Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service 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.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990. For the 2013 calendar year, or tax year beginning 01/01 2013, and ending , 20 13 Check if applicable: C Name of organization USW HRA FUND D Employer identification number Address change Doing Business As 62-1548543 Name change Number and street (or P.O. box if mail is not delivered to street address) Room/suite E Telephone number Initial return 3320 PERIMETER HILL DRIVE 615-333-6343 Terminated City or town, state or province, country, and ZIP or foreign postal code NASHVILLE, TN 37211 Amended return G Gross receipts \$ 51,036,726 F Name and address of principal officer: MARIA WIECK Application pending H(a) Is this a group return for subordinates? ☐ Yes ✓ No 3320 PERIMETER HILL DRIVE, NASHVILLE, TN 37211 H(b) Are all subordinates included? Yes No Tax-exempt status: 501(c)(3) ✓ 501(c) (9) < (insert no.) 4947(a)(1) or If "No," attach a list. (see instructions) Website: ▶ WWW.USWBENEFITFUNDS.COM H(c) Group exemption number ▶ Form of organization: ☐ Corporation ☐ Trust ☐ Association ☑ Other ► VEBA L Year of formation: M State of legal domicile: TN Part I Summary Briefly describe the organization's mission or most significant activities: See Schedule O, Statement 1 Activities & Governance Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets. Number of voting members of the governing body (Part VI, line 1a) 3 Number of independent voting members of the governing body (Part VI, line 1b) 4 2 Total number of individuals employed in calendar year 2013 (Part V, line 2a) 5 0 Total number of volunteers (estimate if necessary) 6 0 Total unrelated business revenue from Part VIII, column (C), line 12 7a 0 Net unrelated business taxable income from Form 990-T, line 34 7b 0 **Prior Year Current Year** Contributions and grants (Part VIII, line 1h) 8 0 Revenue Program service revenue (Part VIII, line 2g) 3,119,237 3,140,167 Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . 10 645,807 593,349 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . 11 0 0 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) 3,765,044 3,733,516 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 13 0 0 14 Benefits paid to or for members (Part IX, column (A), line 4) 1,860,369 2,220,158 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 15 0 0 Professional fundraising fees (Part IX, column (A), line 11e) 16a 0 0 Total fundraising expenses (Part IX, column (D), line 25) ▶ 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 379,400 438,369 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 18 2,239,769 2,658,527 19 Revenue less expenses. Subtract line 18 from line 12 . 1,525,275 1,074,989 **Beginning of Current Year** End of Year 20 Total assets (Part X, line 16) 34,168,162 37,247,754 21 Total liabilities (Part X, line 26) . 472,337 491,370 22 Net assets or fund balances. Subtract line 21 from line 20 33,695,825 36,756,384 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 Signature of officer Here Trevor England, CFO Type or print name and title Print/Type preparer's name Preparer's signature Date PTIN Check if self-employed Paid Preparer Firm's name ▶ **Use Only** Firm's EIN ▶ Firm's address ▶ Phone no. May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part	
1	Check if Schedule O contains a response or note to any line in this Part III
1	Briefly describe the organization's mission:
	HEALTH CARE PROGRAM: BENEFIT PAYMENTS MADE THROUGH A HEALTH REIMBURSEMENT ARRANGEMENT THAT
	REIMBURSES APPROXIMATELY 1,600 PARTICIPANTS, RETIREES OR THEIR DEPENDENTS FOR ELIGIBLE MEDICAL EXPENSES THAT ARE TAX DEDUCTIBLE UNDER INTERNAL REVENUE CODE SECTION 213.
	LAFENSES THAT ARE TAX DEDUCTIBLE UNDER INTERNAL REVENUE CODE SECTION 213,
2	Did the organization undertake any significant program services during the year which were not listed on the
	prior Form 990 or 990-EZ?
	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?
	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 \$ 2,570,103 including grants of \$) (Revenue \$ 3,140,167)
	PARTICIPATING EMPLOYER CONTRIBUTIONS: BENEFIT PAYMENTS TO PARTICIPANTS FOR REIMBURSEMENT OF
	ELIGIBLE MEDICAL EXPENSES UNDER INTERNAL REVENUE CODE SECTION 213.
4b	(Code:) (Expenses \$ 88,424 including grants of \$) (Revenue \$ 788,686)
	INVESTMENT INCOME (INCLUDING DIVIDENDS, INTEREST AND OTHER SIMILAR AMOUNTS): INTEREST INCOME AND
	DIVIDEND INCOME ON INVESTMENTS OF PARTICIPATING EMPLOYER CONTRIBUTIONS HELD IN TRUST TO REIMBURSE
	PARTICIPANTS FOR ELIGIBLE MEDICAL EXPENSES UNDER INTERNAL REVENUE CODE SECTION 213.
4c	(Code: \ /Expenses \$ n including graphs of \$
	(Codd). (Revenue \$ -195.337)
	(Code:) (Expenses \$ 0 including grants of \$) (Revenue \$ -195,337) GROSS AMOUNT FROM SALES OF ASSETS OTHER THAN INVENTORY: REALIZED LOSSES ON SALES OF INVESTMENTS
	GROSS AMOUNT FROM SALES OF ASSETS OTHER THAN INVENTORY: REALIZED LOSSES ON SALES OF INVESTMENTS OF PARTICIPATING EMPLOYER CONTRIBUTIONS HELD IN TRUST TO REIMBURSE PARTICIPANTS FOR ELIGIBLE
	GROSS AMOUNT FROM SALES OF ASSETS OTHER THAN INVENTORY: REALIZED LOSSES ON SALES OF INVESTMENTS
	GROSS AMOUNT FROM SALES OF ASSETS OTHER THAN INVENTORY: REALIZED LOSSES ON SALES OF INVESTMENTS OF PARTICIPATING EMPLOYER CONTRIBUTIONS HELD IN TRUST TO REIMBURSE PARTICIPANTS FOR ELIGIBLE
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	GROSS AMOUNT FROM SALES OF ASSETS OTHER THAN INVENTORY: REALIZED LOSSES ON SALES OF INVESTMENTS OF PARTICIPATING EMPLOYER CONTRIBUTIONS HELD IN TRUST TO REIMBURSE PARTICIPANTS FOR ELIGIBLE
4d	GROSS AMOUNT FROM SALES OF ASSETS OTHER THAN INVENTORY: REALIZED LOSSES ON SALES OF INVESTMENTS OF PARTICIPATING EMPLOYER CONTRIBUTIONS HELD IN TRUST TO REIMBURSE PARTICIPANTS FOR ELIGIBLE MEDICAL EXPENSES UNDER INTERNAL REVENUE CODE SECTION 213.
4d 4e	GROSS AMOUNT FROM SALES OF ASSETS OTHER THAN INVENTORY: REALIZED LOSSES ON SALES OF INVESTMENTS OF PARTICIPATING EMPLOYER CONTRIBUTIONS HELD IN TRUST TO REIMBURSE PARTICIPANTS FOR ELIGIBLE

Part	Checklist of Required Schedules (continued)			
			Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		1
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		1
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			V
0.4	employees? If "Yes," complete Schedule J	23	1	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	24a		1
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24b		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I			
b		25a		
D	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any			
	current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26		1
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</i> "Yes," complete Schedule L, Part III	27		1
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):			
а	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		1
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		1
С	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		1
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		1
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		1
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		1
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		/
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33		✓
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		,	V
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	34	√	,
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a	35a		1
	controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization			
00	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		1
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	1	

Part				
	Check if Schedule O contains a response or note to any line in this Part V			
1a	Enter the number reported in Day 2 of Forms 1000 Faton 0. If not any limit 1		Yes	No
b	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1	10.4	10000
C	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0		
	reportable gaming (gambling) winnings to prize winners?	4		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax	1c		7760000
	Statements filed for the colon devices and in with a within the	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? .	2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			100
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		1
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b		<u> </u>
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority			
	over, a financial account in a foreign country (such as a bank account, securities account, or other financial			
	account)?	4a		1
b	If "Yes," enter the name of the foreign country:	77 (27)	7000	a constant
_	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	1,1219	179091	
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		1
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		1
C	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the			
b	organization solicit any contributions that were not tax deductible as charitable contributions?	6a		√
~	gifts were not too de destille o	O.		
7	Organizations that may receive deductible contributions under section 170(c).	6b		
а	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?	7a		l Maritania
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
C	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was			
	required to file Form 8282?	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year	34110		
е	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? .	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting		1000	100
	organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring	T ESTA		
9	organization, have excess business holdings at any time during the year?	8		
а	Did the organization make any taxable distributions under section 4966?	0	r.	Total Res
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9a		
10	Section 501(c)(7) organizations. Enter:	9b	150	
а	Initiation fees and capital contributions included on Part VIII, line 12		100000	10,50
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . 10b		1900	
11	Section 501(c)(12) organizations. Enter:	1	36.5	
а	Gross income from members or shareholders			Half
b	Gross income from other sources (Do not net amounts due or paid to other sources		12865	
	against amounts due or received from them.)			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year [12b]		or product	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.			
а	Is the organization licensed to issue qualified health plans in more than one state?	13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which			
	the organization is licensed to issue qualified health plans			
C	Enter the amount of reserves on hand	- C. B. S. S.	11.44	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		1
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in School 16.0	4.41		

P	art '		and	for a	"No"
		response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. S	ee ins	struct	ions.
Se	ectio	Check if Schedule O contains a response or note to any line in this Part VI			. 🗸
	-	on Al dovorning body and Management		Yes	No
	1a	Enter the number of voting members of the governing body at the end of the tax year 1a 2			
		If there are material differences in voting rights among members of the governing body, or		Alice	
		if the governing body delegated broad authority to an executive committee or similar			
		committee, explain in Schedule O.			
	b	Enter the number of voting members included in line 1a, above, who are independent . 1b 2			
	2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with	t il de se	in the is	
	3	any other officer, director, trustee, or key employee?	2	1	
	J	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? .			,
	4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	3		1
	5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	5		✓
	6	Did the organization have members or stockholders?	6		1
	7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint			V
		one or more members of the governing body?	7a		1
	b	Are any governance decisions of the organization reserved to (or subject to approval by) members,		-	,
	•	stockholders, or persons other than the governing body?	7b		V
	8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
	а			West in	
	b	The governing body?	8a	V	/
	9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at	8b		✓
		the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		1
Se	ecti	on B. Policies (This Section B requests information about policies not required by the Internal Reven	ue C	ode.)	
				Yes	No
1	0a	Did the organization have local chapters, branches, or affiliates?	10a		1
	b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?			
1	1a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	10b		
	b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	11a	V	9.65.160565
1	2a	Did the organization have a written conflict of interest policy? <i>If "No," go to line 13 </i>	12a	1	
	b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	1	
	C	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes"		•	
		describe in Schedule O how this was done	12c	1	
	3	Did the organization have a written whistleblower policy?	13	1	
1		Did the organization have a written document retention and destruction policy?	14	1	
1	J	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?			
	а	The organization's CEO, Executive Director, or top management official	150		1
	b	Other officers or key employees of the organization	15a 15b	/ 4	1
		If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	100		V
1	6a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement			7.5
		with a taxable entity during the year?	16a	10 × 31 × 11 × 11 × 11 × 11 × 11 × 11 ×	1
	b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its		112	
		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?			
Se	ectio	on C. Disclosure	16b		
1		List the states with which a copy of this Form 990 is required to be filed ► None			
1	8	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section	5010	c)(3)s	only)
		available for public inspection. Indicate how you made these available. Check all that apply.		/,-/-	,/
		☑ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)			
1	9	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of int	erest	policy	, and
2	0	financial statements available to the public during the tax year. State the name, physical address, and telephone number of the person who possesses the books and records	-f +!		
Elect		organization: TREVOR ENGLAND, (615)333-6343	of the		
Management	-	וועביטון בויטבוווים (טוטןסססיטיים			

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

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

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

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

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

☐ Check this box if neither the organization no		d orga	aniz	atio	n c	ompe	nsa	ated anv curren	t officer, director	r. or trustee.
(A) Name and Title	(B) Average	(do n	(C) Position not check more , unless person i			e than one		(D) Reportable	(E) Reportable compensation from	(F) Estimated amount of
	week (list any hours for related organizations below dotted line)	Indivic or dire	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	from the organization (W-2/1099-MISC)	related organizations (W-2/1099-MISC)	other compensation from the organization and related organizations
JAMES KIDDER	0.25									
CHAIRMAN	41	1						0	0	0
TERRENCE SPROULE	0.25									
SECRETARY	60	1						0	0	0
MARIA WIECK	0.5									
ADMINISTRATIVE OFFICER	32			1				0	142,520	34,417
TREVOR ENGLAND	5									
FINANCIAL OFFICER	30			1				0	133,602	20,999
MARK ENTRINGER	0.25									20,000
SECRETARY	41.50	1						0	0	0
										Aug
										,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,

Part	VII Section A. Officers, Directors, Trust	tees, Key E	mploy	yees	s, ar	nd F	lighes	st C	ompensated E	mployees (continue	ed)		
						C)								
	(A)	(B) Position (do not check more that							(D)	(E)		(F)	
	Name and title						is both		Reportable	Reportable		Estir	nated	
		hours per week (list any		er and	_	lirect	or/trus	,	compensation	compensation related	n from		unt of her	
		hours for	Indi or o	Inst	Officer	Key	Hig	Former	the	organizatio		compe		n
		related organizations	vidu	ituti	cer	Key employee	hest	mer	organization	(W-2/1099-M	MISC)		n the	
		below dotted	tor	ona		ploy	ee		(W-2/1099-MISC)				izatior elated	
		line)	Individual trustee or director	Institutional trustee		/ee	nper					organ	zation	S
			8	stee			Highest compensated employee							
-							8	_						
										1				
		-										341		
				_										
											_			
1b	Sub-total								0	276	6,122		5	5,416
C	Total from continuation sheets to Part			٠										
d	Total (add lines 1b and 1c)								0		6,122		5	5,416
2	Total number of individuals (including but	t not limited	to th	ose	list	ted	above	e) w	ho received m	ore than \$1	00,000	of		
	reportable compensation from the organi	ization >												
3	Did the organization list any former of	ficor direc	tor c	v +v	unt	00	leon e	2 100 10	dayaa ay bish				Yes	No
	employee on line 1a? If "Yes," complete	Schedule J	for si	ich	indi	ee, ividi	ney e	smp	bloyee, or high	est compe	nsated	0		
4	For any individual listed on line 1a, is the											3		V
	organization and related organizations	greater th	an \$1	150.	000	17 /	f "Ye	5 "	complete Sch	edule .l fo	r such			-/
	individual						,					4	./	
5	Did any person listed on line 1a receive of									ation or inc	dividual			
	for services rendered to the organization	? If "Yes," c	ompl	ete	Sch	nedu	ıle J f	for s				5		1
Section	on B. Independent Contractors													-
1	Complete this table for your five highest	compensat	ed ind	depe	end	ent	contr	act	ors that receive	ed more tha	ın \$100,	,000 of		
	compensation from the organization. Rep	oort compe	nsatio	on fo	or th	ne c	alend	lar y	ear ending wit	h or within	the orga	anizatio	n's ta	ax
	year.													
	(A) Name and business add	ress							(B) Description of s	envices		(C) Compens	ation	
									- Doddinption of o	01 11000		- Tompens		
								_						
				la.										
2	Total number of independent contractor	ors (includir	ng bu	it n	ot I	imit	ed to	th	ose listed abo	ove) who		Secretary.	1	10,715
	received more than \$100,000 of compens	sation from	the o	rgar	nizat	tion								

Part VIII		Statement of Revenue Check if Schedule O contains a response or note to any line in this Part VIII										
		Check if Schedule O contains a response or note t	o any line in this (A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514						
nts	1a	Federated campaigns 1a	PARTIE DE LA COMPANION DE LA C			012-014						
Grants	b	Membership dues 1b			一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个	CHAPTER STATE						
ts, (Am	С	Fundraising events 1c				Section 12 Page						
Gif	d	Related organizations 1d				据在《 文 》等是						
ns,	е	Government grants (contributions) 1e										
utio er S	f	All other contributions, gifts, grants,				Seas - Charles						
rib Oth		and similar amounts not included above 1f	不是他情况			THE RESERVE						
Contributions, Gifts, Grants and Other Similar Amounts	g	Noncash contributions included in lines 1a-1f: \$				Mary Tolker						
	h	Total. Add lines 1a–1f	0	FIGURE STATE STATE OF THE STATE	Promise Supplied to							
Program Service Revenue	20	Business Code	E SHEED STATES	an Branch Commencer	Paragraph Language							
3eVe	2a b	PARTICIPATING EMPLOYER CONTRIB 900099	3,140,167	3,140,167	0	0						
Se	C											
ervi	d											
SE	e											
gra	f	All other program service revenue .										
Pro	g	Total. Add lines 2a–2f	3,140,167									
	3	Investment income (including dividends, interest,	97.1.07.07									
		and other similar amounts)	788,686	788,686	0	0						
	4	Income from investment of tax-exempt bond proceeds ▶	0	0	0							
	5	Royalties	0	0	0							
		(i) Real (ii) Personal	1 September 1			Particular processor						
	6a	Gross rents	The large of the large of									
	b	Less: rental expenses	A CONTRACTOR		建筑市场							
	С	Rental income or (loss) 0		Hillian .	100 (100 (100 (100 (100 (100 (100 (100							
	d	Net rental income or (loss)		201								
	7a	coasts other than inventory				STREET, PROBREMENT						
	b	Less: cost or other basis										
		and calca ayranaa			The second second							
	С	Gain or (loss)				Service Services						
	d	Net gain or (loss)	-195,337	10E 227		AND DESCRIPTION OF THE PROPERTY OF THE PROPERT						
	-	The game of (1888)	-155,557	-195,337	0	0						
iue	8a	Gross income from fundraising	10000000000000000000000000000000000000			Philips St.						
Ver		events (not including \$										
Other Reven		of contributions reported on line 1c).				3.2.12 T. T. T.						
Jer		See Part IV, line 18 a				2279984 L						
O	b	Less: direct expenses b										
	C	Net income or (loss) from fundraising events .		Sheet and the second								
1	9a	Gross income from gaming activities. See Part IV, line 19				第五十四年						
	b	Less: direct expenses b		STANDARD STANDARD	· 经制度等的。	Control of the Contro						
	102	Net income or (loss) from gaming activities > Gross sales of inventory, less		Section of the Control of the Contro								
	100	returns and allowances a										
	b	Less: cost of goods sold b										
	C	Net income or (loss) from sales of inventory			Electrical Control of the Manager.							
		Miscellaneous Revenue Business Code	The State of the S	Transport Control of the Control of	errollen som en en en en	1962 Aug 2007 1970 1980						
	11a											
	b											
10.7	С											
	d	All other revenue										
	e	Total. Add lines 11a–11d	0		Control of the Control							
	12	Total revenue. See instructions	3,733,516	3,733,516	0	0						

Par	t IX Statement of Functional Expenses				
Section	on 501(c)(3) and 501(c)(4) organizations must con	nplete all columns. A	ll other organization	ns must complete co	olumn (A).
	Check if Schedule O contains a respon				🗌
8b, 9l	ot include amounts reported on lines 6b, 7b, b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22		7.		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 5	Benefits paid to or for members Compensation of current officers, directors, trustees, and key employees	2,220,158			
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 8	Other salaries and wages				-
9	Other employee benefits				
10	Payroll taxes				
11 a	Fees for services (non-employees): Management	-			
b	Legal	53,365			
C	Accounting	16,883			
d	Lobbying	10,000			
е	Professional fundraising services. See Part IV, line 17				
f	Investment management fees	88,424			
g	Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	261,547			
12	Advertising and promotion				
13 14	Office expenses	3,903			
15	Information technology				
16	Occupancy				
17	Travel	751			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	701			
19	Conferences, conventions, and meetings .				
20	Interest				
21	Payments to affiliates				
22 23	Depreciation, depletion, and amortization . Insurance	40.400			
24	Other expenses. Itemize expenses not covered	13,496		To the second of the second of the second	PHOSPHOLOGICAL STREET
27	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.)				
а				POR SON THE SECOND	
b					
C					
d	All				
e 25	All other expenses				
25 26	Joint costs. Complete this line only if the	2,658,527	0	0	0
20	organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

		Check if Schedule O contains a response or note to any line in this Par	t X		🗆
			(A) Beginning of year		(B) End of year
	1	Cash-non-interest-bearing	64,961	1	141,911
	2	Savings and temporary cash investments	608,790	2	1,672,718
	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	
S	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	585,529	6	600,567
Assets	7	Notes and loans receivable, net	000,020	7	000,307
As	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	467	9	13,787
	10a	Land, buildings, and equipment: cost or			
		other basis. Complete Part VI of Schedule D 10a			
	b	Less: accumulated depreciation 10b		10c	
	11	Investments—publicly traded securities	32,738,549	11	34,664,404
	12	Investments—other securities. See Part IV, line 11		12	
	13	Investments—program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	169,866	15	154,367
	16	Total assets. Add lines 1 through 15 (must equal line 34)	34,168,162	16	37,247,754
	17	Accounts payable and accrued expenses	472,337	17	491,370
	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	
ies	22	Loans and other payables to current and former officers, directors,			
iii		trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			
Liabilities	23			22	
	24	Secured mortgages and notes payable to unrelated third parties Unsecured notes and loans payable to unrelated third parties		23	
	25	Other liabilities (including federal income tax, payables to related third		24	
	25	parties, and other liabilities not included on lines 17-24). Complete Part X			
		of Schedule D	0	OF	0
	26	Total liabilities. Add lines 17 through 25	470 227	25 26	404.000
S		Organizations that follow SFAS 117 (ASC 958), check here ▶ □ and complete lines 27 through 29, and lines 33 and 34.	472,337	20	491,370
nce	27		M. Sasanian in the Control of the Co		
<u>a</u>	28	Unrestricted net assets		27	
8	29	Permanently restricted net assets		28	
- L	20	Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ✓ and		29	
or Fund Balances		complete lines 30 through 34.			
Net Assets	30	Capital stock or trust principal, or current funds	0	30	0
SS	31	Paid-in or capital surplus, or land, building, or equipment fund	0	31	0
et A	32	Retained earnings, endowment, accumulated income, or other funds .	33,695,825	32	36,756,384
ž	33	Total net assets or fund balances	33,695,825		36,756,384
	34	Total liabilities and net assets/fund balances	34,168,162	34	37,247,754
					Form 990 (2013)

Form	990	(201	3)

Page 12

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			3,516
2	Total expenses (must equal Part IX, column (A), line 25)	2	-		8,527
3	Revenue less expenses. Subtract line 2 from line 1	3			4,989
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4		33,69	
5	Net unrealized gains (losses) on investments	5			5,570
6	Donated services and use of facilities	6			0
7	Investment expenses	7			0
8	Prior period adjustments	8			0
9	Other changes in net assets or fund balances (explain in Schedule O)	9			0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line				
	33, column (B))	10		36,75	6,384
Part	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: Cash Accrual Other				The s
	If the organization changed its method of accounting from a prior year or checked "Other," exp	olain i	n		
	Schedule O.				
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		. 2a		1
	If "Yes," check a box below to indicate whether the financial statements for the year were comp	iled o	or		119
	reviewed on a separate basis, consolidated basis, or both:				
	Separate basis Consolidated basis Both consolidated and separate basis				
b	Were the organization's financial statements audited by an independent accountant?		. 2b	1	
	If "Yes," check a box below to indicate whether the financial statements for the year were audite	d on	a		
	separate basis, consolidated basis, or both:				
	Separate basis Consolidated basis Both consolidated and separate basis				
C	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for over the audit review or compilation of the financial electrometric and a lastice of an include the second	ersigh	nt		
	of the audit, review, or compilation of its financial statements and selection of an independent accounts the appropriation of an independent accounts the appropriation of the audit with a constitution of the audit with a constitut				√
	If the organization changed either its oversight process or selection process during the tax year, ex Schedule O.	plain i	n		
0-					
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set the Single Audit Act and OMB Circular A-133?	forth i			
la la			· 3a		1
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not under required audit or audits, explain why in Schedule O and describe any steps taken to undergo such au				
	required addit or addits, explain why in schedule of and describe any steps taken to undergo such at	idits.	3b		
			Fo	m 990	(2013)

SCHEDULE D (Form 990)

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.

OMB No. 1545-0047

Open to Public Inspection

Department of the Treasury Internal Revenue Service ► Attach to Form 990.
► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization **Employer identification number USW HRA FUND** Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Part I Complete if the organization answered "Yes" to Form 990, Part IV, line 6. (a) Donor advised funds (b) Funds and other accounts Total number at end of year Aggregate contributions to (during year) . 2 3 Aggregate grants from (during year) . . Aggregate value at end of year 4 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No 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? Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7. 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 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year. Held at the End of the Tax Year a Total number of conservation easements 2a Total acreage restricted by conservation easements 2b Number of conservation easements on a certified historic structure included in (a) Number of conservation easements included in (c) acquired after 8/17/06, and not on a 2d Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the 3 Number of states where property subject to conservation easement is located ▶ Does the organization have a written policy regarding the periodic monitoring, inspection, handling of Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year 6 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year 7 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) 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. 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: 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:

b Assets included in Form 990, Part X . . .

Par		Collections of	Art, His	torical 1	reasures, c	or Ot	her Similar As	sets (continued)
3	Using the organization's acquisition, collection items (check all that apply):	accession, and ot	ther reco	rds, chec	k any of the	follov	ving that are a s	ignificant use of its
a	☐ Public exhibition		d	Loan	or exchange	progi	rams	
b	☐ Scholarly research		е	☐ Other	r	, ,		
C	☐ Preservation for future generations	3						
4	Provide a description of the organization XIII.		and expl	ain how t	hey further th	e org	anization's exen	npt purpose in Part
5	During the year, did the organization	solicit or receive	donation	s of art	historical trea	SCUIPA	or other simils	
	assets to be sold to raise funds rather	than to be mainta	ained as	part of the	e organization	i's co	llection?	Yes No
Part	Escrow and Custodial Arra	ngements.						res NO
	Complete if the organization 990, Part X, line 21.	answered "Yes"						
1a	Is the organization an agent, trustee, included on Form 990, Part X?					ns or	other assets no	ot ☐ Yes ☐ No
b	If "Yes," explain the arrangement in Pa	art XIII and comple	ete the fo	llowing to	able:			
							A	mount
C	Beginning balance					1c		
d	Additions during the year					1d		
е	Distributions during the year					1e		
f	Ending balance					1f		
2a	Did the organization include an amour	nt on Form 990, Pa	art X, line	21? .				☐ Yes ☐ No
b	If "Yes," explain the arrangement in Pa	art XIII. Check her	e if the e	xplanatio	n has been pr	ovide	ed in Part XIII .	🗆
Par								
	Complete if the organization							
		(a) Current year	(b) Pri	or year	(c) Two years b	oack	(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							
е	Other expenditures for facilities and programs							
f	Administrative expenses							
g	End of year balance							
2	Provide the estimated percentage of t	he current year er	nd haland	e (line 1a	column (a)) l	hold (201	
а	Board designated or quasi-endowmer	nt >	%	e (inte 19	, column (a)) i	neiu a	35.	
b	Permanent endowment ▶	%	/0					
C	Temporarily restricted endowment ▶	·/						
	The percentages in lines 2a, 2b, and 2		10%					
3a	Are there endowment funds not in the	nossession of the	ne organi	zation the	at are held an	nd ad	ministered for th	0
	organization by:	, pededddion or tr	io organi	zation the	at are field an	id adi	ministered for th	Yes No
	(i) unrelated organizations							3a(i)
	(ii) related organizations							
b	If "Yes" to 3a(ii), are the related organi	zations listed as r	equired (n Sched	ule R?			3a(ii) 3b
4	Describe in Part XIII the intended uses	of the organization	on's end	owment fi	unds			30
Part		ment.		- Trinoine in	arrao.			
	Complete if the organization		" to For	n 990. P	art IV. line 1	1a S	See Form 990	Part X line 10
	Description of property	(a) Cost or ot			or other basis		Accumulated	(d) Book value
		(investm			ther)		epreciation	(a) Book value
1a	Land					r Mor		
b	Buildings					*****		
C	Leasehold improvements							
d	Equipment							
е	Other							
Total.	Add lines 1a through 1e. (Column (d) m	nust equal Form 9	90, Part	K. column	(B), line 10(c.).)		

Part VII	Investments – Other Securit				
	Complete if the organization a				
	(a) Description of security or cate (including name of security)	egory	(b) Book value		hod of valuation: -of-year market value
(1) Financial					
	held equity interests				
(3) Other					
(A)					
(B)					
(C)					
(D)					
(E)					
(F) (G)					
(G) (H)					
	(L)				
	(b) must equal Form 990, Part X, col. (B) line 12.				
Part VIII	Investments - Program Rela		000 David IV/ II:-	- 11- 0 5	000 D-4V II 40
	Complete if the organization a				
	(a) Description of investmen	t	(b) Book value		hod of valuation: -of-year market value
(1)					
(2)					
(3)					
(4)					· · · · · · · · · · · · · · · · · · ·
(5) (6)					
(7)					
(8)				-	
(9)					
	(b) must equal Form 990, Part X, col. (B) line 13.	 			
Part IX	Other Assets.				
	Complete if the organization a	answered "Yes" to For	m 990, Part IV, lin	e 11d. See Form	990. Part X. line 15.
		(a) Description			(b) Book value
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
NAME AND ADDRESS OF THE OWNER, WHEN	ımn (b) must equal Form 990, Part	X, col. (B) line 15.)			
Part X	Other Liabilities.				
	Complete if the organization	answered "Yes" to For	m 990, Part IV, lin	ie 11e or 11f. See	Form 990, Part X,
4	line 25.				
1.	(a) Description of liability	(b) Book value			
	ncome taxes		0		
(2)					
(3)					
(4) (5)					
(6)					
(7)					
(8)					
(9)					
	(b) must equal Form 990, Part X, col. (B) line 25.		0		
	or uncertain tax positions. In Part XIII, p			n's financial stateme	ents that reports the
	positionor in rait Alli, p	the toke of the foot	old to the organization	on o manoial statellic	and that ropolito the

organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Fall	The state of the s	ents V	With Revenue per	Return	
	Complete if the organization answered "Yes" to Form 990, F	Part IV	, line 12a.		
1	Total revenue, gains, and other support per audited financial statements			1	5,719,086
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	1,985,570	1910	
b	Donated services and use of facilities	2b	0		
C	Recoveries of prior year grants	2c	0		
d	Other (Describe in Part XIII.)	2d	0	111	
е	Add lines 2a through 2d			2e	1,985,570
3	Subtract line 2e from line 1			3	3,733,516
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				0,700,010
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	0		
b	Other (Describe in Part XIII.)		0		
C	Add lines 4a and 4b			4c	0
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line	12.)		5	2 722 546
Part	XII Reconciliation of Expenses per Audited Financial Statem	nents	With Expenses ne		3,733,516
	Complete if the organization answered "Yes" to Form 990, F	Part IV	line 12a	ricta	
1	Total expenses and losses per audited financial statements	artiv	, III C 12a.	1	2 050 507
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			10.70	2,658,527
а	Donated services and use of facilities	2a		100	
b	Prior year adjustments		0	1446	
c	Other losses	2b	0	9.50 \$445	
d	Other (Describe in Part XIII.)	2c	0		
е	Add lines 2a through 2d	2d	0		
3	Subtract line 2e from line 1			2e	0
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	i . i		3	2,658,527
а					
b	Investment expenses not included on Form 990, Part VIII, line 7b	4a	0		
-	Other (Describe in Part XIII.)	4b	0		
с 5	Add lines 4a and 4b			4c	0
Part	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line	ie 18.)		5	2,658,527
		1 / 5			*
2. Par	te the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and	d 4; Pa	irt IV, lines 1b and 2b	; Part V	, line 4; Part X, line
	t XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part				
Sched	dule D, Part X, Line 2 - Schedule D, Part X, Line 2 - The Fund obtained a favorab	ole dete	rmination letter on Au	gust 17,	1994, in which
the In	ternal Revenue Service stated that the Fund is tax exempt under Section 501(a)) of the	Code as an organizati	on desc	ribed in
501(c)	(9) of the Code. The Fund is required to operate in conformity with the Code to	mainta	ain its qualification, Th	e Fund	has been
amen	ded since receiving the determination letter. However, the Trustees believe that	t the Fu	and is designed and is	current	ly being operated
in con	npliance with the applicable provisions of the Code. Accounting principles gen	nerally a	accepted in the United	States of	of America require
the Fu	ınd to evaluate tax positions taken by the Fund and recognize a tax liability (or	asset)	if it has taken an unce	rtain po	sition that more
likely	than not would not be sustained upon examination by the Internal Revenue Se	ervice. T	he Fund has analyzed	its tax	positions and
concl	uded that as of December 31, 2013, there are no uncertain positions taken or ex	xpected	to be taken that woul	d requir	e recognition of a
liabilit	y (or asset) or disclosure in the financial statements. The Fund is subject to ro	outine a	udits by various taxing	g jurisdi	ctions; however,
there	are currently no audits for any tax periods in progress. The Fund believes it is	no long	ger subject to income t	ax exan	ninations for years
prior t	to 2010. There are no tax penalties or interest in the accompanying financial sta	atemen	ts.		

SCHEDULE J (Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

USW HRA FUND

Compensation Information

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

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

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

OMB No. 1545-0047

2013

open to Public Inspection
Employer identification number

62-1548543

Questions Regarding Compensation Part I Yes No 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions Payments for business use of personal residence Tax indemnification and gross-up payments Health or social club dues or initiation fees ☐ Discretionary spending account Personal services (e.g., maid, chauffeur, chef) b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to 1b Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 2 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. ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study Form 990 of other organizations Approval by the board or compensation committee 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: 4a b Participate in, or receive payment from, a supplemental nonqualified retirement plan? 4b c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9. 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: 5a 5b If "Yes" to line 5a or 5b, describe in Part III. 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: 6a 6b If "Yes" to line 6a or 6b, describe in Part III. For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed 7 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 8 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensation from the organization on row (i) and from related organizations, described in the The Trustees in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the The Trustees organizations and Trustees in Schedule J, report compensation from the organization on row (ii) and from related organizations, described in the Trustees organizations and Trustees in Schedule J, report compensation from the Organization on row (ii) and from related organizations, described in the Organization on row (ii) and from related organizations and Trustees organizations are also and Trustees organizations and Trustees organizations and Trustees organizations are also and Trustees organizations and Trustees organi

instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Mote. 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.

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)	0	0	0	0	0	0	(i)	TREVOR ENGLAND, FINANCIAL
)	7£6,871	286,91	14,435	0	0	142,520	(ii)	ADMINISTRATIVE OFFICER
)	0	0	0	0	0	0	(i)	MARIA WIECK,
(F) Compensation reported as deferred in prior Form 990	snmuloo fo fafoT (3) (D)–(i)(B)	eldsxstnoV (d) stitened	other deferred	(iii) Other reportable compensation	(ii) Bonus & incentive compensation	(i) Base compensation		eltiT bns emsN (A)
		muloo eldaoileda, a î	(C) Retirement and	compensation (W-2 and/or 1099-MISC	(B) Breakdown of		

Schedule J (Form 990) 2013

Describe the information of describe and for Dort I line to the 2 de dh de Sh 7 and 8 and for Dort II Also complete this north
Frovide the information, explanation, or descriptions required for Fart 1, infest 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 6b fart in Also complete this part for any additional information.

SCHEDULE O (Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

Open to Public Inspection

Department of the Treasury Internal Revenue Service 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.

Name of the organization Employer identification number **USW HRA FUND** 62-1548543 Form 990, Part VI, Section A, Line 2 - THE OFFICERS OF THE FUND ARE EMPLOYED BY AN ORGANIZATION IN WHICH THE TRUSTEES OF THE USW HRA FUND ARE ALSO TRUSTEES. Form 990, Part VI, Section A, Line 8b - THE FUND HAS NO COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE BOARD OF TRUSTEES. Form 990, Part VI, Section B, Line 11b - THE 990 IS PREPARED BY THE FUND'S ADMINISTRATORS, AND IT IS PRESENTED TO THE TRUSTEES FOR THEIR APPROVAL PRIOR TO FILING THE FORM WITH THE IRS. Form 990, Part VI, Section B, Line 12c - ALL TRUSTEES, KEY EMPLOYEES AND OFFICERS, IF APPLICABLE, ARE REQUIRED TO COMPLETE AN ANNUAL CONFLICT OF INTEREST QUESTIONNAIRE. COMPLETE QUESTIONNAIRES ARE SUBMITTED TO THE BOARD OF TRUSTEES FOR REVIEW. Form 990, Part VI, Section C, Line 19 - THE FUND IS ADMINISTERED IN COMPLIANCE WITH ERISA'S CONFLICT OF INTEREST PROVISIONS, WHICH CAN BE FOUND IN SECTIONS 404 AND 406 OF ERISA. GOVERNING DOCUMENTS AND FINANCIAL INFORMATION CAN BE FOUND ON THE FUND'S WEBSITE, WWW.USWBENEFITFUNDS.COM. COPIES OF THE FUND'S CONFLICT OF INTEREST AND WHISTLEBLOWER POLICIES ARE AVAILABLE UPON REQUEST

Schedule O, Statement 1

Form: 990 Page: 1

Line Number: Part I Line 1

USW HRA FUND 62-1548543

Activity Or Mission Description

Description

HEALTH CARE PROGRAM: BENEFIT PAYMENTS MADE THROUGH A HEALTH REIMBURSEMENT ARRANGEMENT THAT REIMBURSES APPROXIMATELY 1,600 PARTICIPANTS, RETIREES OR THEIR DEPENDENTS FOR ELIGIBLE MEDICAL EXPENSES THAT ARE TAX DEDUCTIBLE UNDER INTERNAL REVENUE CODE SECTION 213.

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

2013

OMB No. 1545-0047

► Attach to Form 990. ► See separate instructions.

Open to Public Inspection

Department of the Treasury Internal Revenue Service

USW HRA FUND

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

Name of the organization

Employer identification number 62-1548543

Part I	Identification of Disregarded Entities Complet	e if the or	ganization a	answered "Yes"	" on Form 990, Pa	rt IV, line 33.		
	(a) Name, address, and EIN (if applicable) of disregarded entity		Prima	(b) ary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
Part II	Identification of Related Tax-Exempt Organizations du	ations Co uring the t	mplete if th ax year.	e organization	answered "Yes" o	n Form 990, Par	t IV, line 34 beca	use it had
	(a) Name, address, and EIN of related organization		(b) ry activity	(c) Legal domicile (sta or foreign country		(e) Public charity statu (if section 501(c)(3		(g) Section 512(b)(13) controlled entity?

Name, address, and EIN of related organization	Primary activity	Legal domicile (state or foreign country)	Exempt Code section	Public charity status (if section 501(c)(3))	Direct controlling entity	Section 5 contr enti	olled
						Yes	No
(1) PACE INDUSTRY UNION-MANAGEMENT PENSION FUND (62-1132 3320 PERIMETER HILL DRIVE, NASHVILLE, TN 37211	TAFT-HARTLEY TRUST FUND	TN	414(J)/501(A)		N/A		✓
(2) STEELWORKERS CHARITABLE AND EDUCATIONAL ORGANIZAT 3340 PERIMETER HILL DRIVE, NASHVILLE, TN 37211	ADMINISTERS GRANTS TO EDUCATE	PA	501(C)(3)	I	N/A		✓
(3)							
(4)							
(5)							
(6)							
(7)							

Part III Identification of because it had on	Related Organization: le or more related orga	s Taxable nizations	as a Partners treated as a pa	ship Complete it artnership during	the organizathe tax year.	tion answere	d "Ye	es" or	n Form 990, Pa	ırt IV,	line	34
(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			(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	Gene	i) eral or aging ner?	(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)				-								
(6)												
(7)												

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	Section 5 contr enti	olled
								Yes	No
(1) Clearwater Paper Corporation (20-3594554) 601 W Riverside Ave Ste 1100, Spokane, WA 99201	Tissue Manufacturing	DE	N/A	С					
(2)									
(3)									
(4)									
(5)									
(6)		a							
(7)									

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

Not	. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.	Ye	s No
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	9	1
b	Gift, grant, or capital contribution to related organization(s)		1
C	Gift, grant, or capital contribution from related organization(s)	;	1
d	Loans or loan guarantees to or for related organization(s)	1	1
е	Loans or loan guarantees by related organization(s)		1
f	Dividends from related organization(s)		1
g	Sale of assets to related organization(s)	ı	1
h	Purchase of assets from related organization(s)		1
i	Exchange of assets with related organization(s)		1
j	Lease of facilities, equipment, or other assets to related organization(s)		1
k	Lease of facilities, equipment, or other assets from related organization(s)		1
1	Performance of services or membership or fundraising solicitations for related organization(s)		1
m	Performance of services or membership or fundraising solicitations by related organization(s)	1	1
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		1
0	Sharing of paid employees with related organization(s)	_	1
n	Reimbursement paid to related organization(s) for expenses	1	
q	Reimbursement paid by related organization(s) for expenses	<u> </u>	1
4	The state of the s		
r	Other transfer of cash or property to related organization(s)		1
S	Other transfer of cash or property from related organization(s)		+
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 the		JIde
		11 03110	ius.
	(a) (b) (c) (d) Name of related organization Transaction Amount involved Method of determining amounts in the control of the	unt inv	olved
	type (a-s)		
Se	e Schedule R, Part VII, Statement 1		
(1)			
(1)			
(2)			
(2)			
(2)			
(3)			
(4)			
(4)			
(E)			
(5)			
(0)			
(6)			

Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37. Part VI

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.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign	(d) Predominant income (related,	(e) Are all part section	(f) (g) (g) Share of Share of total income end-of-year	7.	(h) Disproportionate allocations?	Code V—UBI amount in box 20	(j) General or managing	(k) Percentage ownership
			from tax under sections 512-514)			2000			המותופו <i>ב</i>	
				Yes No			Yes No		Yes No	
(1)										
(2)										
(3)										
(4)										
(5)										
(9)										
(2)										
(8)										
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(13)										
(14)										
(15)										
(16)										
								Sched	Schedule R (Form 990) 2013	990) 2013

	prm 990) 2013	Page 5
Part VII	Supplemental Information Provide additional information for responses to questions on Schedule R (see instructions).	

Schedule R, Part VII, Statement 1

Form: Schedule R

Page: 3

Line Number: Part V Line 2

USW HRA FUND 62-1548543

Description of Covered Relationships and Transaction Thresholds

		Amt. involved
Name Transaction type	PACE INDUSTRY UNION-MANAGEMENT PENSION FUND	239,297
Method of determining amt. involved	COST SHARING AGREEMENT	
Name Transaction type	Clearwater Paper Corporation s	3,084,017
Method of determining amt. involved	HOURS WORKED BY EMPLOYEES THAT ARE COVERED UNDER THE PLAN AS SPECIFIED IN THE COLLECTIVE BARGAINING AGREEMENT AND STANDARD FORM OF AGREEMENT.	
Name Transaction type	PACE INDUSTRY UNION-MANAGEMENT PENSION FUND s	4,350
Method of determining amt. involved		
Name Transaction type	STEELWORKERS CHARITABLE AND EDUCATIONAL ORGANIZATION s	51,800
Method of determining amt. involved	HOURS WORKED BY EMPLOYEES THAT ARE COVERED UNDER THE PLAN AS SPECIFIED IN THE COLLECTIVE BARGAINING AGREEMENT AND STANDARD FORM OF AGREEMENT.	