO BOX 2008<br>MOBILE, AL 36652<br>72-0388979                                                         | SHIPPING                | AL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

| (a)<br>Name, address, and EIN of<br>related organization                                                                | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or foreign<br>country) | (d)<br>Direct<br>controlling<br>entity | (e)<br>Type of<br>entity<br>(C corp, S<br>corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of end-<br>of-year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section<br>512(b)(13)<br>controlled<br>entity? |    |
|-------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|----------------------------------------|--------------------------------------------------------------|---------------------------------|-------------------------------------------|--------------------------------|-------------------------------------------------------|----|
|                                                                                                                         |                         |                                                           |                                        |                                                              |                                 |                                           |                                | Yes                                                   | No |
| CRESCENT TOWING<br><br>PO BOX 1566<br>MOBILE, AL 36633                                                                  | SHIPPING                | AL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| CROWLEY LINER<br>SERVICE (TMT)<br><br>9487 REGENCY<br>SQUARE BLVD N<br>JACKSONVILLE, FL<br>32225<br>59-0835484          | SHIPPING                | FL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| CROWLEY TOWING -<br>JAXLONG BEACH<br><br>9487 REGENCY<br>SQUARE BLVD N<br>JACKSONVILLE, FL<br>32225<br>94-2257992       | SHIPPING                | FL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| FOSS MARITIME<br><br>118 N ROYAL ST<br>SUITE 806<br>MOBILE, AL 36602<br>91-0859023                                      | SHIPPING                | AL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| CROWLEY TOWING -<br>SAN JUAN<br><br>9487 REGENCY<br>SQUARE BLVD N<br>JACKSONVILLE, FL<br>32225<br>26-3027199            | SHIPPING                | FL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| EN BISSO & SON<br><br>3939 N CAUSEWAY<br>BLVD SUITE 401<br>METAIRIE, LA<br>700021777<br>72-0796045                      | SHIPPING                | LA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| EXPRESS MARINE<br><br>PO BOX 329<br>PENNSAUKEN, NJ<br>08110<br>22-2490433                                               | SHIPPING                | NJ                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| G & H TOWING<br><br>PO BOX 2270<br>GALVESTON, TX<br>77553<br>74-0636630                                                 | SHIPPING                | TX                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| GFC CRANE<br>CONSULTANTS<br><br>43 VIA TREVISO<br>AMERICAN CANYON,<br>CA 94503<br>68-0226126                            | SHIPPING                | CA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| GREAT LAKES<br>TOWING<br><br>4500 DIVISION AVE<br>CLEVELAND, OH<br>44102<br>34-1225181                                  | SHIPPING                | OH                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| HORIZON LINES LLC<br><br>4064 COLONY ROAD<br>SUITE 200<br>CHARLOTTE, NC<br>28211<br>55-2279637                          | SHIPPING                | NC                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| HORIZON LINES OF<br>PUERTO RICO<br><br>4064 COLONY ROAD<br>SUITE 200<br>CHARLOTTE, NC<br>28211<br>56-2224254            | SHIPPING                | NC                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| INLAND LAKES MGT<br><br>PO BOX 1547<br>MUSKEGON, MI<br>494431547<br>38-2733182                                          | SHIPPING                | MI                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| INTREPID<br>PERSONNEL &<br>PROVISIONING<br><br>9487 REGENCY<br>SQUARE BLVD N<br>JACKSONVILLE, FL<br>32225<br>22-3701168 | SHIPPING                | FL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| KEY LAKES INC<br><br>ONE BALA PLAZA<br>EAST SUITE 600<br>BALA CYNWYD, PA<br>19004<br>20-0871186                         | SHIPPING                | PA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

