

**SUMMARY PAGE
OF RECEIPTS AND DISBURSEMENTS**

FEC Form 3X (Rev. 02/2003)

Write or Type Committee Name

USA Super PAC

Report Covering the Period: From: / / To: / /

	COLUMN A This Period	COLUMN B Calendar Year-to-Date
6. (a) Cash on Hand January 1, <input type="text" value="2014"/>	<input type="text" value="37826.83"/>	<input type="text" value="37826.83"/>
(b) Cash on Hand at Beginning of Reporting Period.....	<input type="text" value="37826.83"/>	
(c) Total Receipts (from Line 19)	<input type="text" value="500000.00"/>	<input type="text" value="500000.00"/>
(d) Subtotal (add Lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B).....	<input type="text" value="537826.83"/>	<input type="text" value="537826.83"/>
7. Total Disbursements (from Line 31).....	<input type="text" value="500000.00"/>	<input type="text" value="500000.00"/>
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d)).....	<input type="text" value="37826.83"/>	<input type="text" value="37826.83"/>
9. Debts and Obligations Owed TO the Committee (Itemize all on Schedule C and/or Schedule D)	<input type="text" value="0.00"/>	
10. Debts and Obligations Owed BY the Committee (Itemize all on Schedule C and/or Schedule D)	<input type="text" value="0.00"/>	

This committee has qualified as a multicandidate committee. (see FEC FORM 1M)

For further information contact:

Federal Election Commission
999 E Street, NW
Washington, DC 20463

Toll Free 800-424-9530
Local 202-694-1100

DETAILED SUMMARY PAGE of Receipts

FEC Form 3X (Rev. 06/2004)

Write or Type Committee Name

USA Super PAC

Report Covering the Period: From: M M / D D / Y Y Y Y 04 / 01 / 2014 To: M M / D D / Y Y Y Y 06 / 30 / 2014

I. Receipts	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
11. Contributions (other than loans) From:		
(a) Individuals/Persons Other Than Political Committees		
(i) Itemized (use Schedule A).....	500000.00	500000.00
(ii) Unitemized	0.00	0.00
(iii) TOTAL (add Lines 11(a)(i) and (ii))..... ▶	500000.00	500000.00
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs).....	0.00	0.00
(d) Total Contributions (add Lines 11(a)(iii), (b), and (c)) (Carry Totals to Line 33, page 5)	500000.00	500000.00
12. Transfers From Affiliated/Other Party Committees.....	0.00	0.00
13. All Loans Received	0.00	0.00
14. Loan Repayments Received.....	0.00	0.00
15. Offsets To Operating Expenditures (Refunds, Rebates, etc.) (Carry Totals to Line 37, page 5).....	0.00	0.00
16. Refunds of Contributions Made to Federal Candidates and Other Political Committees.....	0.00	0.00
17. Other Federal Receipts (Dividends, Interest, etc.).....	0.00	0.00
18. Transfers from Non-Federal and Levin Funds		
(a) Non-Federal Account (from Schedule H3).....	0.00	0.00
(b) Levin Funds (from Schedule H5)	0.00	0.00
(c) Total Transfers (add 18(a) and 18(b))..	0.00	0.00
19. Total Receipts (add Lines 11(d), 12, 13, 14, 15, 16, 17, and 18(c))..... ▶	500000.00	500000.00
20. Total Federal Receipts (subtract Line 18(c) from Line 19)..... ▶	500000.00	500000.00

