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Form 990



Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

Information about Form 990 and its instructions is at [www.IRS.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

MODERN WOODMEN OF AMERICA

Doing Business As

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

1701 FIRST AVENUE

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

ROCK ISLAND, IL 61201

D Employer identification number

36-1493430

E Telephone number

(309) 786-6481

G Gross receipts \$ 1,711,501,686

F Name and address of principal officer

DENIS P PRIOR

1701 FIRST AVENUE

ROCK ISLAND,IL 61201

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

☐ Yes☒ No

H(b) Are all subordinates included?

☐ Yes☐ No

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

H(c) Group exemption number

I Tax-exempt status

☐ 501(c)(3)☒ 501(c) (8)☐ (insert no)☐ 4947(a)(1) or ☐ 527

J Website:

WWW.MODERN-WOODMEN.ORG

K Form of organization

☒ Corporation☐ Trust☐ Association☐ Other

L Year of formation

1883

M State of legal domicile

IL

Part I Summary																																	
Activities & Governance	<div><div>1</div><div>Briefly describe the organization's mission or most significant activities</div><div>TO IMPROVE THE QUALITY OF LIFE FOR OUR MEMBERS</div></div>																																
	<div><div>2</div><div>Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets</div></div>																																
	<table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>3</td><td>9</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>4</td><td>3</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2013 (Part V, line 2a)</td><td>5</td><td>2,430</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>6</td><td>510,000</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>7a</td><td>764,765</td></tr><tr><td>b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td>7b</td><td>623,810</td></tr></table>	3	Number of voting members of the governing body (Part VI, line 1a)	3	9	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	3	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	2,430	6	Total number of volunteers (estimate if necessary)	6	510,000	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	764,765	b	Net unrelated business taxable income from Form 990-T, line 34	7b	623,810								
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Revenue	<table><tr><td>8</td><td>Contributions and grants (Part VIII, line 1h)</td><td>Prior Year</td><td>Current Year</td></tr><tr><td>9</td><td>Program service revenue (Part VIII, line 2g)</td><td>0</td><td>0</td></tr><tr><td>10</td><td>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td><td>1,726,676,389</td><td>1,711,501,686</td></tr><tr><td>11</td><td>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td><td>0</td><td>0</td></tr><tr><td>12</td><td>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td><td>416,686</td><td>0</td></tr><tr><td></td><td></td><td>1,727,093,075</td><td>1,711,501,686</td></tr></table>	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	9	Program service revenue (Part VIII, line 2g)	0	0	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,726,676,389	1,711,501,686	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	416,686	0			1,727,093,075	1,711,501,686								
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Expenses	<table><tr><td>13</td><td>Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td><td>1,072,283</td><td>1,161,199</td></tr><tr><td>14</td><td>Benefits paid to or for members (Part IX, column (A), line 4)</td><td>1,404,239,109</td><td>1,337,703,392</td></tr><tr><td>15</td><td>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td>80,673,924</td><td>89,962,670</td></tr><tr><td>16a</td><td>Professional fundraising fees (Part IX, column (A), line 11e)</td><td>0</td><td>0</td></tr><tr><td>b</td><td>Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0</td><td></td><td></td></tr><tr><td>17</td><td>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td><td>147,045,699</td><td>178,566,769</td></tr><tr><td>18</td><td>Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td>1,633,031,015</td><td>1,607,394,030</td></tr><tr><td>19</td><td>Revenue less expenses Subtract line 18 from line 12</td><td>94,062,060</td><td>104,107,656</td></tr></table>	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,072,283	1,161,199	14	Benefits paid to or for members (Part IX, column (A), line 4)	1,404,239,109	1,337,703,392	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	80,673,924	89,962,670	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0	b	Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0			17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	147,045,699	178,566,769	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,633,031,015	1,607,394,030	19	Revenue less expenses Subtract line 18 from line 12	94,062,060	104,107,656
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Net Assets or Fund Balances	<table><tr><td></td><td></td><td>Beginning of Current Year</td><td>End of Year</td></tr><tr><td>20</td><td>Total assets (Part X, line 16)</td><td>12,385,909,151</td><td>13,398,445,743</td></tr><tr><td>21</td><td>Total liabilities (Part X, line 26)</td><td>11,053,379,336</td><td>11,883,001,492</td></tr><tr><td>22</td><td>Net assets or fund balances Subtract line 21 from line 20</td><td>1,332,529,815</td><td>1,515,444,251</td></tr></table>			Beginning of Current Year	End of Year	20	Total assets (Part X, line 16)	12,385,909,151	13,398,445,743	21	Total liabilities (Part X, line 26)	11,053,379,336	11,883,001,492	22	Net assets or fund balances Subtract line 21 from line 20	1,332,529,815	1,515,444,251																
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Part II

Signature Block

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

Sign Here

Signature of officer

2014-11-14

Date

DENIS P PRIOR NATIONAL SECRETARY

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

JOHN J ROMANO

Preparer's signature

Date

Check ☐ if self-employed

PTIN P00227323

Firm's name

MCGLADREY LLP

Firm's EIN

42-0714325

Firm's address

201 N HARRISON STREET SUITE 300

DAVENPORT, IA 528011999

Phone no

(563) 888-4000

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

☒ Yes☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2013)

Part III

Statement of Program Service Accomplishments

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

1

Briefly describe the organization's mission

TO IMPROVE THE QUALITY OF LIFE FOR OUR MEMBERS

2

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

Yes

No

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

3

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

Yes

No

If "Yes," describe these changes on Schedule O

4

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

4a

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

LIFE INSURANCE PROGRAMS MODERN WOODMEN OF AMERICA PROVIDES BENEFITS AND SERVICES COVERAGE FOR LIFE, ANNUITY, AND ACCIDENT & HEALTH INSURANCE (769,671 MEMBERS)