| (a)<br>Name, address, and EIN of<br>related organization                                                        | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or foreign<br>country) | (d)<br>Direct<br>controlling<br>entity | (e)<br>Type of<br>entity<br>(C corp, S<br>corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of end-<br>of-year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section<br>512(b)(13)<br>controlled<br>entity? |    |
|-----------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|----------------------------------------|--------------------------------------------------------------|---------------------------------|-------------------------------------------|--------------------------------|-------------------------------------------------------|----|
|                                                                                                                 |                         |                                                           |                                        |                                                              |                                 |                                           |                                | Yes                                                   | No |
| KEYSTONE SHIPPING SERVICES<br><br>ONE BALA PLAZA<br>EAST SUITE 600<br>BALA CYNWYD, PA<br>19004<br>52-2058602    | SHIPPING                | PA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| LIBERTY MARITIME CORP<br><br>1979 MARCUS<br>AVENUE SUITE 200<br>LAKE SUCCESS, NY<br>11042<br>11-2918484         | SHIPPING                | NY                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| LUEDTKE ENGINEERING<br><br>PO BOX 111 10<br>FOURTH STREET<br>FRANKFORT, MI<br>49635<br>38-0775370               | SHIPPING                | MI                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| MAERSK LINE LTD<br><br>ONE COMMERCIAL<br>PLACE 20TH FLOOR<br>NORFOLK, VA 23510<br>13-6122611                    | SHIPPING                | VA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| MARINE PERSONNEL & PROVISIONING<br><br>9487 REGENCY<br>SQUARE BLVD N<br>JACKSONVILLE, FL<br>32225<br>13-5546927 | SHIPPING                | FL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| MATSON NAVIGATION<br><br>555 12TH STREET<br>OAKLAND, CA 94607<br>94-0662400                                     | SHIPPING                | CA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| MORAN TOWING OF TEXAS<br><br>50 LOCUST AVE<br>NEW CANAAN, CT<br>06840<br>13-5256830                             | SHIPPING                | CT                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| NCL AMERICA INC<br><br>7665 CORPORATE<br>CENTER DRIVE<br>MIAMI, FL 33126<br>20-0470259                          | SHIPPING                | FL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| NORTH AMERICAN TRAILING CO<br><br>2122 YORK ROAD<br>OAK BROOK, IL<br>60523<br>20-1354414                        | SHIPPING                | IL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| OCEAN DUCHESS INC<br><br>16211 PARK TEN<br>PLACE<br>HOUSTON, TX 77084<br>76-0362534                             | SHIPPING                | TX                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| OCEAN SHIPS INC<br><br>16211 PARK TEN<br>PLACE<br>HOUSTON, TX 77084<br>76-0144274                               | SHIPPING                | TX                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| OSG SHIP MANAGEMENT<br><br>302 KNIGHTS RUN<br>AVE SUITE 200<br>TAMPA, FL 33602<br>13-3589004                    | SHIPPING                | FL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| OSPREY SHIP MGT<br><br>6901 ROCKLEDGE<br>DRIVE 200<br>BETHESDA, MD<br>20817<br>52-1799165                       | SHIPPING                | MD                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| PACIFIC GULF MARINE<br><br>401 WHITNEY AVE<br>SUITE 211<br>GRETN, LA 70056<br>72-0794824                        | SHIPPING                | LA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| PATRIOT CONTRACT SERVICES LLC<br><br>1320 WILLOW PASS<br>RD SUITE 485<br>CONCORD, CA 94520<br>91-1862242        | SHIPPING                | CA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