DETAILED SUMMARY PAGE
of Disbursements

II. Disbursements	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
21. Operating Expenditures:		
(a) Allocated Federal/Non-Federal Activity (from Schedule H4)		
(i) Federal Share	0.00	0.00
(ii) Non-Federal Share.....	0.00	0.00
(b) Other Federal Operating Expenditures	50000.00	50000.00
(c) Total Operating Expenditures (add 21(a)(i), (a)(ii), and (b))	50000.00	50000.00
22. Transfers to Affiliated/Other Party Committees.....	0.00	0.00
23. Contributions to Federal Candidates/Committees and Other Political Committees.....	0.00	0.00
24. Independent Expenditures (use Schedule E)	450000.00	450000.00
25. Coordinated Party Expenditures (2 U.S.C. §441a(d)) (use Schedule F).....	0.00	0.00
26. Loan Repayments Made.....	0.00	0.00
27. Loans Made.....	0.00	0.00
28. Refunds of Contributions To:		
(a) Individuals/Persons Other Than Political Committees	0.00	0.00
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs).....	0.00	0.00
(d) Total Contribution Refunds (add Lines 28(a), (b), and (c)).....	0.00	0.00
29. Other Disbursements	0.00	0.00
30. Federal Election Activity (2 U.S.C. §431(20))		
(a) Allocated Federal Election Activity (from Schedule H6)		
(i) Federal Share	0.00	0.00
(ii) "Levin" Share.....	0.00	0.00
(b) Federal Election Activity Paid Entirely With Federal Funds	0.00	0.00
(c) Total Federal Election Activity (add .. Lines 30(a)(i), 30(a)(ii) and 30(b))....	0.00	0.00
31. Total Disbursements (add Lines 21(c), 22, 23, 24, 25, 26, 27, 28(d), 29 and 30(c)) ..	500000.00	500000.00
32. Total Federal Disbursements (subtract Line 21(a)(ii) and Line 30(a)(ii) from Line 31).....	500000.00	500000.00

DETAILED SUMMARY PAGE
of Disbursements

FEC Form 3X (Rev. 02/2003)

Page 5

III. Net Contributions/Operating Expenditures	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
33. Total Contributions (other than loans) (from Line 11(d), page 3)	500000.00	500000.00
34. Total Contribution Refunds (from Line 28(d))	0.00	0.00
35. Net Contributions (other than loans) (subtract Line 34 from Line 33)	500000.00	500000.00
36. Total Federal Operating Expenditures (add Line 21(a)(i) and Line 21(b))	50000.00	50000.00
37. Offsets to Operating Expenditures (from Line 15, page 3).....	0.00	0.00
38. Net Operating Expenditures (subtract Line 37 from Line 36)	50000.00	50000.00

**SCHEDULE A (FEC Form 3X)
ITEMIZED RECEIPTS**

Use separate schedule(s) for each category of the Detailed Summary Page	FOR LINE NUMBER: (check only one)	PAGE 6 OF 12
	<input checked="" type="checkbox"/> 11a	<input type="checkbox"/> 11b
	<input type="checkbox"/> 13	<input type="checkbox"/> 14
	<input type="checkbox"/> 11c	<input type="checkbox"/> 12
	<input type="checkbox"/> 15	<input type="checkbox"/> 16
	<input type="checkbox"/> 17	

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (In Full)
USA Super PAC

Full Name (Last, First, Middle Initial) A. Ronald Gidwitz		Date of Receipt MM / DD / YYYY 05 / 08 / 2014
Mailing Address 200 S. Wacker Dr ste 4000		Transaction ID : SA11AI.4276
City Chicago	State IL	Zip Code 60606
FEC ID number of contributing federal political committee. C		Amount of Each Receipt this Period 25000.00
Name of Employer GCG Partners	Occupation partner	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 25000.00	

Full Name (Last, First, Middle Initial) B. Kenneth Griffin		Date of Receipt MM / DD / YYYY 05 / 06 / 2014
Mailing Address 131 S Dearborn St		Transaction ID : SA11AI.4266
City Chicago	State IL	Zip Code 60603
FEC ID number of contributing federal political committee. C		Amount of Each Receipt this Period 100000.00
Name of Employer Citadel Investment Group	Occupation CEO	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 100000.00	

Full Name (Last, First, Middle Initial) C. JWC III Revocable Trust		Date of Receipt MM / DD / YYYY 05 / 06 / 2014
Mailing Address 1644 E. 29th St.		Transaction ID : SA11AI.4268
City Tulsa	State OK	Zip Code 74114
FEC ID number of contributing federal political committee. C		Amount of Each Receipt this Period 25000.00
Name of Employer	Occupation	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 25000.00	

SUBTOTAL of Receipts This Page (optional).....▶	150000.00
TOTAL This Period (last page this line number only).....▶	

SCHEDULE A (FEC Form 3X)
ITEMIZED RECEIPTS

Use separate schedule(s) for each category of the Detailed Summary Page	FOR LINE NUMBER: (check only one)	PAGE 7 OF 12
	<input checked="" type="checkbox"/> 11a <input type="checkbox"/> 13	<input type="checkbox"/> 11b <input type="checkbox"/> 14

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NAME OF COMMITTEE (In Full)
USA Super PAC

A. Randy Kendrick
 Full Name (Last, First, Middle Initial)
 Mailing Address 3964 E. Paradise View Dr.
 City Paradise Valley State AZ Zip Code 85253
 FEC ID number of contributing federal political committee. **C**
 Name of Employer n/a Occupation retired
 Receipt For: Primary General Other (specify) ▼
 Aggregate Year-to-Date ▼ 50000.00

Date of Receipt
 M M / D D / Y Y Y Y Y Y
 06 / 07 / 2014
Transaction ID : SA11AI.4274
 Amount of Each Receipt this Period
 50000.00

B. McKinley Financial Partnership
 Full Name (Last, First, Middle Initial)
 Mailing Address 320 N Main St Ste 200
 City Ann Arbor State MI Zip Code 48104
 FEC ID number of contributing federal political committee. **C**
 Name of Employer Occupation
 Receipt For: Primary General Other (specify) ▼
 Aggregate Year-to-Date ▼ 100000.00

Date of Receipt
 M M / D D / Y Y Y Y Y Y
 05 / 07 / 2014
Transaction ID : SA11AI.4272
 Amount of Each Receipt this Period
 100000.00

C. Robert Mercer
 Full Name (Last, First, Middle Initial)
 Mailing Address 600 Route 25A
 City East Setauket State NY Zip Code 11733
 FEC ID number of contributing federal political committee. **C**
 Name of Employer Renaissance Technologies Occupation Financial Consultant
 Receipt For: Primary General Other (specify) ▼
 Aggregate Year-to-Date ▼ 100000.00

Date of Receipt
 M M / D D / Y Y Y Y Y Y
 05 / 07 / 2014
Transaction ID : SA11AI.4270
 Amount of Each Receipt this Period
 100000.00

SUBTOTAL of Receipts This Page (optional).....▶	250000.00
TOTAL This Period (last page this line number only).....▶	

**SCHEDULE A (FEC Form 3X)
ITEMIZED RECEIPTS**

Use separate schedule(s) for each category of the Detailed Summary Page

FOR LINE NUMBER: PAGE 8 OF 12
(check only one)
 11a 11b 11c 12
 13 14 15 16 17

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NAME OF COMMITTEE (In Full)
USA Super PAC

A. Full Name (Last, First, Middle Initial)
Paul Singer

Mailing Address 1 S 81s St

City State Zip Code
New York NY 10024

FEC ID number of contributing federal political committee. **C**

Name of Employer Occupation
Elliott Management CEO

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼
100000.00

Date of Receipt
 M M / D D / Y Y Y Y Y Y
 05 / 06 / 2014
Transaction ID : SA11AI.4264

Amount of Each Receipt this Period
 100000.00

B. Full Name (Last, First, Middle Initial)

Mailing Address

City State Zip Code

FEC ID number of contributing federal political committee. **C**

Name of Employer Occupation

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼

Date of Receipt
 M M / D D / Y Y Y Y Y Y

Amount of Each Receipt this Period

C. Full Name (Last, First, Middle Initial)

Mailing Address

City State Zip Code

FEC ID number of contributing federal political committee. **C**

Name of Employer Occupation

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼

Date of Receipt
 M M / D D / Y Y Y Y Y Y

Amount of Each Receipt this Period

SUBTOTAL of Receipts This Page (optional).....▶	100000.00
TOTAL This Period (last page this line number only).....▶	500000.00

**SCHEDULE B (FEC Form 3X)
ITEMIZED DISBURSEMENTS**

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER:
(check only one)

<input checked="" type="checkbox"/> 21b	<input type="checkbox"/> 22	<input type="checkbox"/> 23	<input type="checkbox"/> 24	<input type="checkbox"/> 25	<input type="checkbox"/> 26
<input type="checkbox"/> 27	<input type="checkbox"/> 28a	<input type="checkbox"/> 28b	<input type="checkbox"/> 28c	<input type="checkbox"/> 29	<input type="checkbox"/> 30b

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NAME OF COMMITTEE (In Full)
USA Super PAC

Full Name (Last, First, Middle Initial)

A. Grassfire Group

Mailing Address 1 S. 6th St

City State Zip Code
Terre Haute IN 47807

Purpose of Disbursement
Consulting fee paid management of IEs, legal compliance and reporting.

Candidate Name

Office Sought: House
 Senate
 President
State: District:

Disbursement For:
 Primary General
 Other (specify) ▼

Category/
Type

Date of Disbursement

/ /
05 / 18 / 2014

Transaction ID : SB21B.4278

Amount of Each Disbursement this Period

50000.00

B.

Full Name (Last, First, Middle Initial)

Mailing Address

City State Zip Code

Purpose of Disbursement

Candidate Name

Office Sought: House
 Senate
 President
State: District:

Disbursement For:
 Primary General
 Other (specify) ▼

Category/
Type

Date of Disbursement

/ /

Amount of Each Disbursement this Period

C.

Full Name (Last, First, Middle Initial)

Mailing Address

City State Zip Code

Purpose of Disbursement

Candidate Name

Office Sought: House
 Senate
 President
State: District:

Disbursement For:
 Primary General
 Other (specify) ▼

Category/
Type

Date of Disbursement

/ /

Amount of Each Disbursement this Period

SUBTOTAL of Disbursements This Page (optional)..... ▶

TOTAL This Period (last page this line number only)..... ▶

50000.00

50000.00

SCHEDULE E (FEC Form 3X)
ITEMIZED INDEPENDENT EXPENDITURES

NAME OF COMMITTEE (In Full) USA Super PAC	FEC IDENTIFICATION NUMBER ▼ C C00518217
Check if <input type="checkbox"/> 24-hour report <input type="checkbox"/> 48-hour report <input type="checkbox"/> New report <input type="checkbox"/> Amends report filed on M M M / D D D / Y Y Y Y Y Y	

Full Name of Payee Mentzer Media	Date of Public Distribution/Dissemination M M M / D D D / Y Y Y Y Y Y 05 / 07 / 2014
Mailing Address 600 Fairmount Ave Ste 306	Amount M M M M M M . 00 90000.00
City State Zip Code Towson MD 21286	Transaction ID : SE.4282 Date of Disbursement or Obligation M M M / D D D / Y Y Y Y Y Y 05 / 07 / 2014
Purpose of Expenditure Nebraska radio ad buy	Category/Type M M M M M M 004
Name of Federal Candidate PETE RICKETTS	<input checked="" type="checkbox"/> Support <input type="checkbox"/> Oppose Office Sought: <input type="checkbox"/> House <input checked="" type="checkbox"/> Senate <input type="checkbox"/> President <input type="checkbox"/> General State: NE
Calendar Year-To-Date Per Election for Office Sought M M M M M M . 00 292500.00	Disbursement For: <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General 2014 <input type="checkbox"/> Other (specify) ▶ _____

Full Name of Payee Mentzer Media	Date of Public Distribution/Dissemination M M M / D D D / Y Y Y Y Y Y 05 / 09 / 2014
Mailing Address 600 Fairmount Ave Ste 306	Amount M M M M M M . 00 135000.00
City State Zip Code Towson MD 21286	Transaction ID : SE.4283 Date of Disbursement or Obligation M M M / D D D / Y Y Y Y Y Y 05 / 08 / 2014
Purpose of Expenditure Nebraska radio ad buy	Category/Type M M M M M M 004
Name of Federal Candidate PETE RICKETTS	<input checked="" type="checkbox"/> Support <input type="checkbox"/> Oppose Office Sought: <input type="checkbox"/> House <input checked="" type="checkbox"/> Senate <input type="checkbox"/> President <input type="checkbox"/> General State: NE
Calendar Year-To-Date Per Election for Office Sought M M M M M M . 00 427500.00	Disbursement For: <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General 2014 <input type="checkbox"/> Other (specify) ▶ _____

(a) SUBTOTAL of Itemized Independent Expenditures..... ▶	M M M M M M . 00 225000.00
(b) SUBTOTAL of Unitemized Independent Expenditures ▶	M M M M M M . 00
(c) TOTAL Independent Expenditures..... ▶	M M M M M M . 00

Under penalty of perjury I certify that the independent expenditures reported herein were not made in cooperation, consultation, or concert with, or at the request or suggestion of, any candidate or authorized committee or agent of either, or (if the reporting entity is not a political party committee) any political party committee or its agent.

Kathleen Flanagan [Electronically Filed] Date M M M / D D D / Y Y Y Y Y Y
07 / 10 / 2014

Signature