4b

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

FRATERNAL BENEFITS (5,673 BENEFICIARIES)

4c

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

YOUTH COMMUNITY SERVICE PROGRAMS YOUTH ACTIVITIES AND PROGRAMS (12,363 ACTIVITIES)

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

FRATERNAL CHARACTER (769,671 MEMBERS)

4d

Other program services (Describe in Schedule O)

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

















4e

Total program service expenses

Form 990 (2013)

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 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	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	Yes
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	Yes
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	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	Yes
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? 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 other assistance to or for foreign individuals? 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 or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants or 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	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, 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	Yes	
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	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	68,958	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
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.	2,430	
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		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	Organizations that may receive deductible contributions under section 170(c).		
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	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
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	Section 501(c)(7) organizations. 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	Section 501(c)(12) organizations. 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	Section 4947(a)(1) non-exempt charitable trusts. 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	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
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 or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	9	
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	3	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
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	Yes
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	Yes
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
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	Yes
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	No

Section C. Disclosure

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

Part VII

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

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

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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DARCY ANN CALLAS GENERAL COUNSEL	40 00	X		X				592,346	0	81,120
(2) DAVID B EMRICK DIRECTOR	5 00	X						55,687	0	0
(3) JERRY HARBAUGH FORMER DIRECTOR	5 00	X						42,874	0	0
(4) ALBERT HURST REGIONAL DIRECTOR	40 00	X						647,516	5,420	-320,225
(5) WILLIAM KELTNER REGIONAL DIRECTOR	40 00	X						813,094	8,402	-98,427
(6) WILLIAM KENNY MASSEY PRESIDENT	40 00	X		X				1,151,917	0	29,557
(7) GARY L MEDD DIRECTOR	5 00	X						13,256	0	0
(8) ROBERT C POLLEX DIRECTOR	5 00	X						54,333	0	0
(9) DENIS PATRICK PRIOR NATIONAL SECRETARY	40 00	X		X				490,344	0	-565,848
(10) LARRY LYN SCHREIBER CHIEF RISK OFFICER	40 00	X		X				522,569	0	-124,440
(11) MICHAEL SCOTT ANDREWS CHIEF ACTUARY	40 00			X				273,739	0	31,802
(12) PATRICK JAMES BARNES MARKETING OFFICER	40 00			X				363,069	0	-144,324
(13) ROSEMARY COSTELLO FORMER HR MANAGER	40 00			X				996,955	0	1,131
(14) MICHAEL EDWARD DAU TREASURER	40 00			X				406,099	0	124,841
(15) PATRICK OMAR SAUNDERS ASSISTANT NATIONAL SECRETARY	40 00			X				241,764	0	82,671
(16) STEVE VANSPEYBROECK FRATERNAL DIRECTOR	40 00			X				194,142	0	-93,152
(17) GEORGE RAYMOND WORLEY AGENCY OFFICER	40 00			X				350,037	0	-16,685

Part VII

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) TODD DAVID SWANSON CONTROLLER	40 00				X			169,082	0	23,597
(19) DOUGLAS W GRENIER FINANCIAL REP	40 00					X		351,938	262,425	2,881
(20) KELLY G HERRING REGIONAL DIRECTOR	40 00					X		452,716	19,738	652
(21) KENNY D JACKSON REGIONAL DIRECTOR	40 00					X		496,575	10,119	-76,508
(22) DANIEL L LAWRENCE REGIONAL DIRECTOR	40 00					X		549,753	31,354	-15,149
(23) JOSEPH A SZTAPKA REGIONAL DIRECTOR	40 00					X		633,416	17,042	-24,171
(24) NICK COIN FORMER TREASURER	0 00						X	179,869	0	7,672
(25) GERALD ODEAN FORMER NATIONAL SECRETARY	0 00						X	255,567	0	7,672
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								10,298,657	354,500	-1,085,333

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▶266		
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	Yes
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year		
(A) Name and business address	(B) Description of services	(C) Compensation
SE2 5801 SW SIXTH AVENUE TOPEKA KS 66636	VA PRODUCT MANAGEMENT	1,064,630
EDGEWATER TECHNOLOGY PO BOX 83328 WOBURN MA 01813	CONSULTING	856,920
PRUDENTIAL PRIVATE PLACEMENT INVESTORS L GATEWAY CTR 3 18TH FLOOR NEWARK NJ 07102	INVESTMENT MANAGEMENT	496,277
OFI INSTITUTIONAL DISCOVERY SMALL 6803 SOUTH TUCSON WAY CENTENNIAL CO 80112	INVESTMENT MANAGEMENT	354,910
ERNST & YOUNG 801 GRAND AVENUE DES MOINES IA 50309	AUDIT	300,100
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 ▶14		

Part VIII

Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d					
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f					
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f					
Program Service Revenue	2a	PREMIUMS & OTHER RECEIPTS	Business Code				
			524113	1,054,138,928	1,054,138,928		
	b	GROSS INVESTMENT INCOME	524113	572,619,150	572,619,150		
	c	OTHER INCOME	524113	84,738,078	83,978,843	759,235	
	d	PRINTING INCOME	323100	5,530		5,530	
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		1,711,501,686			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)					
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross rents	(i) Real	(ii) Personal			
		b	Less rental expenses				
		c	Rental income or (loss)				
		d	Net rental income or (loss)				
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss)				
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
		b	Less direct expenses b				
		c	Net income or (loss) from fundraising events				
	9a	Gross income from gaming activities See Part IV, line 19	a				
		b	Less direct expenses b				
		c	Net income or (loss) from gaming activities				
	10a	Gross sales of inventory, less returns and allowances	a				
		b	Less cost of goods sold b				
		c	Net income or (loss) from sales of inventory				
	Miscellaneous Revenue		Business Code				
	11a						
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See Instructions			1,711,501,686	1,710,736,921	764,765	0

Part IX

Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	629,229			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	531,970			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.	1,337,703,392			
5	Compensation of current officers, directors, trustees, and key employees.	5,755,987			
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.	31,126,181			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	30,377,019			
9	Other employee benefits.	15,814,414			
10	Payroll taxes.	6,889,069			
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	336,524			
c	Accounting.	299,825			
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	1,026,468			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,220,560			
12	Advertising and promotion.	2,140,875			
13	Office expenses.	7,038,271			
14	Information technology.	2,108,186			
15	Royalties.				
16	Occupancy.	5,398,109			
17	Travel.	885,062			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	2,712,299			
20	Interest.	43,782			
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	4,656,701			
23	Insurance.	390,905			
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	COMMISSIONS	63,697,938			
b	MISCELLANEOUS EXPENSE	19,234,523			
c	CAMP ADMIN & EXPENSE	13,428,188			
d	FIELD EXPENSE ALLOWANCE	9,710,368			
e	All other expenses	44,238,185			
25	Total functional expenses. Add lines 1 through 24e.	1,607,394,030			
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 or note to any line in this Part X

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			3,069,248	1	1,587,882
	2	Savings and temporary cash investments			48,564,459	2	60,324,888
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net				4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.				5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L.				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges				9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a	77,187,890			
	b	Less: accumulated depreciation	10b	45,065,850	41,493,714	10c	32,122,040
	11	Investments—publicly traded securities				11	
	12	Investments—other securities. See Part IV, line 11.			26,300,472	12	28,505,628
	13	Investments—program-related. See Part IV, line 11.			11,588,467,234	13	12,415,697,530
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11.			678,014,024	15	860,207,775
	16	Total assets. Add lines 1 through 15 (must equal line 34).			12,385,909,151	16	13,398,445,743
Liabilities	17	Accounts payable and accrued expenses			15,351,648	17	15,288,834
	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			0	23	35,626,316
	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.			11,038,027,688	25	11,832,086,342
	26	Total liabilities. Add lines 17 through 25.			11,053,379,336	26	11,883,001,492
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets				27	
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds			0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund			0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds			1,332,529,815	32	1,515,444,251
	33	Total net assets or fund balances			1,332,529,815	33	1,515,444,251
	34	Total liabilities and net assets/fund balances			12,385,909,151	34	13,398,445,743

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,711,501,686
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,607,394,030
3	Revenue less expenses Subtract line 2 from line 1	3	104,107,656
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,332,529,815
5	Net unrealized gains (losses) on investments	5	102,454,210
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	-23,647,430
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,515,444,251

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other STATUTORY If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	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?		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		

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization MODERN WOODMEN OF AMERICA	Employer identification number 36-1493430
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Part I

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

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

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

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

Part III

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

1a

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

b

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

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

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2013

Part III

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

- 3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

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

☐ Yes

☐ No

Part IV

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

- 1a

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

☐ Yes

☐ No
- b

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

	Amount
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

Yes

No

4

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

Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.
- | Description of property | (a) Cost or other basis (investment) | (b)Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--|--------------------------------------|--------------------------------|------------------------------|----------------|
| 1a Land | 1,150,000 | 195,245 | | 1,345,245 |
| b Buildings | 10,402,278 | 56,622,305 | 38,495,726 | 28,528,857 |
| c Leasehold improvements | | | | |
| d Equipment | | 8,818,062 | 6,570,124 | 2,247,938 |
| e Other | | | | |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 32,122,040 |
- Schedule D (Form 990) 2013

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

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

1	Total revenue, gains, and other support per audited financial statements	1	1,697,787,232
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	1,697,787,232
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	13,714,454
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	13,714,454
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	1,711,501,686

Part XII

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

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

1	Total expenses and losses per audited financial statements	1	1,593,679,576
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	1,593,679,576
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	13,714,454
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	13,714,454
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	1,607,394,030

Part XIII

Supplemental Information

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

Return Reference	Explanation

[illegible]

Additional Data

Software ID:

Software Version:

EIN: 36-1493430

Name: MODERN WOODMEN OF AMERICA

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

1	(a) Description of Liability	(b) Book Value
	CONTRACT RESERVES	10,693,746,459
	SECURITIES LENDING	498,803,519
	ASSET VALUATION RESERVE	254,657,405
	SEPARATE ACCOUNTS	236,062,139
	OTHER LIABILITIES	13,977,894
	LIABILITY FOR BENEFITS FOR EMPLOYEES & FIELDWORKERS	49,583,276
	INTEREST MAINTENANCE RESERVE	27,188,276
	CONTRACT CLAIM LIABILITY	20,835,807
	DRAFTS OUTSTANDING	15,214,130
	PROVISION FOR REFUNDS PAYABLE	14,400,000
	PREMIUMS RECEIVED IN ADVANCE	7,617,437

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization
MODERN WOODMEN OF AMERICA

Employer identification number
36-1493430

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA AND THE CARIBBEAN			INVESTMENTS		41,644,000
(2) EUROPE (INCLUDING ICELAND & GREENLAND)			INVESTMENTS		10,726,000
(3)					
(4)					
(5)					
3a Sub-total	0	0			52,370,000
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			52,370,000

Part II

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶
- 3 Enter total number of other organizations or entities ▶

Part III

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☒ Yes ☐ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*

☐ Yes ☒ No
- 3

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

☒ Yes ☐ No
- 4

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

☒ Yes ☐ No
- 5

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

☒ Yes ☐ No
- 6

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

☐ Yes ☒ No

Additional Data

Software ID:

Software Version:

EIN: 36-1493430

Name: MODERN WOODMEN OF AMERICA

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
MODERN WOODMEN OF AMERICA

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

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

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

OMB No 1545-0047

2013

Open to Public
Inspection

Employer identification number
36-1493430

Part I

General Information on Grants and Assistance

- 1

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

☒ Yes ☐ No
- 2

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

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. 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
See Additional Data Table							

2

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

16

3

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

2

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	262	441,000			
(2) ORPHAN BENEFITS	35	90,970			

Part IV

Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
PART I, LINE 2	ALTHOUGH MODERN WOODMEN DOES NOT HAVE SPECIFIC PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS, IT DOES HAVE PROCEDURES IN PLACE TO DECIDE WHO RECEIVES GRANTS, CONTRIBUTIONS, SCHOLARSHIPS AND ORPHAN BENEFITS TO BE ELIGIBLE TO RECEIVE CONTRIBUTIONS AN ORGANIZATION MUST BE A 501(C)(3) OR 501(C)(6) ORGANIZATION CONTRIBUTION RECIPIENTS ARE SELECTED BY A MODERN WOODMEN COMMITTEE OR BOARD OF DIRECTORS BASED ON ESTABLISHED CRITERIA ELIGIBLE SCHOLARSHIP RECIPIENTS MUST BE BENEFICIAL MEMBERS OF MODERN WOODMEN AND ARE SELECTED BY AN INDEPENDENT COMMITTEE OR AT RANDOM BASED ON ESTABLISHED CRITERIA SCHOLARSHIP CHECKS ARE MADE PAYABLE TO THE SCHOOL AND NOT THE INDIVIDUAL ORPHAN BENEFITS ARE PROVIDED TO MEMBERS' CHILDREN OR JUNIOR MEMBERS WHO BECOME ORPHANED BEFORE THEIR 19TH BIRTHDAY ELIGIBILITY REQUIREMENTS ARE ESTABLISHED BY THE BOARD OF DIRECTORS AND PAYMENTS ARE PAID ONLY TO LEGAL GUARDIANS

Additional Data

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

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNITED WAY OF THE QUAD CITIES AREA 3247 E 35TH STREET COURT DAVENPORT,IA 52807	36-2725960	501(C)(3)	84,964				YMCA LEARNING CENTER & GENERAL SUPPORT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GIRL SCOUTS OF EASTERN IOWA AND WESTERN ILLINOIS INC 940 GOLDEN VALLEY DRIVE BETTENDORF,IA 52722	42-1008848	501(C)(3)	50,000				FACILITY RENOVATION

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PUTNAM MUSEUM OF HISTORY AND NATURAL SCIENCE 1717 W 12TH STREET DAVENPORT, IA 52804	42-0680474	501(C)(3)	50,000				STEM LEARNING CENTER

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ST AMBROSE UNIVERSITY 518 W LOCUST STREET DAVENPORT, IA 52803	42-0703280	501(C)(3)	50,000				RECREATION AND WELLNESS CENTER

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TRINITY REGIONAL HEALTH SYSTEM 2701 17TH STREET ROCK ISLAND, IL 61201	36-3351952	501(C)(3)	50,000				EMERGENCY & HEART CENTER EXPANSION

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
QUAD CITY CHAMBER OF COMMERCE 1601 RIVER DRIVE MOLINE,IL 61265	27-3065786	501(C)(6)	30,000				1 QC CAMPAIGN

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LIFE AND HEALTH INSURANCE FOUNDATION FOR EDUCATION 1655 NORTH FORT MYER DRIVE NO 610 ARLINGTON,VA 22209	52-1904610	501(C)(6)	17,500				GENERAL SUPPORT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RIVER ACTION INC PO BOX 964 DAVENPORT,IA 52805	42-1267366	501(C)(3)	10,000				GENERAL SUPPORT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG BROTHERS BIG SISTERS OF THE MISSISSIPPI VALLEY 130 W 5TH STREET DAVENPORT,IA 52801	42-1320908	501(C)(3)	9,275				YOUTH MENTORING

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
QUAD CITY ARTS INC 1715 2ND AVENUE ROCK ISLAND, IL 61201	36-3122824	501(C)(3)	9,000				SUMMER YOUTH EMPLOYMENT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHILDREN'S THERAPY CENTER OF THE QUAD CITIES NFP 1504 13TH AVE MOLINE,IL 61265	36-2207922	501(C)(3)	8,775				GENERAL SUPPORT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ILLOWA COUNCIL INC BOY SCOUTS OF AMERICA 4412 N BRADY STREET DAVENPORT,IA 52806	36-2616917	501(C)(3)	8,575				SPORTING CLAYS EVENT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE MIDWEST WRITING CENTER 225 E 2ND STREET DAVENPORT,IA 52803	42-1126078	501(C)(3)	7,800				WRITER'S CONFERENCE

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BETHANY FOR CHILDREN & FAMILIES 1830 6TH AVENUE MOLINE,IL 61265	36-2166973	501(C)(3)	7,500				AWARDS CELEBRATION

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JUNIOR ACHIEVEMENT OF THE HEARTLAND INC 800 12TH AVENUE MOLINE,IL 61265	36-2684253	501(C)(3)	7,500				BIZTOWN & GENERAL SUPPORT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEW GROUND THEATRE 2113 E 11TH STREET DAVENPORT,IA 52803	42-1519151	501(C)(3)	7,500				CAPITAL CAMPAIGN