| (a)<br>Name, address, and EIN of<br>related organization                                                                  | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or foreign<br>country) | (d)<br>Direct<br>controlling<br>entity | (e)<br>Type of<br>entity<br>(C corp, S<br>corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of end-<br>of-year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section<br>512(b)(13)<br>controlled<br>entity? |    |
|---------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|----------------------------------------|--------------------------------------------------------------|---------------------------------|-------------------------------------------|--------------------------------|-------------------------------------------------------|----|
|                                                                                                                           |                         |                                                           |                                        |                                                              |                                 |                                           |                                | Yes                                                   | No |
| PENN MARITIME<br><br>ONE STAMFORD<br>PLAZA 263 TRESSER<br>BLVD<br>STAMFORD, CT<br>06901<br>13-3300071                     | SHIPPING                | CT                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| PORT CITY MARINE<br>SERVICES<br><br>560 MART STREET<br>MUSKEGON, MI<br>49440<br>26-2833814                                | SHIPPING                | MI                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| PORT CITY<br>STEAMSHIP<br>SERVICES<br><br>560 MART STREET<br>MUSKEGON, MI<br>49440<br>26-4092432                          | SHIPPING                | MI                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| SEABULK TANKER INC<br><br>2200 ELLER DRIVE<br>FT LAUDERDALE, FL<br>33316<br>76-0270930                                    | SHIPPING                | FL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| SEABULK TOWING<br>SERVICES<br><br>2200 ELLER DRIVE<br>FT LAUDERDALE, FL<br>33316<br>76-0565247                            | SHIPPING                | FL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| TOTE SERVICES INC<br><br>302 HARPER DRIVE<br>SUITE 200<br>MOORESTOWN, NJ<br>08057<br>13-2835366                           | SHIPPING                | NJ                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| SULPHER CARRIERS<br>INC<br><br>PO BOX 2008<br>MOBILE, AL 36652<br>72-1198965                                              | SHIPPING                | AL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| TYCO ELECTRONICS<br>SUBSEA<br>COMMUNICATIONS<br>LLC<br><br>1001 MCCOMAS<br>STREET<br>BALTIMORE, MD<br>21230<br>13-1961749 | SHIPPING                | MD                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| UNIVERSAL MARINE<br><br>9300 ARROW POINT<br>BLVD SO BLDG 1ST F<br>CHARLOTTE, NC<br>28273<br>13-5626049                    | SHIPPING                | NC                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| USS TRANSPORT LLC<br><br>PO BOX 2945<br>EDISON, NJ 08818<br>05-0524864                                                    | SHIPPING                | NJ                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| WATERMAN<br>STEAMSHIP<br><br>PO BOX 2008<br>MOBILE, AL 36652<br>63-0220640                                                | SHIPPING                | AL                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| KEY LAKES IV<br><br>ONE BALA PLAZA<br>EAST SUITE 600<br>BALA CYNWYD, PA<br>19004<br>45-1794248                            | SHIPPING                | PA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| KEYSTONE OCEAN<br>SERVICES<br><br>ONE BALA PLAZA<br>EAST SUITE 600<br>BALA CYNWYD, PA<br>19004<br>01-0653495              | SHIPPING                | PA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| KEYSTONE<br>PREPOSITIONING<br><br>ONE BALA PLAZA<br>EAST SUITE 600<br>BALA CYNWYD, PA<br>19004<br>51-0410857              | SHIPPING                | PA                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |
| SEALIFT HOLDING<br>INC<br><br>68 WEST MAIN<br>STREET<br>OYSTER BAY, NY<br>11771<br>11-2378853                             | SHIPPING                | NY                                                        | N/A                                    | C                                                            |                                 |                                           |                                |                                                       | No |



Additional Data

Software ID:

Software Version:

EIN: 13-5557534

Name: SEAFARERS HEALTH AND BENEFITS PLAN

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

| (A)<br>Name and Title              | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                    |                                                                                            | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| TODD BRDAK<br>ALTERNATE TRUSTEE    | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| WILLIAM PAGENDARM<br>TRUSTEE       | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| ROBERT ROGERS<br>TRUSTEE           | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| ANTHONY NACCARATO<br>TRUSTEE       | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| DEAN CORGEY<br>TRUSTEE             | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| TODD JOHNSON<br>TRUSTEE            | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| THOMAS ORZECOWSKI<br>TRUSTEE       | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| DAVID HEINDEL<br>TRUSTEE           | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| NICHOLAS MARRONE<br>TRUSTEE        | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| THOMAS MURPHY<br>TRUSTEE           | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| M BLANKENSHIP<br>ALTERNATE TRUSTEE | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| PHILIP FISHER<br>ALTERNATE TRUSTEE | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| EDWARD MORGAN<br>ALTERNATE TRUSTEE | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| JOHN SULLIVAN<br>ALTERNATE TRUSTEE | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| AMBROSE CUCINOTTA<br>TRUSTEE       | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| JOSEPH SORESI<br>TRUSTEE           | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| N GAUSLOW<br>ALTERNATE TRUSTEE     | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| NICK CELONA<br>ALTERNATE TRUSTEE   | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| G KENNY<br>ALTERNATE TRUSTEE       | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| GERALD CARBIENER<br>TRUSTEE        | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| H GALBISO<br>ALTERNATE TRUSTEE     | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| ED HANLEY<br>ALTERNATE TRUSTEE     | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| J MCGREGOR<br>ALTERNATE TRUSTEE    | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| T MAYHEW<br>ALTERNATE TRUSTEE      | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| B POWELL<br>ALTERNATE TRUSTEE      | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |

| Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors |                                                                                            |                                                                                                           |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| (A)<br>Name and Title                                                                                                                         | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|                                                                                                                                               |                                                                                            | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| C WHEELER TRUSTEE                                                                                                                             | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| JDRAGONE TRUSTEE                                                                                                                              | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| R LEMING TRUSTEE                                                                                                                              | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| D SCHULTZE TRUSTEE                                                                                                                            | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| MARGARET BOWEN ADMINISTRATOR                                                                                                                  | 8 00                                                                                       |                                                                                                           |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |