

# Return of Organization Exempt From Income Tax

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

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

**A For the 2012 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> MEDECINS SANS FRONTIERES USA, INC. Doing Business As DOCTORS WITHOUT BORDERS Number and street (or P.O. box if mail is not delivered to street address) Room/suite 333 SEVENTH AVENUE 2ND FL City, town, or post office, state, and ZIP code NEW YORK, NY 10001-5004 <b>F Name and address of principal officer:</b> DEANE MARCHBEIN SAME AS C ABOVE	<b>D Employer identification number</b> 13-3433452 <b>E Telephone number</b> (212) 679-6800 <b>G Gross receipts \$</b> 205,652,028. <b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c) Group exemption number</b> ▶
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J Website:</b> ▶ WWW.DOCTORSWITHOUTBORDERS.ORG		
<b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L Year of formation:</b> 1987 <b>M State of legal domicile:</b> NY

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <u>TO ASSIST VICTIMS OF DISASTERS &amp; CONFLICTS WORLDWIDE.</u>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) .....	<b>3</b>	13
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) .....	<b>4</b>	11
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a) .....	<b>5</b>	544
	<b>6</b> Total number of volunteers (estimate if necessary) .....	<b>6</b>	83
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 .....	<b>7a</b>	0.
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 .....	<b>7b</b>	0.
<b>Revenue</b>		<b>Prior Year</b>	<b>Current Year</b>
	<b>8</b> Contributions and grants (Part VIII, line 1h) .....	180,815,198.	189,249,536.
	<b>9</b> Program service revenue (Part VIII, line 2g) .....	10,108,688.	10,671,977.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....	474,359.	353,450.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....	48,349.	19,479.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....	191,446,594.	200,294,442.
<b>Expenses</b>			
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....	137,098,926.	162,566,427.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) .....	0.	0.
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....	15,900,712.	17,500,388.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) .....	5,395,564.	4,637,367.
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 24,435,335.		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) .....	19,828,952.	22,299,458.
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....	178,224,154.	207,003,640.
	<b>19</b> Revenue less expenses. Subtract line 18 from line 12 .....	13,222,440.	-6,709,198.
<b>Net Assets or Fund Balances</b>		<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>20</b> Total assets (Part X, line 16) .....	176,790,595.	168,647,231.
	<b>21</b> Total liabilities (Part X, line 26) .....	9,698,898.	7,734,797.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 .....	167,091,697.	160,912,434.

**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.

<b>Sign Here</b>	Signature of officer MAUREEN BURNLEY, DIRECTOR OF FINANCE Type or print name and title	Date
<b>Paid Preparer Use Only</b>	Print/Type preparer's name STACY CULLEN	Preparer's signature Date 05/10/13
	Firm's name ▶ TAIT, WELLER & BAKER LLP Firm's address ▶ 1818 MARKET STREET; SUITE 2400 PHILADELPHIA, PA 19103-3659	Check <input type="checkbox"/> if self-employed PTIN P00974308 Firm's EIN ▶ 23-1144520 Phone no. (215) 979-8800

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: PROVIDES INDEPENDENT MEDICAL HUMANITARIAN EMERGENCY AID TO PEOPLE AFFECTED BY ARMED CONFLICT, EPIDEMICS, MALNUTRITION, NATURAL DISASTERS AND EXCLUSION FROM HEALTH CARE.

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 [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code: ) (Expenses \$ 167,929,857. including grants of \$ 162,566,427. ) (Revenue \$ 2,549,507. ) EVERY YEAR, DOCTORS WITHOUT BORDERS/MEDECINS SANS FRONTIERES(MSF) PROVIDES EMERGENCY MEDICAL CARE TO MILLIONS OF PEOPLE CAUGHT IN CRISES IN MORE THAN 60 COUNTRIES AROUND THE WORLD. MSF PROVIDES ASSISTANCE WHEN CATASTROPHIC EVENTS - SUCH AS ARMED CONFLICT, EPIDEMICS, MALNUTRITION, OR NATURAL DISASTERS - OVERWHELM LOCAL HEALTH SYSTEMS, AND OPERATES COMPREHENSIVE, AND IN SOME CASES LONG-STANDING, TREATMENT PROGRAMS FOR PEOPLE LIVING WITH A HOST OF NEGLECTED DISEASES. MSF ALSO ASSISTS PEOPLE WHO FACE DISCRIMINATION OR NEGLECT FROM THEIR LOCAL HEALTH SYSTEMS OR WHEN POPULATIONS ARE OTHERWISE EXCLUDED FROM HEALTH CARE. (CONTINUED IN SCHEDULE O).

4b (Code: ) (Expenses \$ 3,600,491. including grants of \$ ) (Revenue \$ ) AS PART OF ITS FOUNDING PRINCIPLES, MSF STANDS EVER READY TO SPEAK OUT PUBLICLY ON A GIVEN ISSUE SHOULD THE SITUATION CALL FOR IT. THIS COULD MEAN THAT A CERTAIN GROUP IS BEING NEGLECTED, THAT MILITARY OR POLITICAL EFFORTS ARE CAUSING SEVERE MEDICAL CONSEQUENCES, OR THAT INTERNATIONAL ORGANIZATIONS ARE NOT DOING ENOUGH TO RESPOND TO AN EMERGENCY. ADDITIONALLY, MSF ADVOCATES IN CAPITALS AND BOARD ROOMS AROUND THE WORLD IN ORDER TO COMBAT POLICIES THAT MIGHT RESTRICT ACCESS TO ESSENTIAL MEDICINES AND HEALTH CARE. (CONTINUED IN SCHEDULE O).

4c (Code: ) (Expenses \$ 8,304,843. including grants of \$ ) (Revenue \$ 8,122,470. ) TO FACILITATE THE RECRUITMENT OF VOLUNTEER MEDICAL AND OTHER PROFESSIONALS FROM THE UNITED STATES TO PARTICIPATE IN VARIOUS MEDICAL AND OTHER EMERGENCY RELIEF PROJECTS. MSF-USA DISPATCHED A TOTAL OF 382 VOLUNTEERS TO 51 COUNTRIES IN 2012.

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 179,835,191.

**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)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
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? <i>If "Yes," complete Schedule C, Part III</i>		X
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? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
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? <i>If "Yes," complete Schedule D, Part VI</i>	X	
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? <i>If "Yes," complete Schedule D, Part VII</i>		X
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? <i>If "Yes," complete Schedule D, Part VIII</i>		X
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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	X	
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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
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? <i>If "Yes," complete Schedule G, Part I</i>	X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	X	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> 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> .....	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>b</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> .....		X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> 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> .....		X
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> 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> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> 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> .....		X
<b>33</b> 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> .....		X
<b>34</b> 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> .....		X
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</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> .....		
<b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b> 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> .....		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	X	

**Note.** All Form 990 filers are required to complete Schedule O .....

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form area containing questions 1a through 14b with columns for Yes/No and numerical input fields.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 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?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 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?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 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.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 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?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 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; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 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; 15b Other officers or key employees of the organization; 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?; 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?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [ ] Another's website [X] Upon request [ ] 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: MAUREN BURNLEY - (212)655-3794
333 SEVENTH AVENUE, 2ND FL., NEW YORK, NY 10001

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, 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 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 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) DR. MATTHEW SPITZER DIRECTOR	30.00	X		X			29,530.	0.	0.	
(2) BRET ENGELKEMIER TREASURER	5.00	X		X			0.	0.	0.	
(3) DAVID SHEVLIN SECRETARY	5.00	X		X			0.	0.	0.	
(4) NAVNEET BHULLAR DIRECTOR	5.00	X					0.	0.	0.	
(5) DR. RAMIN ASGARY DIRECTOR	5.00	X					0.	0.	0.	
(6) DR. MARIE-PIERRE ALLIE DIRECTOR	5.00	X					0.	0.	0.	
(7) MARTHA HUCKABEE DIRECTOR	5.00	X					0.	0.	0.	
(8) DR. DEANE MARCHBEIN (SEE SCHEDU PRESIDENT	30.00	X		X			18,556.	0.	1,988.	
(9) SUERIE MOON DIRECTOR	5.00	X					0.	0.	0.	
(10) KELLY GRIMSHAW DIRECTOR	5.00	X					0.	0.	0.	
(11) DR. ADITYA NADIMPALLI (SEE SCHE VICE PRESIDENT	7.50	X					5,228.	0.	2,967.	
(12) DR. MICHAEL NEWMAN (SEE SCHEDUL DIRECTOR	5.00	X					2,791.	0.	4,201.	
(13) NABIL AL-TIKRITI DIRECTOR	5.00	X					0.	0.	0.	
(14) SOPHIE DELAUNAY EXECUTIVE DIRECTOR	40.00			X			142,015.	0.	15,977.	
(15) MAUREEN BURNLEY FINANCE DIR	40.00			X			115,028.	0.	15,836.	
(16) DAVID OLSON MEDICAL ADVISOR	40.00				X		125,945.	0.	35,007.	
(17) JENNIFER TIERNEY DEVELOPMENT DIRECTOR	40.00				X		123,967.	0.	16,967.	

**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 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) NICHOLAS LAWSON FIELD HR DIRECTOR	40.00					X		124,251.	0.	16,334.
(19) DUNCAN MCLEAN DESK MANAGER	40.00					X		118,537.	0.	33,265.
(20) JASON CONE COMMUNICATIONS DIRECTOR	40.00					X		107,658.	0.	34,559.
<b>1b Sub-total</b>								913,506.	0.	177,101.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>								913,506.	0.	177,101.

**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 **7**

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
<b>4</b> 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? If "Yes," complete Schedule J for such individual	X	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

**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
A.B. DATA 600 A.B. DATA DRIVE, MILWAUKEE, WI 53217	DIRECT MARKETING, FUNDRAISING, CONSULTAN	13,128,370.
DUBUQUE BANK & TRUST 1398 CENTRAL AVENUE, DUBUQUE, IA 52001	EMPLOYEE PENSION SERVICES	1,674,730.
NAMES IN THE NEWS, 180 GRAND AVENUE, STE 1545, OAKLAND, CA 94612	DIRECT MARKETING, FUNDRAISING, LIST SERV	1,311,561.
MUTATULI, PLANTAGE MIDDENLAAN 16, AMSTERDAM, NETHERLANDS 1018 DD	AIR TRAVEL	1,154,482.

**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 **4**



**Part VIII Statement of Revenue**

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	<b>1 a</b> Federated campaigns	<b>1a</b> 2,418,653.					
	<b>b</b> Membership dues	<b>1b</b> 26,685.					
	<b>c</b> Fundraising events	<b>1c</b> 144,443.					
	<b>d</b> Related organizations	<b>1d</b>					
	<b>e</b> Government grants (contributions)	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 186,659,755.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$	3,699,287.					
	<b>h Total.</b> Add lines 1a-1f		189,249,536.				
	Program Service Revenue	<b>2 a</b> SECONDED STAFF GRANTS	Business Code 900099	8,122,470.	8,122,470.		
<b>b</b> MSF REIMBURSEMENTS		900099	2,549,507.	2,549,507.			
<b>c</b>							
<b>d</b>							
<b>e</b>							
<b>f</b> All other program service revenue							
<b>g Total.</b> Add lines 2a-2f			10,671,977.				
Other Revenue	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		310,314.			310,314.	
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties						
	<b>6 a</b> Gross rents	(i) Real					
		(ii) Personal					
		<b>b</b> Less: rental expenses					
		<b>c</b> Rental income or (loss)					
	<b>d</b> Net rental income or (loss)						
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	5,318,118.				
		(ii) Other					
		<b>b</b> Less: cost or other basis and sales expenses	5,274,982.				
		<b>c</b> Gain or (loss)	43,136.				
	<b>d</b> Net gain or (loss)		43,136.			43,136.	
	<b>8 a</b> Gross income from fundraising events (not including \$ 144,443. of contributions reported on line 1c). See Part IV, line 18	<b>a</b>	82,604.				
		<b>b</b> Less: direct expenses	82,604.				
<b>c</b> Net income or (loss) from fundraising events			0.				
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>						
	<b>b</b> Less: direct expenses						
	<b>c</b> Net income or (loss) from gaming activities						
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>						
	<b>b</b> Less: cost of goods sold						
	<b>c</b> Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
<b>11 a</b> MISC OTHER REVENUE	900099	19,479.	19,479.				
	<b>b</b>						
	<b>c</b>						
	<b>d</b> All other revenue						
	<b>e Total.</b> Add lines 11a-11d		19,479.				
<b>12 Total revenue.</b> See instructions.		200,294,442.	10,691,456.	0.	353,450.		

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,447,842.	1,447,842.		
<b>2</b> Grants and other assistance to individuals in the United States. See Part IV, line 22				
<b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	161,118,585.	161,118,585.		
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees	348,053.	256,556.	35,191.	56,306.
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	11,592,170.	8,544,808.	1,172,053.	1,875,309.
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	900,222.	663,571.	91,019.	145,632.
<b>9</b> Other employee benefits	3,741,436.	2,757,884.	378,286.	605,266.
<b>10</b> Payroll taxes	918,507.	677,049.	92,868.	148,590.
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management				
<b>b</b> Legal	136,043.	10,422.	44,228.	81,393.
<b>c</b> Accounting	60,000.	4,596.	19,507.	35,897.
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services. See Part IV, line 17	4,637,367.			4,637,367.
<b>f</b> Investment management fees	97,788.		97,788.	
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	3,778,355.	1,022,997.	89,825.	2,665,533.
<b>12</b> Advertising and promotion	39,784.	39,784.		
<b>13</b> Office expenses	14,526,363.	858,291.	106,000.	13,562,072.
<b>14</b> Information technology	13,125.		13,125.	
<b>15</b> Royalties				
<b>16</b> Occupancy	1,223,377.	629,770.	159,669.	433,938.
<b>17</b> Travel	1,735,899.	1,495,510.	189,236.	51,153.
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings	199,215.	89,487.	93,659.	16,069.
<b>20</b> Interest	5,957.	2,652.	2,426.	879.
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	192,944.	98,639.	25,366.	68,939.
<b>23</b> Insurance	57,902.	17,040.	28,953.	11,909.
<b>24</b> 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.)				
<b>a</b> FINANCIAL SERVICES	126,551.	56,341.	51,543.	18,667.
<b>b</b> RECRUITING & RELOCATION	83,017.	32,024.	36,924.	14,069.
<b>c</b> DUES AND SUBSCRIPTIONS	23,138.	11,343.	5,448.	6,347.
<b>d</b>				
<b>e</b> All other expenses				
<b>25</b> Total functional expenses. Add lines 1 through 24e	207,003,640.	179,835,191.	2,733,114.	24,435,335.
<b>26</b> 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  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....		<b>1</b>	
	<b>2</b> Savings and temporary cash investments .....	144,075,568.	<b>2</b>	129,778,049.
	<b>3</b> Pledges and grants receivable, net .....	19,293,615.	<b>3</b>	24,087,550.
	<b>4</b> Accounts receivable, net .....	3,294,676.	<b>4</b>	2,113,520.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> 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 instr). Complete Part II of Sch L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	1,012,929.	<b>9</b>	1,095,276.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 3,127,881.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 2,044,106.	1,023,768.	<b>10c</b> 1,083,775.
	<b>11</b> Investments - publicly traded securities .....	8,089,391.	<b>11</b>	10,488,488.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	648.	<b>12</b>	573.
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....		<b>15</b>	
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	176,790,595.	<b>16</b>	168,647,231.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	6,966,813.	<b>17</b>	7,734,797.
	<b>18</b> Grants payable .....	2,732,085.	<b>18</b>	0.
	<b>19</b> Deferred revenue .....		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> 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 .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> 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 .....		<b>25</b>	
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	9,698,898.	<b>26</b>	7,734,797.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	159,440,654.	<b>27</b>	149,148,202.
	<b>28</b> Temporarily restricted net assets .....	7,651,043.	<b>28</b>	11,478,756.
	<b>29</b> Permanently restricted net assets .....	0.	<b>29</b>	285,476.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
<b>33</b> Total net assets or fund balances .....	167,091,697.	<b>33</b>	160,912,434.	
<b>34</b> Total liabilities and net assets/fund balances .....	176,790,595.	<b>34</b>	168,647,231.	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	200,294,442.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	207,003,640.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	-6,709,198.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	167,091,697.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	562,226.
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	-32,291.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	160,912,434.

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b>	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		X
<b>2b</b>	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	X	
<b>2c</b>	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.	X	
<b>3a</b>	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?		X
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2012)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

<b>Name of the organization</b> MEDECINS SANS FRONTIERES USA, INC.	<b>Employer identification number</b> 13-3433452
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	<b>11g(i)</b>	
(ii) A family member of a person described in (i) above? .....	<b>11g(ii)</b>	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	<b>11g(iii)</b>	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	151,536,056.	135,383,999.	264,471,272.	180,815,198.	189,249,536.	921,456,061.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	151,536,056.	135,383,999.	264,471,272.	180,815,198.	189,249,536.	921,456,061.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						
<b>6 Public support.</b> Subtract line 5 from line 4.						921,456,061.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4 .....	151,536,056.	135,383,999.	264,471,272.	180,815,198.	189,249,536.	921,456,061.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	1,959,763.	446,268.	320,444.	307,807.	310,314.	3,344,596.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....	190,867.	127,278.	66,187.	48,349.	19,479.	452,160.
<b>11 Total support.</b> Add lines 7 through 10						925,252,817.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	44,163,805.
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	99.59	%
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 .....	<b>15</b>	98.87	%
<b>16a 33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input checked="" type="checkbox"/>		
<b>b 33 1/3% support test - 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>		
<b>17a 10% -facts-and-circumstances test - 2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>		
<b>b 10% -facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

MEDECINS SANS FRONTIERES USA, INC.

Employer identification number

13-3433452

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education)       Preservation of an historically important land area

Protection of natural habitat       Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes  No

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

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

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

Yes  No

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

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X .....

▶ \$ \_\_\_\_\_

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

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

▶ \$ \_\_\_\_\_

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

▶ \$ \_\_\_\_\_



**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
c Beginning balance	<b>1c</b>
d Additions during the year	<b>1d</b>
e Distributions during the year	<b>1e</b>
f Ending balance	<b>1f</b>

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	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	2,592,234.	1,622,468.	1,504,260.	886,258.	1,210,390.
b Contributions	485,476.	1,000,000.		450,000.	
c Net investment earnings, gains, and losses	146,525.	103,058.	134,136.	179,464.	-310,398.
d Grants or scholarships	100,000.				
e Other expenditures for facilities and programs					
f Administrative expenses		133,292.	15,928.	11,462.	13,734.
g End of year balance	3,124,235.	2,592,234.	1,622,468.	1,504,260.	886,258.

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

- a Board designated or quasi-endowment  .00 %
- b Permanent endowment  9.00 %
- c Temporarily restricted endowment  91.00 %

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
- (ii) related organizations

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		1,136,966.	332,860.	804,106.
d Equipment		1,965,804.	1,687,180.	278,624.
e Other		25,111.	24,066.	1,045.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,083,775.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered 1 through 10.

Part IX Other Assets. See Form 990, Part X, line 15.

Table with 2 columns: (a) Description, (b) Book value. Rows numbered 1 through 10.

Part X Other Liabilities. See Form 990, Part X, line 25.

Table with 2 columns: (a) Description of liability, (b) Book value. Rows include Federal income taxes and rows 2-11.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports 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 [X]

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

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	203,348,061.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains on investments	<b>2a</b>	562,226.
<b>b</b>	Donated services and use of facilities	<b>2b</b>	2,538,868.
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	50,313.
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	3,151,407.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	200,196,654.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	97,788.
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	97,788.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	200,294,442.

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

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	209,527,324.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	2,538,868.
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	82,604.
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	2,621,472.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	206,905,852.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	97,788.
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	97,788.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	207,003,640.

**Part XIII Supplemental Information**

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

PART X, LINE 2: MANAGEMENT HAS REVIEWED THE TAX POSITIONS FOR EACH OF

THE OPEN TAX YEARS (2009-2011) OR EXPECTED TO BE TAKEN IN MSF USA'S 2012

TAX RETURN AND HAS CONCLUDED THAT THERE ARE NO SIGNIFICANT UNCERTAIN TAX

POSITIONS THAT WOULD REQUIRE RECOGNITION IN THE FINANCIAL STATEMENTS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

ACTUARIAL LOSS ON ANNUITY OBLIGATIONS -32,291.

FUNDRAISING SPECIAL EVENT EXPENSE 82,604.

**Part XIII** Supplemental Information (continued)

TOTAL TO SCHEDULE D, PART XI, LINE 2D 50,313.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING SPECIAL EVENT EXPENSE 82,604.

**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.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization  MEDECINS SANS FRONTIERES USA, INC.	Employer identification number  13-3433452
--	--

**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 Activities 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
CENTRAL AMERICA & THE CARIBBEAN	0	30	PROGRAM SERVICES	HUMANITARIAN MEDICAL ASSISTANCE	519,617.
EAST ASIA & THE PACIFIC	0	29	PROGRAM SERVICES	HUMANITARIAN MEDICAL ASSISTANCE	729,466.
EUROPE	0	5	PROGRAM SERVICES AND G TO RECIPIENTS	HUMANITARIAN MEDICAL ASSISTANCE	161,167,330.
MIDDLE EAST & NORTH AFRICA	0	42	PROGRAM SERVICES	HUMANITARIAN MEDICAL ASSISTANCE	496,399.
RUSSIA & THE NEWLY INDEPENDENT STATES	0	13	PROGRAM SERVICES	HUMANITARIAN MEDICAL ASSISTANCE	268,528.
SOUTH AMERICA	0	9	PROGRAM SERVICES	HUMANITARIAN MEDICAL ASSISTANCE	362,977.
SOUTH ASIA	0	20	PROGRAM SERVICES	HUMANITARIAN MEDICAL ASSISTANCE	468,087.
SUB-SAHARAN AFRICA	0	353	PROGRAM SERVICES	HUMANITARIAN MEDICAL ASSISTANCE	5,499,173.
<b>3 a</b> Sub-total .....	0	501			169,511,577.
<b>b</b> Total from continuation sheets to Part I .....	0	0			0.
<b>c Totals</b> (add lines 3a and 3b) .....	0	501			169,511,577.

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

Schedule F (Form 990) 2012

**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)
		EUROPE	HUMANITARIAN MEDICAL ASSISTANCE	31,719,800.	WIRE TRANSFER	0.		
		EUROPE	HUMANITARIAN MEDICAL ASSISTANCE	15,709,780.	WIRE TRANSFER	0.		
		EUROPE	HUMANITARIAN MEDICAL ASSISTANCE	13,994,520.	WIRE TRANSFER	0.		
		EUROPE	HUMANITARIAN MEDICAL ASSISTANCE	19,988,200.	WIRE TRANSFER	0.		
		EUROPE	HUMANITARIAN MEDICAL ASSISTANCE	76,058,201.	WIRE TRANSFER	0.		
		EUROPE	HUMANITARIAN MEDICAL ASSISTANCE	3,648,084.	WIRE TRANSFER	0.		

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.

<b>(a)</b> Type of grant or assistance	<b>(b)</b> Region	<b>(c)</b> Number of recipients	<b>(d)</b> Amount of cash grant	<b>(e)</b> Manner of cash disbursement	<b>(f)</b> Amount of non-cash assistance	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Method of valuation (book, FMV, appraisal, other)

**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

Schedule F (Form 990) 2012



**Part V Supplemental Information**

Complete this part to 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.

SCHEDULE F, PART I, LINE 2: PROCEDURES FOR GRANTING FUNDS TO MSF

OPERATIONAL CENTERS (OC) AND OTHER MSF ENTITIES.

IN MSF USA, THE PROGRAM COMMITTEE (PC) OF THE BOARD OF DIRECTORS IS THE

BODY WHICH HAS THE PRIMARY RESPONSIBILITY OF OVERSEEING THE DISTRIBUTION

OF PRIVATE GRANTS. THE PC REVIEWS FUNDING REQUESTS AND ALL FUNDING

ISSUES, AND MAKES RECOMMENDATIONS ON THE DISTRIBUTION OF PRIVATE GRANTS

TO THE FULL BOARD OF DIRECTORS (BOD). THE FULL BOD, TAKING THESE

RECOMMENDATIONS INTO CONSIDERATION, HAS THE FINAL VOTE ON THE

DISTRIBUTION OF ALL PRIVATE GRANTS. THE PC WORKS CLOSELY WITH THE PROGRAM

AND FINANCE DEPARTMENTS OF MSF USA. THE PC HAS DELEGATED TO PROGRAM AND

FINANCE STAFF THE AUTHORITY TO APPRAISE AND REVIEW GRANT PROPOSALS,

REPORTS AND FUNDING REQUESTS, AND IN SOME CASES TO RESPOND TO REQUESTS

FOR FUNDING, TO MAINTAIN COMMUNICATION WITH THE OCS MSF USA IS FUNDING,

AND TO ATTEND RELEVANT OC OPERATIONAL MEETINGS ON THE PC'S BEHALF. THE

GRANTS OFFICER MANAGES THE ADMINISTRATION INVOLVED IN THE DISTRIBUTION OF

PRIVATE GRANTS AND KEEPS THE PC INFORMED OF ALL NECESSARY ISSUES RELATED

TO PRIVATE GRANTS AND THE ENTITIES MSF USA IS FUNDING. AN INTERNAL GRANTS

COMMITTEE, CHAIRED BY THE GRANTS OFFICER AND COMPRISED OF THE PROGRAM

OFFICERS, FINANCE DIRECTOR AND EXECUTIVE DIRECTOR, MEETS PERIODICALLY TO

FOLLOW THE GRANTS PROCESS. IN THIS CAPACITY, PROGRAM DEPARTMENT STAFF AND

THE GRANTS OFFICER MAKE RECOMMENDATIONS TO THE PC ON THE DISTRIBUTION OF

PRIVATE GRANTS AND ON OTHER RELATED FUNDING ISSUES, WHICH THE PC TAKES

INTO CONSIDERATION WHEN MAKING ITS RECOMMENDATIONS TO THE FULL BOD. THE

EXECUTIVE DIRECTOR WILL OVERSEE ALL EMERGENCY GRANT REQUESTS. AT THE

BEGINNING OF EACH FISCAL YEAR, THE PC SETS ITS GRANT MAKING STRATEGIC

ORIENTATIONS AND PRIORITIES WHICH OUTLINES THE PC'S FUNDING CRITERIA FOR

THE FISCAL YEAR. THE PC APPRAISES GRANTS AND FUNDING REQUESTS BASED ON

**Part V Supplemental Information**

Complete this part to 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.

THE STANDING GRANT MAKING STRATEGIC ORIENTATIONS AND PRIORITIES. AT THE

BEGINNING OF EACH FISCAL YEAR, THE PC, IN CONJUNCTION WITH THE GRANTS

OFFICER AND PROGRAM AND FINANCE STAFF, ALSO REVIEWS AND REVISES AS

NECESSARY THE PRESENT DOCUMENT, TO ENSURE ALL PROCEDURES AND PROCESSES

ARE UP TO DATE AND IN LINE WITH CURRENT STRATEGIC ORIENTATIONS AND

PRIORITIES, AND WITH CURRENT US LEGAL REQUIREMENTS. THIS DOCUMENT

INCLUDES PROCEDURES FOR 5 DISTINCT FUNDING PROCESSES: THE MSF FRANCE

MULTIPURPOSE GRANT, THE NON FRANCE OC MULTIPURPOSE GRANT, THEMATIC

FUNDING, EMERGENCY FUNDING, AND INDIVIDUAL PROJECT GRANTS. AT THE

BEGINNING OF EACH FISCAL YEAR MSF USA INFORMS EACH OF THE OCS OF THE

AMOUNT OF THEIR ANNUAL GRANT ENVELOPE, AFTER WHICH MSF USA AND EACH OC

DETERMINE WHICH OF THE 5 PROCESSES WILL BE EMPLOYED FOR THE OC FOR THE

FISCAL YEAR. ONE PROCESS IS EMPLOYED FOR EACH INDIVIDUAL OC, THOUGH

EXCEPTIONALLY THE EMERGENCY FUNDING AND THEMATIC FUNDING CAN BE EMPLOYED

IN CONJUNCTION WITH ONE ANOTHER WITH AN OC IN A GIVEN YEAR.

FOLLOWING IS A BASIC OVERVIEW OF EACH OF THE 5 PROCESSES. THESE

PROCESSES ARE DELINEATED IN MORE DETAIL IN PARTS 1-5 OF THE PRESENT

DOCUMENT.

MSF FRANCE MULTIPURPOSE GRANT PROCESS

-PRIOR TO THE START OF THE FISCAL YEAR, MSF USA AND MSF F DISCUSS -AT A

JOINT BOD MEETING OR OTHER VENUE-OR THROUGH MSF USA'S PARTICIPATION IN

THE MSF F PROJECT WEEK, MSF F'S OPERATIONAL PLAN FOR THE YEAR. A MEMBER

OF THE OCP GROUP COMMITTEE BRIEFS THE BOD ON MSF F'S OPERATIONAL PLAN.

THE MSF F OPERATIONAL DIRECTOR MAY ALSO BE ASKED TO GIVE A PRESENTATION

OF THE OPERATIONAL PLAN TO THE BOD.

-MSF USA APPROVES ITS BUDGET AND INFORMS MSF F OF THE AMOUNT OF ITS

MULTIPURPOSE GRANT.

**Part V Supplemental Information**

Complete this part to 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.

-MSF F SUBMITS ITS ANNUAL PLAN AND AN INITIAL LIST OF ALLOCATIONS AND

COUNTRIES FOR WHICH THEY WILL USE THE MULTIPURPOSE GRANT. THE PC AND BOD

VOTE ON THIS LIST OF COUNTRIES. THE PC AND BOD MAY DICTATE THAT THE

MULTIPURPOSE GRANT NOT BE USED FOR CERTAIN COUNTRIES OR CONTEXTS, E.G.

COUNTRIES SUBJECT TO U.S. GOVERNMENT SANCTIONS, ETC.

-THROUGHOUT THE COURSE OF THE YEAR, MSF USA MONITORS THE USE OF THESE

FUNDS THROUGH MSF USA STAFF OR BOARD PARTICIPATION IN MSF F PROJECT

DEVELOPMENT AND BUDGET MEETINGS, AND THROUGH REGULAR CORRESPONDENCE AND

COOPERATION (E.G. NEW YORK DESK) WITH MSF F ON OPERATIONS. THESE MEETINGS

MAY INCLUDE THE MSF F BUDGET COMMISSION, WEEK OF COORDINATORS, FINANCIAL

MID YEAR REVIEW, PROJECT WEEK, BOARD OF DIRECTORS AND OTHER OPERATIONS

MEETINGS, ETC. THE PC IS GIVEN REPORTS ON THE RELEVANT CONTENT OF THESE

MEETINGS. PERIODIC FIELD VISITS ALSO SERVE AS A MONITORING TOOL.

-THROUGHOUT THE YEAR MSF USA AND MSF F MAINTAIN ONGOING DISCUSSIONS ON

FUNDING ISSUES. THE LIST OF COUNTRIES AND ALLOCATIONS ARE SUBJECT TO

CHANGE ACCORDING TO BUDGET REVISIONS, THE NEEDS OF THE FIELD, UNFORESEEN

EVENTS, EMERGENCIES, AND ACCORDING TO FUNDRAISING NEEDS AND RECEIPT OF

EARMARKED FUNDS. THESE CHANGES MUST BE MUTUALLY AGREED UPON BY MSF F AND

MSF USA'S PROGRAM AND FINANCE DEPARTMENTS, PURSUANT TO AUTHORITY

DELEGATED TO THOSE DEPARTMENTS BY THE PC.

-AT OR AFTER THE END OF THE FISCAL YEAR (WITHIN 90 DAYS), MSF F SUBMITS

THE FINAL LIST OF THE COUNTRIES AND ALLOCATIONS, ALONG WITH THE LIST OF

SPECIFIC PROJECTS WITHIN EACH OF THESE COUNTRIES FOR WHICH THE MSF USA

MULTIPURPOSE GRANT WILL BE USED, FOR PC AND BOD APPROVAL. THE PC AND BOD

CAN REQUEST MODIFICATIONS TO THIS LIST, BEFORE GIVING THEIR APPROVAL.

-MSF F MUST SUBMIT ALL EXTERNAL AUDITS CONDUCTED ON FIELD PROJECTS OR

COUNTRY MISSIONS FUNDED BY MSF USA, AND ANY INTERNAL AUDITS/EVALUATIONS

**Part V Supplemental Information**

Complete this part to 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.

WHICH DISCLOSE ADVERSE FINANCIAL OR PROGRAMMATIC FINDINGS.

-IN JUNE FOLLOWING THE FISCAL YEAR, MSF F SUBMITS ITS FINAL NARRATIVE AND

FINANCIAL REPORT, WHICH INCLUDES INFORMATION ON ALL COUNTRIES WHICH MSF

USA FUNDED. THE GRANTS OFFICER REVIEWS THE FINAL REPORT AND ENSURES THAT

THE NARRATIVE CONTENT AND FINAL FINANCIALS CONFORM TO THE FINAL COUNTRY

LIST AND ALLOCATIONS PREVIOUSLY APPROVED BY THE PC/BOD. THE PC IS

INFORMED OF THE RECEIPT AND REVIEW OF THE REPORT. IN THE EVENT THAT THE

FINAL REPORT DEVIATES FROM THE CONTRACT AGREEMENT OR FROM MSF USA'S

AUDITED FINANCIALS OR THAT THE PROGRAMMATIC ACTIVITIES OR DESCRIPTIONS

DEVIATE FROM THOSE AGREED UPON BY MSF USA, MSF USA MAY CONSIDER THE

DEVIATION AN OVERPAYMENT OF FUNDS AND ADJUST MSF F'S ANNUAL GRANT IN

SUBSEQUENT YEARS TO ACCOUNT FOR THE DEVIATION, OR MAY REQUIRE A REFUND.

NON MSF FRANCE MULTIPURPOSE GRANT PROCESS

-AT THE BEGINNING OF THE YEAR, ALL (NON F) OCS REQUESTING A MULTIPURPOSE

GRANT FOR THE YEAR GIVE A PRESENTATION TO THE PC/BOD ON ITS OPERATIONAL

PLAN FOR THE YEAR. THE OCS ALSO SUBMITS ITS WRITTEN ANNUAL PLAN AND/OR

OPERATIONAL PLAN AS REFERENCE.

-THE OC SUBMITS A LIST OF ALLOCATIONS AND COUNTRIES FOR WHICH THEY WILL

USE THEIR MULTIPURPOSE GRANT TO THE PC AND BOD WHO, TAKING INTO

CONSIDERATION THE PRESENTATION OF THE OPERATIONAL PLAN, REVIEW AND VOTE

ON THIS LIST. THE PC AND BOD MAY DICTATE THAT THE MULTIPURPOSE GRANT NOT

BE USED FOR CERTAIN COUNTRIES OR CONTEXTS, E.G. COUNTRIES SUBJECT TO U.S.

GOVERNMENT SANCTIONS, ETC.

-MID YEAR THE OC JOINS A PC MEETING BY PHONE AND GIVES AN UPDATE ON ITS

OPERATIONS. IF, AT ANY POINT THE PC OR BOD IS OF THE VIEW THAT THE OC IS

DEVIATING FROM THE OPERATIONAL PLAN AS IT WAS PRESENTED, MSF USA CAN

REVERT FROM THE MULTIPURPOSE GRANT PROCESS TO AN INDIVIDUAL PROJECT GRANT

**Part V Supplemental Information**

Complete this part to 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.

APPROVAL PROCESS.

-THROUGHOUT THE YEAR MSF USA AND THE OC MAINTAIN ONGOING DISCUSSIONS ON

FUNDING ISSUES. THE LIST OF COUNTRIES AND ALLOCATIONS ARE SUBJECT TO

CHANGE ACCORDING TO BUDGET REVISIONS, THE NEEDS OF THE FIELD, UNFORESEEN

EVENTS, EMERGENCIES, FUNDRAISING NEEDS AND RECEIPT OF EARMARKED FUNDS.

THESE CHANGES MUST BE MUTUALLY AGREED UPON BY THE OC AND MSF USA'S

PROGRAM AND FINANCE DEPARTMENTS, PURSUANT TO AUTHORITY DELEGATED TO THOSE

DEPARTMENTS BY THE PC.

-AT OR AFTER THE END OF THE FISCAL YEAR (WITHIN 90 DAYS), THE OC SUBMITS

THE FINAL LIST OF THE COUNTRIES AND ALLOCATIONS, ALONG WITH THE LIST OF

SPECIFIC PROJECTS WITHIN EACH OF THESE COUNTRIES FOR WHICH THE MSF USA

MULTIPURPOSE GRANT WILL BE USED, FOR PC AND BOD APPROVAL. THE PC AND BOD

CAN REQUEST MODIFICATIONS TO THIS LIST, BEFORE GIVING THEIR APPROVAL.

-THE OC MUST SUBMIT ALL EXTERNAL AUDITS CONDUCTED ON FIELD PROJECTS OR

COUNTRY MISSIONS FUNDED BY MSF USA, AND ANY INTERNAL AUDITS/EVALUATIONS

WHICH DISCLOSE ADVERSE FINANCIAL OR PROGRAMMATIC FINDINGS.

-AFTER THE END OF THE FISCAL YEAR, THE OC SUBMITS A FINAL NARRATIVE AND

FINANCIAL REPORT, WHICH INCLUDES INFORMATION ON ALL COUNTRIES WHICH MSF

USA FUNDED. THE GRANTS OFFICER REVIEWS THE FINAL REPORT AND ENSURES THAT

THE NARRATIVE CONTENT AND FINAL FINANCIALS CONFORM TO THE FINAL COUNTRY

LIST AND ALLOCATIONS PREVIOUSLY APPROVED BY THE PC/BOD. THE PC IS

INFORMED OF THE RECEIPT AND REVIEW OF THE REPORT. (CONTINUED IN SCHEDULE

O).

**SCHEDULE G**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

OMB No. 1545-0047

**2012**

**Open To Public  
Inspection**

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,  
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

Name of the organization **MEDECINS SANS FRONTIERES USA, INC.** Employer identification number **13-3433452**

**Part I Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

**1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a  Mail solicitations
- b  Internet and email solicitations
- c  Phone solicitations
- d  In-person solicitations
- e  Solicitation of non-government grants
- f  Solicitation of government grants
- g  Special fundraising events

**2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  **Yes**  **No**

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
A.B. DATA - 600 A.B. DATA DRIVE, MILWAUKEE, WI 53217	CONSULTING ON DIRECT MAIL MARKETING		X	52,075,801.	7,677,634.	44,398,167.
M+R STRATEGIC SERVICES - 2120 L STREET, NW SIXTH FL,	EMAIL MARKETING		X	3,051,379.	264,904.	2,786,475.
DONOR SERVICES GROUP LLC - 509 OLIVE WAY, STE 1407,	OUTBOUND TELEMARKETING		X	884,876.	205,014.	679,862.
HARRIS DIRECT - 23241 VENTURA BLVD., WOODLAND HILLS, CA	OUTBOUND TELEMARKETING		X	234,562.	380,855.	-146,293.
<b>Total</b>				56,246,618.	8,528,407.	47,718,211.

**3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO  
MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY  
DC

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		NYC MARATHON	5 BORO BIKE TOUR	4	(add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	<b>1</b> Gross receipts .....	35,632.	30,296.	161,119.	227,047.
	<b>2</b> Less: Contributions .....	30,460.	25,977.	88,006.	144,443.
	<b>3</b> Gross income (line 1 minus line 2) .....	5,172.	4,319.	73,113.	82,604.
Direct Expenses	<b>4</b> Cash prizes .....				
	<b>5</b> Noncash prizes .....				
	<b>6</b> Rent/facility costs .....				
	<b>7</b> Food and beverages .....				
	<b>8</b> Entertainment .....				
	<b>9</b> Other direct expenses .....	5,172.	4,319.	73,113.	82,604.
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) .....				( 82,604 )
	<b>11</b> Net income summary. Combine line 3, column (d), and line 10 .....				0.

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	<b>1</b> Gross revenue .....				
Direct Expenses	<b>2</b> Cash prizes .....				
	<b>3</b> Noncash prizes .....				
	<b>4</b> Rent/facility costs .....				
	<b>5</b> Other direct expenses .....				
	<b>6</b> Volunteer labor .....	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) .....				( _____ )
	<b>8</b> Net gaming income summary. Combine line 1, column d, and line 7 .....				

**9** Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_  
**a** Is the organization licensed to operate gaming activities in each of these states?  Yes  No  
**b** If "No," explain: \_\_\_\_\_

**10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No  
**b** If "Yes," explain: \_\_\_\_\_

- 11 Does the organization operate gaming activities with nonmembers?  Yes  No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13 Indicate the percentage of gaming activity operated in:
 

<b>13a</b>		%
<b>13b</b>		%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No
- b If "Yes," enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ► \$ \_\_\_\_\_.
- c If "Yes," enter name and address of the third party:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

16 Gaming manager information:

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

- Director/officer       Employee       Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: A.B. DATA

(I) ADDRESS OF FUNDRAISER: 600 A.B. DATA DRIVE, MILWAUKEE, WI 53217

(I) NAME OF FUNDRAISER: M+R STRATEGIC SERVICES

(I) ADDRESS OF FUNDRAISER:

2120 L STREET, NW SIXTH FL, WASHINGTON, DC 20037



**Part IV** Supplemental Information (continued)

(I) NAME OF FUNDRAISER: DONOR SERVICES GROUP LLC

(I) ADDRESS OF FUNDRAISER: 509 OLIVE WAY, STE 1407, SEATTLE, WA 98101

(I) NAME OF FUNDRAISER: HARRIS DIRECT

(I) ADDRESS OF FUNDRAISER: 23241 VENTURA BLVD., WOODLAND HILLS, CA 91364

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**  
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ **Attach to Form 990.**

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization MEDECINS SANS FRONTIERES USA, INC. Employer identification number 13-3433452

**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.

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
DRUGS FOR NEGLECTED DISEASES INITIATIVE NORTH AMERICA, INC. - 40 WALL STREET, 24TH FL - NEW YORK, NY 10005	20-8774179	501(C)(3)	1,447,842.	0.			HUMANITARIAN MEDICAL ASSISTANCE

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

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

Schedule I (Form 990) (2012)

**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

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

SCHEDULE I, PART I, LINE 2: SAME PROCEDURES AS USED TO MONITOR THE USE OF

GRANT FUNDS OUTSIDE THE UNITED STATES, WHICH IS EXPLAINED IN DETAIL ON

SCHEDULE F PART V.

**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.

OMB No. 1545-0047

**2012**

Open to Public Inspection

Name of the organization

MEDECINS SANS FRONTIERES USA, INC.

Employer identification number

13-3433452

**Part I Questions Regarding Compensation**

	Yes	No								
<p><b>1a</b> 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.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<b>b</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 explain .....	<b>1b</b>									
<b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? .....	<b>2</b>									
<p><b>3</b> 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.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<b>4</b> 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:										
<b>a</b> Receive a severance payment or change-of-control payment? .....	<b>4a</b>	X								
<b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....	<b>4b</b>	X								
<b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....	<b>4c</b>	X								
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.										
<b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b>										
<b>5</b> 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:										
<b>a</b> The organization? .....	<b>5a</b>	X								
<b>b</b> Any related organization? .....	<b>5b</b>	X								
If "Yes" to line 5a or 5b, describe in Part III.										
<b>6</b> 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:										
<b>a</b> The organization? .....	<b>6a</b>	X								
<b>b</b> Any related organization? .....	<b>6b</b>	X								
If "Yes" to line 6a or 6b, describe in Part III.										
<b>7</b> 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 .....	<b>7</b>	X								
<b>8</b> 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 .....	<b>8</b>	X								
<b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....	<b>9</b>									

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

Schedule J (Form 990) 2012

**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				
(1) SOPHIE DELAUNAY EXECUTIVE DIRECTOR	(i)	142,015.	0.	0.	7,098.	8,879.	157,992.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) DAVID OLSON MEDICAL ADVISOR	(i)	125,945.	0.	0.	7,672.	27,335.	160,952.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) DUNCAN MCLEAN DESK MANAGER	(i)	118,537.	0.	0.	5,930.	27,335.	151,802.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form  
990, Part IV, lines 29 or 30.  
▶ Attach to Form 990.**

Name of the organization **MEDECINS SANS FRONTIERES USA, INC.** Employer identification number **13-3433452**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art .....				
2 Art - Historical treasures .....				
3 Art - Fractional interests .....				
4 Books and publications .....				
5 Clothing and household goods .....				
6 Cars and other vehicles .....				
7 Boats and planes .....				
8 Intellectual property .....				
9 Securities - Publicly traded .....	X	1,001	3,699,287.	FAIR MARKET VALUE
10 Securities - Closely held stock .....				
11 Securities - Partnership, LLC, or trust interests .....				
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution - Historic structures .....				
14 Qualified conservation contribution - Other .....				
15 Real estate - Residential .....				
16 Real estate - Commercial .....				
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....				
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ▶ ( _____ )				
26 Other ▶ ( _____ )				
27 Other ▶ ( _____ )				
28 Other ▶ ( _____ )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement ..... **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? .....		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? .....	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2012)

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: DONATED STOCKS ARE TRANSFERRED AND SOLD BY

MORGAN STANLEY SMITH BARNEY AS BROKER.

**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 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization <b>MEDECINS SANS FRONTIERES USA, INC.</b>	Employer identification number <b>13-3433452</b>
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FORM 990, PART III, LINE 4A, DESCRIPTION OF PROGRAM SERVICE:

ON ANY GIVEN DAY, MORE THAN 22,000 DOCTORS, NURSES, LOGISTICIANS,

WATER-AND-SANITATION EXPERTS, ADMINISTRATORS, AND OTHER QUALIFIED

PROFESSIONALS WORKING WITH MSF CAN BE FOUND PROVIDING MEDICAL CARE

AROUND THE WORLD.

IN 2011, MSF MEDICAL TEAMS CARRIED OUT MORE THAN EIGHT MILLION

OUTPATIENT CONSULTATIONS; ASSISTED NEARLY 192,000 WOMEN WITH

DELIVERIES; INCLUDING CAESAREAN SECTIONS; TREATED MORE THAN 1.4 MILLION

PEOPLE FOR MALARIA; ADMITTED CLOSE TO 68,000 SEVERLY MALNOURISHED

CHILDREN TO FEEDING PROGRAMS; PROVIDED TREATMENT FOR NEARLY 230,000

PEOPLE LIVING WITH HIV/AIDS; VACCINATED MORE THAN 950,000 PEOPLE

AGAINST MENANGITIS; AND CONDUCTED MORE THAN 73,000 MAJOR SURGICAL

PROCEDURES.

MSF IS A NEUTRAL AND IMPARTIAL HUMANITARIAN ORGANIZATION THAT AIMS

FIRST AND FOREMOST TO PROVIDE HIGH-QUALITY MEDICAL CARE TO THE PEOPLE

WHO NEED IT THE MOST. IT DOES NOT PROMOTE THE AGENDA OF ANY COUNTRY,

POLITICAL PARTY, OR RELIGIOUS FAITH, AND, AS SUCH, ENDEAVORS TO

COMMUNICATE ITS HISTORY, BACKGROUND, CAPABILITIES, AND INTENTIONS TO

ALL PARTIES IN A GIVEN SITUATION SO THAT IT MAY GAIN THE NECESSARY

ACCESS TO POPULATIONS IN NEED.

FORM 990, PART III, LINE 4B, DESCRIPTION OF PROGRAM SERVICE:

THESE EFFORTS COULD TAKE THE FORM OF A PUBLIC STATEMENT, AN OP-ED

ARTICLE, POSTS ON MSF'S FACEBOOK, TWITTER, AND TUMBLR PAGES, OR MEDIA

APPEARANCES USED TO SPREAD THE WORD ON A PARTICULAR ISSUE.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

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MSF ALSO ENGAGES WITH THE PUBLIC AT LARGE THROUGH AWARENESS-RAISING  
 ACTIVITIES FOCUSING ON HUMANITARIAN CRISES AND ISSUES, INCLUDING  
 LECTURES, PANEL DISCUSSIONS, FILM SCREENINGS, AND EXHIBITS

FORM 990, PART VI, SECTION A, LINE 6: IN ACCORDANCE WITH THE PROVISIONS  
 OF SECTION 601(A) OF THE NOT-FOR-PROFIT CORPORATION LAW OF THE STATE OF NEW  
 YORK, THE ORGANIZATION SHALL HAVE TWO CLASSES OF MEMBERSHIP: CLASS A AND  
 CLASS B. CLASS A MEMBERSHIP SHALL BE AVAILABLE TO (I) ANY PERSON WHO IS  
 GRANTED CLASS A MEMBERSHIP (EITHER VOTING OR NON-VOTING STATUS) BY A VOTE  
 OF THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF, PURSUANT TO WRITTEN  
 GUIDELINES AND A SCHEDULE OF DUES ADOPTED FROM TIME TO TIME BY THE BOARD OF  
 DIRECTORS, AND (II) TO ALL ELECTED AND APPOINTED MEMBERS OF THE BOARD OF  
 DIRECTORS OF THE CORPORATION THEN IN OFFICE, REGARDLESS OF THEIR STATUS AS  
 CLASS A OR CLASS B DIRECTORS. CLASS B MEMBERSHIP SHALL BE AVAILABLE TO ALL  
 ELECTED AND APPOINTED MEMBERS OF THE BOARD OF DIRECTORS OF THE CORPORATION  
 THEN IN OFFICE, REGARDLESS OF THEIR STATUS AS CLASS A OR CLASS B DIRECTORS.

FORM 990, PART VI, SECTION A, LINE 7A: ALL MEMBERS OF THE CORPORATION  
 SHALL HAVE FULL VOTING RIGHTS, SUBJECT TO THE FOLLOWING LIMITATION THAT ANY  
 SALARIED STAFF MEMBER NORMALLY EMPLOYED TO WORK IN A HEADQUARTERS OFFICE OF  
 THE CORPORATION, EXCEPT THE PRESIDENT, SHALL HAVE HIS OR HER VOTING RIGHTS  
 TEMPORARILY SUSPENDED DURING THE DURATION OF THE EMPLOYMENT RELATIONSHIP;  
 HOWEVER, WHEN THE EMPLOYEE IS NO LONGER EMPLOYED BY THE CORPORATION IN A  
 HEADQUARTERS OFFICE, VOTING RIGHTS SHALL BE AUTOMATICALLY REINSTATED SO  
 LONG AS HE OR SHE OTHERWISE SATISFIES THE CRITERIA TO BE A VOTING CLASS A

MEMBER.

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FORM 990, PART VI, SECTION A, LINE 7B: UNDER NEW YORK LAW, THE CLASS A AND

CLASS B MEMBERS OF MSF-USA MUST APPROVE CERTAIN DECISIONS OF THE BOARD OF

DIRECTORS. THESE DECISIONS INCLUDE CERTAIN AMENDMENTS TO MSF-USA'S

CERTIFICATE OF INCORPORATION, DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF

MSF-USA'S ASSETS, MERGER OR CONSOLIDATION OF MSF-USA, AND DISSOLUTION OF

MSF-USA. ALL CLASS A AND CLASS B MEMBERS ARE ENTITLED TO VOTE TO APPROVE

ANY SUCH ACTION, EXCEPT THAT CLASS B MEMBERS, ACTING ALONE, MAY APPROVE ANY

AMENDMENT BY THE BOARD OF DIRECTORS TO MSF-USA'S CERTIFICATE OF

INCORPORATION THAT DOES NOT AMEND OR CHANGE THE PURPOSES.

FORM 990, PART VI, SECTION B, LINE 11: THE FIRST DRAFT OF THE FORM 990 IS

REVIEWED WITH THE ADMINISTRATIVE COMMITTEE OF THE BOARD. AFTER CORRECTIONS

ARE MADE, THE FINAL DRAFT IS REVIEWED BY THE FULL BOARD BEFORE THE 990 IS

SUBMITTED TO THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: UPON JOINING MSF-USA, ALL BOARD

MEMBERS AND STAFF ARE REQUIRED TO COMPLETE AND SIGN A CONFLICT OF INTEREST

STATEMENT AFTER REVIEWING THE CONFLICT OF INTEREST POLICY. IN ADDITION,

ANNUALLY ALL EMPLOYEES AND BOARD MEMBERS ARE REQUIRED TO AGAIN REVIEW THE

CONFLICT OF INTEREST POLICY AND COMPLETE A CONFLICT OF INTEREST STATEMENT

AND DISCLOSE ANY MATTERS REQUIRED TO BE DISCLOSED BY THE POLICY. DURING THE

ANNUAL AUDIT OF THE FINANCIAL STATEMENTS THE INDEPENDENT CERTIFIED PUBLIC

ACCOUNTANTS REVIEW THE CONFLICT OF INTEREST STATEMENTS.

FORM 990, PART VI, SECTION B, LINE 15: THE ORGANIZATION MAINTAINS A SALARY

SCHEDULE COVERING ALL EMPLOYEES INCLUDING THE EXECUTIVE DIRECTOR AND KEY

EMPLOYEES. THE SALARY SCHEDULE CONTAINS SEVEN GRADES OF SALARY LEVEL WITH

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SIX SALARY STEPS WITHIN EACH GRADE. THE POLICY OF THE ORGANIZATION AS APPROVED BY THE BOARD OF DIRECTORS IS TO ENSURE THAT THE SALARY OF THE EXECUTIVE DIRECTOR AND OTHER MANAGEMENT POSITIONS ARE WITHIN THE LOWER QUARTILE OF SALARIES FOR SIMILAR POSITIONS IN SIMILAR ORGANIZATIONS. COMPARABILITY SALARY DATA IS OBTAINED ANNUALLY AND PRESENTED TO THE ADMINISTRATIVE COMMITTEE OF THE BOARD. FOR THE EXECUTIVE DIRECTOR, THE PRESIDENT AND VICE PRESIDENT OF THE BOARD REVIEW THE PERFORMANCE OF THE EXECUTIVE DIRECTOR AND MAKE A RECOMMENDATION TO THE ADMINISTRATIVE COMMITTEE OF THE BOARD REGARDING AT WHAT STEP IN THE HIGHEST GRADE LEVEL OF THE SALARY CHART SHOULD THE EXECUTIVE DIRECTOR FALL. THE ADMINISTRATIVE COMMITTEE VOTES ON THE GRADE/SALARY STEP FOR THE EXECUTIVE DIRECTOR AND THE DECISION IS DOCUMENTED IN THE MINUTES OF THE MEETING OF THE ADMINISTRATIVE COMMITTEE AND THE SALARY IS DOCUMENTED BY THE DIRECTOR OF HUMAN RESOURCES AND PROVIDED TO PAYROLL. THE EXECUTIVE DIRECTOR DETERMINES THE SALARY OF OTHER MANAGEMENT POSITIONS BASED ON A PERFORMANCE EVALUATION AND RECOMMENDATION OF THE DIRECTOR OF HUMAN RESOURCES, WITHIN THE APPROPRIATE GRADE AND STEP OF THE SALARY CHART. THE COMPENSATION OF THE PRESIDENT OF THE BOARD IS BASED ON THE HIGHEST GRADE LEVEL (EXECUTIVE DIRECTOR'S GRADE) AND TIME COMMITMENT AS APPROVED BY THE FULL BOARD AND DOCUMENTED IN THE MINUTES OF THE BOARD MEETING.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:  
AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, IL, IN, KS, KY, LA, ME, MD, MA, MI, MN, MS, MT, MO, NH, NJ  
NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, TX, UT, VA, WV, WA, WI

FORM 990, PART VI, SECTION C, LINE 19: ON THE OFFICIAL WEBSITE OF THE ORGANIZATION THE MOST RECENT FORM 990 AND ANNUAL REPORT OF THE ORGANIZATION ARE POSTED AND AVAILABLE FOR ON-LINE REVIEW OR DOWNLOAD. THE ANNUAL REPORT

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PROVIDES OUR AUDITED STATEMENT OF ACTIVITIES AND FINANCIAL POSITION

(BALANCE SHEET). IT IS THE ORGANIZATION'S POLICY TO ADDRESS ANY REQUEST FOR

OUR GOVERNING DOCUMENTS, AUDITED FINANCIAL STATEMENTS, OTHER FINANCIAL

STATEMENTS OR CONFLICT OF INTEREST POLICY BY PROVIDING EITHER AN ELECTRONIC

OR PRINT VERSION OF THE DOCUMENT TO THE REQUESTOR AS SOON AS POSSIBLE.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

ACTUARIAL LOSS ON ANNUITY OBLIGATIONS -32,291.

FORM 990, PART XI, LINE 2C

THE ORGANIZATION HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR THE

OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN

INDEPENDENT ACCOUNTANT. THERE HAS BEEN NO CHANGE FROM THE PRIOR YEAR.

FORM 990, PART VI, LINE 1B AND PART VII, SECTION A

COMPENSATION TO BOARD MEMBERS

MSF-USA HAS A SIGNED AGREEMENT WITH THE AFFILIATE MSF ORGANIZATIONS TO

BE RESPONSIBLE FOR MAKING PAYMENTS TO US PERSONS FOR FIELD WORK DONE

THROUGH AN AFFILIATE ORGANIZATION IN A FOREIGN COUNTRY. THE FOREIGN

AFFILIATE IS THE EMPLOYER OF THE INDIVIDUAL AND REMITS FUNDS TO MSF-USA

TO COVER THE AMOUNTS PAID BY MSF-USA ON BEHALF OF THE AFFILIATE

ORGANIZATION. THE DECISION TO PAY FIELD WORKERS THIS WAY THROUGHOUT THE

MSF NETWORK WAS MADE IN ORDER TO ENSURE PROPER PAYROLL TAXES AND

REPORTING. THREE OF MSF-USA'S BOARD MEMBERS DID FOREIGN FIELD WORK

THROUGH A FOREIGN AFFILIATE DURING THE 2012 TAX YEAR. DR. DEANE

MARCHBEIN WAS PAID \$5,380 BY MSF-FRANCE FOR HER 60-DAY MISSION AS A

PHYSICIAN IN LEBANON. DR. ADITYA NADIMPALLI WAS PAID \$8,195 BY

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MSF-FRANCE FOR HIS 60-DAY MISSION AS A PHYSICIAN IN NIGERIA. DR.

MICHAEL NEWMAN WAS PAID \$6,992 BY MSF-FRANCE FOR HIS 35-DAY MISSION AS

A SURGEON IN SYRIA. THE SALARIES FOR THESE ASSIGNMENTS WERE BASED ON

THE INTERNATIONAL SALARY POLICY USED FOR DETERMINING SALARIES FOR ALL

INTERNATIONAL, INCLUDING US-BASED, STAFF WORKING ON OVERSEAS PROJECTS.

IN THIS REGARD, MSF-USA WAS ACTING PRIMARILY AS A PAYROLL AGENT SINCE

IT WAS SIMPLY TRANSMITTING MONEY FROM AFFILIATED ORGANIZATIONS TO THESE

INDIVIDUALS FOR WORK DONE FOR THE AFFILIATED ORGANIZATIONS. BASED ON

THE DEFINITION OF A RELATED ORGANIZATION PROVIDED IN SCHEDULE R,

AFFILIATE ORGANIZATIONS ARE NOT RELATED ORGANIZATIONS. SINCE THE

PAYMENTS TO THESE BOARD MEMBERS WERE MADE BY UNRELATED ORGANIZATIONS

FOR SERVICES PROVIDED TO THOSE UNRELATED ORGANIZATIONS, THOSE AMOUNTS

SHOULD NOT IMPAIR INDEPENDENCE. ADDITIONALLY, SINCE THE PAYMENTS ARE

NOT FROM THE ORGANIZATION OR RELATED ORGANIZATIONS, THE AMOUNTS DO NOT

NEED TO APPEAR ON PART VII.

SCHEDULE F, PART V

IN THE EVENT THAT THE FINAL EVENT DEVIATES FROM THE CONTRACT AGREEMENT

OR FROM MSF USA'S AUDITED FINANCIALS OR THAT THE PROGRAMMATIC

ACTIVITIES OR DESCRIPTIONS DEVIATE FROM THOSE AGREED UPON BY MSF USA,

MSF USA MAY CONSIDER THE DEVIATION AN OVERPAYMENT OF FUNDS AND WILL

ADJUST THE OC'S GRANT IN THE SUBSEQUENT YEAR, OR REQUIRE A REFUND.

THEMATIC FUNDING PROCESS (USING HIV/AIDS AS AN EXAMPLE):

AT THE BEGINNING OF THE YEAR, THE OPERATIONAL DIRECTOR OR OTHER OC

STAFF MEMBER JOINS A PC MEETING BY PHONE AND PRESENTS THE OC'S APPROACH

TO HIV/AIDS FOR THE UPCOMING YEAR. THE OC SUBMITS A LIST OF THE

HIV/AIDS PROJECTS THEY WOULD LIKE FUNDED FOR THE YEAR AND THE

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ALLOCATIONS. THE PC AND BOD REVIEWS THESE AND VOTES ON THE LIST. THE OC

ALSO SUBMITS ITS ANNUAL PLAN TO MSF USA FOR THEIR REFERENCE. THE OC

WILL BE ASKED TO GIVE A MID YEAR UPDATE ON HIV/AIDS OPERATIONS.

THROUGHOUT THE YEAR THE OC AND MSF USA MAINTAIN AN ONGOING DIALOGUE

ABOUT THE OC'S FUNDING NEEDS AS BUDGETS INCREASE AND DECREASE AND BASED

ON RESTRICTED FUNDS THAT MSF USA RECEIVES FOR HIV/AIDS. THE LIST OF

PROJECTS MAY CHANGE THROUGHOUT THE YEAR ACCORDING TO THESE

CONSIDERATIONS. THESE CHANGES MUST BE MUTUALLY AGREED UPON BY THE OC

AND MSF USA'S PROGRAM AND FINANCE DEPARTMENTS, PURSUANT TO AUTHORITY

DELEGATED TO THOSE DEPARTMENTS BY THE PC. AT OR AFTER THE OF THE FISCAL

YEAR (WITHIN 90 DAYS), THE OC SUBMITS A FINAL LIST OF PROJECTS AND

ALLOCATIONS, FOR PC AND BOD APPROVAL. THE PC AND BOD CAN REQUEST

MODIFICATIONS TO THIS LIST, BEFORE GIVING THEIR APPROVAL. THE OC MUST

SUBMIT ALL EXTERNAL AUDITS CONDUCTED ON FIELD PROJECTS OR COUNTRY

MISSIONS FUNDED BY MSF USA, AND ANY INTERNAL AUDITS/EVALUATIONS WHICH

DISCLOSE ADVERSE FINANCIAL OR PROGRAMMATIC FINDINGS. AFTER THE END OF

THE FISCAL YEAR, THE OC MUST SUBMIT FINAL NARRATIVES AND BUDGETS FOR

EACH OF THE THEMATIC PROJECTS FUNDED BY MSF USA. THE GRANTS OFFICER

REVIEWS THE FINAL REPORTS AND ENSURES THAT THE NARRATIVE CONTENT AND

FINAL FINANCIALS CONFORM TO THAT PREVIOUSLY APPROVED BY THE PC/BOD. THE

PC IS INFORMED OF THE RECEIPT AND REVIEW OF THE REPORTS. IN THE EVENT

THAT THE FINAL REPORTS DEVIATE FROM THE CONTRACT AGREEMENT OR FROM MSF

USA'S AUDITED FINANCIALS OR THAT THE PROGRAMMATIC ACTIVITIES OR

DESCRIPTIONS DEVIATE FROM THOSE AGREED UPON BY MSF USA, MSF USA MAY

CONSIDER THE DEVIATION AN OVERPAYMENT OF FUNDS AND WILL ADJUST THE OC'S

GRANTS IN THE SUBSEQUENT YEAR OR REQUIRE A REFUND.