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TWO RIVERS YMCA INC 2040 53RD STREET MOLINE,IL 61265	36-2169199	501(C)(3)	7,500				Y-SOLUTIONS

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHRISTIAN FRIENDLINESS ASSOCIATION INC 3928 12TH AVENUE MOLINE,IL 61265	36-2193602	501(C)(3)	6,275				GENERAL SUPPORT

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
MODERN WOODMEN OF AMERICA

Employer identification number
36-1493430

Part I

Questions Regarding Compensation

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

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
PART I, LINE 1A	PART I, LINE 1A MODERN WOODMEN OF AMERICA PROVIDES THE FOLLOWING TO INDIVIDUALS REPORTED IN PART VII, SECTION A, LINE 1A FIRST-CLASS OR CHARTER TRAVEL IN TAX YEAR 2013, THE FOLLOWING TYPE OF LISTED INDIVIDUAL REPORTED IN PART VII RECEIVED THE FIRST-CLASS OR CHARTER TRAVEL BENEFIT 1 OFFICER TRAVEL FOR COMPANIONS IN TAX YEAR 2013, THE FOLLOWING TYPES OF LISTED INDIVIDUALS REPORTED IN PART VII RECEIVED THE TRAVEL FOR COMPANIONS BENEFIT 6 OFFICERS, 5 DIRECTORS, AND 5 HIGHEST COMPENSATED EMPLOYEES THE DOLLAR AMOUNT OF THE BENEFIT IS INCLUDED IN REPORTABLE COMPENSATION ON THE FORM 990 PART VII, AND SCHEDULE J PART, II TAX INDEMNIFICATION AND GROSS-UP PAYMENTS IN TAX YEAR 2013, THE FOLLOWING TYPES OF INDIVIDUALS REPORTED IN PART VII RECEIVED TAX INDEMNIFICATION AND GROSS-UP PAYMENTS 9 OFFICERS, 2 DIRECTORS, AND 5 HIGHEST COMPENSATED EMPLOYEES THE DOLLAR AMOUNT OF THE BENEFIT IS INCLUDED IN REPORTABLE COMPENSATION ON THE FORM 990 PART VII, AND SCHEDULE J, PART II HEALTH OR SOCIAL CLUB DUES IN TAX YEAR 2013, THE FOLLOWING TYPES OF INDIVIDUALS REPORTED IN PART VII RECEIVED HEALTH OR SOCIAL DUES 4 OFFICERS THE DOLLAR AMOUNT OF THE BENEFIT IS INCLUDED IN REPORTABLE COMPENSATION ON THE FORM 990 PART VII, AND SCHEDULE J, PART II
PART I, LINE 4B	THE FOLLOWING INDIVIDUALS PARTICIPATED IN A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN IN 2013 SPONSORED BY MODERN WOODMEN OF AMERICA DARCY ANN CALLAS - \$9,231, ALBERT HURST - \$14,083, WILLIAM KELTNER - \$16,715, WILLIAM KENNY MASSEY - \$24,412, LARRY LYN SCHREIBER - \$7,142, GEORGE RAYMOND WORLEY - \$2,506, PATRICK JAMES BARNES - \$2,779, ROSEMARY COSTELLO - \$2,471, MICHAEL EDWARD DAU - \$3,828, MICHAEL SCOTT ANDREWS - \$99, DOUGLAS W GRENIER - \$7,370, DANIEL L LAWRENCE - \$9,519, KENNY D JACKSON - \$9,212, JOSEPH A SZTAPKA - \$11,572, AND KELLY G HERRING - \$7,005 THE DOLLAR AMOUNT REPRESENTS THE CURRENT YEAR CONTRIBUTION MADE BY MODERN WOODMEN OF AMERICA ON BEHALF OF THE INDIVIDUAL TO THE PLAN IN 2013 THIS INFORMATION IS INCLUDED IN REPORTABLE COMPENSATION ON THE FORM 990, PART VII AND SCHEDULE J, PART II THE INCREASE OR DECREASE IN ACTUARIAL VALUE RELATED TO THE SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN FOR THE INDIVIDUALS LISTED ABOVE IS INCLUDED IN DEFERRED COMPENSATION ON THE FORM 990, PART VII AND SCHEDULE J, PART II VESTING RULES FOR NONQUALIFIED PLAN SUPPLEMENTAL BENEFITS DUE TO LIMITATIONS UNDER THE DEFINED BENEFIT PLAN BECOME AVAILABLE TO EMPLOYEES WHEN THEY ARE ELIGIBLE FOR EARLY OR NORMAL BENEFITS UNDER THE EMPLOYEE'S RETIREMENT PLAN EMPLOYEES MUST BE AT LEAST AGE 55 WITH 10 YEARS OF ACTIVE SERVICE OR AGE 65 WITH 5 YEARS OF ACTIVE SERVICE THESE SUPPLEMENTAL BENEFITS BECOME 20% VESTED AFTER TWO YEARS OF ACTIVE SERVICE AND GRADUALLY INCREASE TO 100% VESTED AFTER 6 YEARS OF ACTIVE SERVICE

Additional Data

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
DARCY ANN CALLAS GENERAL COUNSEL	(i) (ii)	448,740 0	111,003 0	32,603 0	71,784 0	9,336 0	673,466 0	0 0
ALBERT HURST REGIONAL DIRECTOR	(i) (ii)	238,307 0	66,230 0	342,979 5,420	-336,053 0	15,828 0	327,291 5,420	0 0
WILLIAM KELTNER REGIONAL DIRECTOR	(i) (ii)	289,855 0	92,274 0	430,965 8,402	-114,255 0	15,828 0	714,667 8,402	0 0
WILLIAM KENNY MASSEY PRESIDENT	(i) (ii)	892,956 0	218,750 0	40,211 0	20,221 0	9,336 0	1,181,474 0	0 0
DENIS PATRICK PRIOR NATIONAL SECRETARY	(i) (ii)	373,296 0	92,188 0	24,860 0	-573,520 0	7,672 0	-75,504 0	0 0
LARRY LYN SCHREIBER CHIEF RISK OFFICER	(i) (ii)	400,960 0	98,950 0	22,659 0	-132,112 0	7,672 0	398,129 0	0 0
MICHAEL SCOTT ANDREWS CHIEF ACTUARY	(i) (ii)	227,499 0	45,001 0	1,239 0	22,466 0	9,336 0	305,541 0	0 0
PATRICK JAMES BARNES MARKETING OFFICER	(i) (ii)	299,200 0	59,400 0	4,469 0	-148,847 0	4,523 0	218,745 0	0 0
ROSEMARY COSTELLO FORMER HR MANAGER	(i) (ii)	82,706 0	56,400 0	857,849 0	0 0	1,131 0	998,086 0	682,579 0
MICHAEL EDWARD DAU TREASURER	(i) (ii)	334,726 0	66,200 0	5,173 0	115,505 0	9,336 0	530,940 0	0 0
PATRICK OMAR SAUNDERS ASSISTANT NATIONAL SECRETARY	(i) (ii)	200,390 0	40,600 0	774 0	74,999 0	7,672 0	324,435 0	0 0
STEVE VANSPEYBROECK FRATERNAL DIRECTOR	(i) (ii)	159,920 0	32,984 0	1,238 0	-97,675 0	4,523 0	100,990 0	0 0
GEORGE RAYMOND WORLEY AGENCY OFFICER	(i) (ii)	287,853 0	57,785 0	4,399 0	-24,357 0	7,672 0	333,352 0	0 0
TODD DAVID SWANSON CONTROLLER	(i) (ii)	149,202 0	19,718 0	162 0	14,261 0	9,336 0	192,679 0	0 0
DOUGLAS W GRENIER FINANCIAL REP	(i) (ii)	0 0	37,600 0	314,338 262,425	-16,666 0	19,547 0	354,819 262,425	0 0
KELLY G HERRING REGIONAL DIRECTOR	(i) (ii)	115,233 0	47,547 0	289,936 19,738	-18,895 0	19,547 0	453,368 19,738	0 0
KENNY D JACKSON REGIONAL DIRECTOR	(i) (ii)	134,036 0	35,914 0	326,625 10,119	-96,055 0	19,547 0	420,067 10,119	0 0
DANIEL L LAWRENCE REGIONAL DIRECTOR	(i) (ii)	176,860 0	45,419 0	327,474 31,354	-23,892 0	8,743 0	534,604 31,354	0 0
JOSEPH A SZTAPKA REGIONAL DIRECTOR	(i) (ii)	201,639 0	64,235 0	367,542 17,042	-43,718 0	19,547 0	609,245 17,042	0 0
NICK COIN FORMER TREASURER	(i) (ii)	0 0	0 0	179,869 0	0 0	7,672 0	187,541 0	179,869 0

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
GERALD ODEAN	(i)	0	0	255,567	0	7,672	263,239	255,567
FORMER NATIONAL SECRETARY	(ii)	0	0	0	0	0	0	0

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons
▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization
MODERN WOODMEN OF AMERICA

Employer identification number
36-1493430

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2

Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$

3

Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
Total ▶ \$												

Part III Grants or Assistance Benefitting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) MWA BANK	SEE BELOW IN PART V	2,841,266	REIMBURSEMENT OF EXPENSES		No
(2) MWA BANK	SEE BELOW IN PART V	109,105	SERVICE FEES		No
(3) MWA BANK	SEE BELOW IN PART V	103,101	RECEIPT OF RENT		No
(4) MWA FINANCIAL SERVICES	SEE BELOW IN PART V	1,100,000	CAPITAL CONTRIBUTION		No
(5) MWA FINANCIAL SERVICES	SEE BELOW IN PART V	1,778,623	REIMBURSEMENT OF EXPENSES		No
(6) MWAGIA	SEE BELOW IN PART V	451,568	REIMBURSEMENT OF EXPENSES		No

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation
FORM 990, SCHEDULE L, PART IV, COLUMN B	DESCRIPTION OF RELATIONSHIP - MWA BANK WILLIAM KENNY MASSEY IS AN OFFICER AND DAVID B EMRICK IS A DIRECTOR OF MODERN WOODMEN OF AMERICA AND ARE REPORTED ON THE FORM 990, PART VII DURING THE TAX YEAR, WILLIAM KENNY MASSEY AND DAVID B EMRICK WERE DIRECTORS OF MWA BANK
FORM 990, SCHEDULE L, PART IV, COLUMN B	DESCRIPTION OF RELATIONSHIP - MWA FINANCIAL SERVICES WILLIAM KENNY MASSEY, DENIS PATRICK PRIOR, DARCY ANN CALLAS AND LARRY LYN SCHREIBER ARE OFFICERS AND TODD DAVID SWANSON IS A KEY EMPLOYEE OF MODERN WOODMEN OF AMERICA AND ARE REPORTED ON THE FORM 990, PART VII DURING THE TAX YEAR, DENIS PATRICK PRIOR AND TODD DAVID SWANSON WERE OFFICERS AND WILLIAM KENNY MASSEY, DARCY ANN CALLAS, AND LARRY LYN SCHREIBER WERE DIRECTORS OF MWA FINANCIAL SERVICES
FORM 990, SCHEDULE L, PART IV, COLUMN B	DESCRIPTION OF RELATIONSHIP - MWAGIA WILLIAM KENNY MASSEY, DENIS PATRICK PRIOR, DARCY ANN CALLAS, AND LARRY LYN SCHREIBER ARE OFFICERS OF MODERN WOODMEN OF AMERICA AND ARE REPORTED ON THE FORM 990, PART VII DURING THE TAX YEAR, WILLIAM KENNY MASSEY AND DENIS PATRICK PRIOR WERE OFFICERS AND DARCY ANN CALLAS AND LARRY LYN SCHREIBER WERE DIRECTORS OF MWAGIA

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93493321075314	
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. ▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990 .				OMB No 1545-0047
					2013 Open to Public Inspection
	Name of the organization MODERN WOODMEN OF AMERICA				Employer identification number 36-1493430

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6	THE SOCIETY IS ORGANIZED AS A FRATERNAL BENEFIT SOCIETY WITH MEMBERS
FORM 990, PART VI, SECTION B, LINE 11	THE RETURN IS PROVIDED TO THE GOVERNING BODY FOR FINAL REVIEW AFTER PREPARATION BY THE ACCOUNTING STAFF AND REVIEW BY THE CONTROLLER WITH THE ASSISTANCE OF AN EXTERNAL ACCOUNTING FIRM
FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST, ETHICS AND EXTERNAL AUDITOR QUESTIONNAIRES ARE SENT OUT EVERY JANUARY TO ALL DIRECTORS, OFFICERS AND KEY EMPLOYEES THESE ARE RETURNED TO THE PRESIDENT FOR REVIEW THIS INFORMATION, INCLUDING THE PRESIDENT'S INFORMATION, IS REVIEWED AT THE ANNUAL BOARD OF DIRECTORS MEETING EACH FEBURARY EACH EMPLOYEE IS ASKED TO PERIODICALLY ACKNOWLEDGE THEIR UNDERSTANDING OF MODERN WOODMEN OF AMERICA'S PRINCIPLES OF ETHICS
FORM 990, PART VI, SECTION B, LINE 15	REVIEW AND APPROVAL OF COMPENSATION FOR THE PRESIDENT IS DETERMINED ANNUALLY BASED ON A RECOMMENDATION OF THE BOARD'S COMPENSATION COMMITTEE AND APPROVED BY THE BOARD OF DIRECTORS THE REVIEW INCLUDES INDUSTRY PEER GROUP SURVEY DATA FACTORED FOR RELATIVE ASSETS MANAGED, BENCHMARKING THE MEDIAN BASE PAY AS THE MIDPOINT OF THE RANGE RECOMMENDED TOTAL COMPENSATION TARGETS INCLUDE VARIABLE BONUS PAY, PERQUISITES, AND THE COMPREHENSIVE BENEFITS PROGRAM AVAILABLE TO ALL MODERN WOODMEN OF AMERICA EMPLOYEES THE BOARD MAY ENGAGE EXTERNAL CONSULTANT RESOURCES TO CONDUCT THE REVIEW AND FORMULATE RECOMMENDATIONS TO THE COMPENSATION COMMITTEE WHEN DEEMED NECESSARY REVIEW AND APPROVAL OF COMPENSATION FOR OFFICERS AND KEY EMPLOYEES OTHER THAN THE PRESIDENT IS CONDUCTED ANNUALLY BY MANAGEMENT, REVIEWED BY THE COMPENSATION COMMITTEE, AND APPROVED BY THE BOARD OF DIRECTORS THE REVIEW INCLUDES THE EVALUATION OF INDUSTRY PEER GROUP SURVEY DATA FACTORED FOR THE RELATIVE ASSETS MANAGED, BASED ON THE MEDIAN AS THE MIDPOINT OF A PAY RANGE RECOMMENDED FOR EACH POSITION THE REVIEW MAY ENTAIL THE USE OF AN OUTSIDE COMPENSATION CONSULTANT TOTAL COMPENSATION TARGETS INCLUDE BASE PAY, VARIABLE COMPENSATION PROGRAMS, AND THE COMPREHENSIVE BENEFITS PROGRAM AVAILABLE TO ALL MODERN WOODMEN OF AMERICA EMPLOYEES
FORM 990, PART VI, SECTION C, LINE 19	FEDERAL TAX LAW DOES NOT REQUIRE THAT SUCH DOCUMENTS BE MADE PUBLICLY AVAILABLE CERTAIN INFORMATION IS AVAILABLE THROUGH THE DEPARTMENT OF INSURANCE, ON OUR WEBSITE, AND IN OUR MEMBER PUBLICATION
FORM 990, PART XI, LINE 9	CHANGE IN NONADMITTED ASSETS 64,400,278 CHANGE IN ASSET VALUATION RESERVE -54,324,477 CHANGE IN ADDITIONAL MINIMUM PENSION BENEFIT LIABILITY 16,855,000 CHANGE IN ADDITIONAL MINIMUM OTHER BENEFIT LIABILITY 2,526,000 FRATERNAL BENEFIT RESERVE CHANGE -70,318 CHANGE IN MINIMUM PENSION PLAN TRANSITION LIABILITY 1,776,000 CHANGE IN MINIMUM POST RETIREMENT PLAN TRANSITION LIABILITY 141,000 CHANGE IN PREPAID PENSION PLAN COSTS -35,797,913 CHANGE IN POSTRETIREMENT MEDICAL BENEFITS FOR EMPLOYEES & FIELDWORKERS -19,153,000
FORM 990, PART XII, LINE 1	THE FINANCIAL STATEMENTS AND TAX RETURN ARE PREPARED ON THE BASIS OF ACCOUNTING PRACTICES PRESCRIBED OR PERMITTED BY THE ILLINOIS DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION - DIVISION OF INSURANCE (STATUTORY ACCOUNTING PRACTICES)

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
MODERN WOODMEN OF AMERICA

Employer identification number

36-1493430

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

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

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

Cat No 50135Y

Schedule R (Form 990) 2013

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end- of-year assets	(h) Dispropportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) HUDSON CLEAN ENERGY PARTNERS 400 FRANK BURR BOULEVARD STE 37 TEANECK, NJ 07666 26-3202466	INVESTING	CJ	MODERN WOODMEN OF AMERICA	EXCLUDED	453	5,933,843		No			No	89 720 %
(2) OFI GLOBAL SMALL CAP GROWTH FUND LLC 6803 SOUTH TUCSON WAY CENTENNIAL, CO 80112 68-0577323	INVESTING	DE	MODERN WOODMEN OF AMERICA	EXCLUDED	4,237,504	34,975,667		No			No	100 000 %

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) MWA BANK 1701 FIRST AVENUE ROCK ISLAND, IL 61201 35-2189783	FEDERAL SAVINGS BANK	IL	MODERN WOODMEN OF AMERICA	C	10,010,665	246,269,536	100 000 %	Yes	
(2) MWA FINANCIAL SERVICES INC 1701 FIRST AVENUE ROCK ISLAND, IL 61201 36-4420471	BROKER/DEALER	IL	MODERN WOODMEN OF AMERICA	C	9,841,308	1,866,751	100 000 %	Yes	
(3) MWAGIA 1701 FIRST AVENUE ROCK ISLAND, IL 61201 37-1414457	GENERAL INSURANCE AGENCY	IL	MWA FINANCIAL SERVICES INC	C	2,068,178	322,060	100 000 %	Yes	

Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on 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 Yes

1b Yes

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m Yes

1n Yes

1o

1p Yes

1q Yes

1r Yes

1s

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

Schedule R (Form 990) 2013

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

[illegible]

Part VII

Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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Additional Data

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

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
MWA BANK	P	2,841,266	FAIR MARKET VALUE
MWA FINANCIAL SERVICES INC	P	1,778,623	FAIR MARKET VALUE
MWA FINANCIAL SERVICES INC	B	1,100,000	FAIR MARKET VALUE
HUDSON CLEAN ENERGY PARTNERS	B	989,939	FAIR MARKET VALUE
MWAGIA	P	451,568	FAIR MARKET VALUE
HUDSON CLEAN ENERGY PARTNERS	R	182,077	FAIR MARKET VALUE
MWA BANK	M	109,105	FAIR MARKET VALUE
MWA BANK	A	103,101	FAIR MARKET VALUE
MWA FINANCIAL SERVICES INC	A	92,775	FAIR MARKET VALUE

TY 2013 Itemized Other Current Liabilities Schedule**Name:** MODERN WOODMEN OF AMERICA**EIN:** 36-1493430

Corporation Name	Corporation EIN	Description	Beginning Amount	Ending Amount
HUDSON CLEAN ENERGY PARTNERS (CAYMAN T-E) LP	26-3202466	DUE TO AFFILIATES	392,882	613,299
		LINE OF CREDIT PAYABLE	122,324	0
		INTEREST PAYABLE	410	0
		DUE TO PARTNERS	10,633	0

TY 2013 Itemized Other Current Assets Schedule**Name:** MODERN WOODMEN OF AMERICA**EIN:** 36-1493430

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
HUDSON CLEAN ENERGY PARTNERS (CAYMAN T-E) LP	26-3202466	CONTRIBUTIONS RECEIVABLE	0	1,948
		DUE FROM AFFILIATE	0	26,734

TY 2013 Itemized Other Investments Schedule**Name:** MODERN WOODMEN OF AMERICA**EIN:** 36-1493430

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
HUDSON CLEAN ENERGY PARTNERS (CAYMAN T-E) LP	26-3202466	INVESTMENTS AT FAIR VALUE	6,726,684	6,618,878

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Functional Currency and Exchange Rate QBU Statement

Name: MODERN WOODMEN OF AMERICA

EIN: 36-1493430

QBU Id	Country of Operation	Functional Currency
USD		1

TY 2013 Itemized Expenses
Recorded on Books Schedule

Name: MODERN WOODMEN OF AMERICA
EIN: 36-1493430

Description	Amount
HUDSON CLEAN ENERGY PARTNERS EXP	345,298

TY 2013 Itemized Income
Recorded on Books Schedule**Name:** MODERN WOODMEN OF AMERICA**EIN:** 36-1493430

Description	Amount
INTEREST INCOME	241,214
UNREALIZED GAIN/(LOSS)	-1,150,888
REALIZED GAIN/(LOSS)	-3,567

TY 2013 Other Deductions Schedule**Name:** MODERN WOODMEN OF AMERICA**EIN:** 36-1493430

Trade or Business Activity	Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount	Code
	DEDUCTIONS RELATED TO PORTFOLIO			
	INCOME/(LOSS)		83,538	

TY 2013 Itemized Share of Other Income (Loss)
Schedule

Name: MODERN WOODMEN OF AMERICA

EIN: 36-1493430

Description	Amount
OTHER PORTFOLIO INCOME/(LOSS)	498