EMERGENCY FUNDING PROCESS: AT THE BEGINNING OF THE YEAR, THE

OPERATIONAL DIRECTOR OR OTHER OC STAFF MEMBER JOINS THE MSF USA PC

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AND/OR BOARD MEETING BY PHONE AND PRESENTS ITS APPROACH TO EMERGENCIES

FOR THE UPCOMING YEAR (GENERAL OPERATIONAL DEFINITION OF OR APPROACH TO

EMERGENCIES, BUDGET, EMERGENCY HUMAN RESOURCES). THE PC AND BOD, TAKING

INTO CONSIDERATION THE PRESENTATION OF THE OC'S APPROACH TO

EMERGENCIES, VOTE WHETHER TO ENDORSE USING MSF USA FUNDS FOR THE OC'S

EMERGENCY OPERATIONS IN THE UPCOMING YEAR. IF THE PC AND BOD VOTE TO

ENDORSE THE USE OF MSF USA'S FUNDS FOR THE OC'S EMERGENCY OPERATIONS,

THEN, AS EMERGENCIES OCCUR AND OPERATIONS ARE INITIATED, THE OC

REQUESTS APPROXIMATE AMOUNTS FOR SPECIFIC EMERGENCY OPERATIONS FROM MSF

USA. THE PC DELEGATES TO THE MSF USA EXECUTIVE DIRECTOR THE AUTHORITY

TO RESPOND TO THESE REQUESTS ON THE PC'S BEHALF, TO ENSURE THAT FUNDS

ARE DISTRIBUTED IN A TIMELY MANNER. ONCE A REQUEST FOR FUNDING IS

APPROVED BY THE EXECUTIVE DIRECTOR, THE FUNDS CAN BE PAID TO THE OC

IMMEDIATELY IF REQUESTED. FUNDS CAN BE REQUESTED THROUGHOUT THE YEAR,

AS EMERGENCIES OCCUR, THOUGH IDEALLY 40% OF THE ENVELOPE WILL BE

ALLOCATED AND PAID OUT BY JUNE. THE PC/BOD IS INFORMED OF THE REQUESTS

AT THEIR NEXT MEETING AND VOTE TO RATIFY THE GRANT. IF THE PC/BOD

REJECT A REQUEST THAT THE EXECUTIVE DIRECTOR HAS PREVIOUSLY APPROVED,

THE FUNDS ALREADY DISTRIBUTED ARE CONSIDERED AN ADVANCE AND MUST BE

ALLOCATED TO OTHER, APPROVED EMERGENCY OPERATIONS WITHIN THE FISCAL

YEAR OR BE REFUNDED TO MSF USA. THROUGHOUT THE YEAR THE OC AND MSF USA

MAINTAIN AN ONGOING DIALOGUE ABOUT THE OC'S FUNDING NEEDS AS EMERGENCY

BUDGETS INCREASE AND DECREASE AND ABOUT RESTRICTED FUNDS THAT MSF USA

RECEIVES FOR EMERGENCIES. THE OC WILL BE ASKED TO GIVE A MID YEAR

UPDATE ON EMERGENCY OPERATIONS. AT OR AFTER THE END OF THE FISCAL YEAR

(WITHIN 90 DAYS), THE OC SUBMITS THE FINAL LIST OF PROJECTS AND

ALLOCATIONS SHOWING HOW THEY USED THEIR EMERGENCY ENVELOPE., FOR PC AND

BOD APPROVAL. THE PC AND BOD CAN REQUEST MODIFICATIONS TO THIS LIST,

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BEFORE GIVING THEIR APPROVAL, THE OC MUST SUBMIT ALL EXTERNAL AUDITS CONDUCTED ON FIELD PROJECTS OR COUNTRY MISSIONS FUNDED BY MSF USA, AND ANY INTERNAL AUDITS/EVALUATIONS WHICH DISCLOSE ADVERSE FINANCIAL OR PROGRAMMATIC FINDINGS. AFTER THE END OF THE FISCAL YEAR, THE OC MUST SUBMIT FINAL NARRATIVES AND BUDGETS FOR EACH OF THE EMERGENCY PROJECTS FUNDED BY MSF USA. THE GRANTS OFFICER REVIEWS THE FINAL REPORTS AND ENSURES THAT THE NARRATIVE CONTENT AND FINAL FINANCIALS CONFORM TO THAT PREVIOUSLY APPROVED BY THE PC/BOD. THE PC IS INFORMED OF THE RECEIPT AND REVIEW OF THE REPORTS. IN THE EVENT THAT THE FINAL REPORTS DEVIATE FROM THE CONTRACT AGREEMENT OR FROM MSF USA'S AUDITED FINANCIALS OR THAT THE PROGRAMMATIC ACTIVITIES OR DESCRIPTIONS DEVIATE FROM THOSE AGREED UPON BY MSF USA, MSF USA MAY CONSIDER THE DEVIATION AN OVERPAYMENT OF FUNDS AND WILL ADJUST THE OC'S GRANTS IN THE SUBSEQUENT YEAR OR REQUIRE A REFUND.

INDIVIDUAL PROJECT GRANT PROCESS: AT THE BEGINNING OF THE YEAR, MSF USA INFORMS THE OC OF THE AMOUNT OF ITS GRANT ENVELOPE AND THE OC SUBMITS A TENTATIVE LIST OF PROJECTS FOR WHICH THEY WILL REQUEST FUNDING, BROKEN DOWN ACCORDING TO THE THREE CATEGORY GRANT SYSTEM: "PRIORITY"- PREVIOUSLY FUNDED PROJECTS; "STANDARD"- PROJECTS NOT PREVIOUSLY FUNDE; "EMERGENCY"- GRANTS FOR EMERGENCY OPERATIONS AS THEY ARE INITIATED. FOR EACH PROJECT, THE OC SUBMITS A NARRATIVE PROPOSAL AND A BUDGET PROPOSAL. THE GRANTS OFFICER OF MSF USA REVIEWS THESE AND WRITES AN APPRAISAL OF THE PROJECT, IN CONSULTATION WITH PROGRAM OR MEDICAL STAFF AS NECESSARY. EACH APPRAISAL IS PRESENTED TO THE PC. THE PC VOTES TO RECOMMEND OR NOT RECOMMEND THAT THE BOD FUND THE PROJECT. THE BOD THEN VOTES TO APPROVE OR REJECT FUNDING OF THE PROJECT. ADDITIONAL ALLOCATIONS TO THE SAME PROJECT OR REVISIONS OF THE ALLOCATION AMOUNT

TO A PARTICULAR PROJECT MUST GO THROUGH THE PC AND BOD APPROVAL

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PROCESS. THE OC MUST SUBMIT ALL EXTERNAL AUDITS CONDUCTED ON FIELD PROJECTS OR COUNTRY MISSIONS FUNDED BY MSF USA, AND ANY INTERNAL AUDITS/EVALUATIONS WHICH DISCLOSE ADVERSE FINANCIAL OR PROGRAMMATIC FINDINGS. AT THE END OF THE YEAR THE OC SUBMITS A FINAL NARRATIVE AND FINANCIAL REPORT FOR EACH INDIVIDUAL PROJECT GRANT FUNDED WITH MSF USA FUNDS. THE GRANTS OFFICER REVIEWS THESE AND THE PC IS INFORMED OF THE RECEIPT AND REVIEW OF EACH FINAL REPORT. IN THE EVENT THAT THE FINAL REPORTS DEVIATE FROM THE CONTRACT AGREEMENT OR FROM MSF USA'S AUDITED FINANCIALS OR THAT THE PROGRAMMATIC ACTIVITIES OR DESCRIPTIONS DEVIATE FROM THOSE AGREED UPON BY MSF USA, MSF USA MAY CONSIDER THE DEVIATION AN OVERPAYMENT OF FUNDS AND WILL ADJUST THE OC'S GRANTS IN THE SUBSEQUENT YEAR OR REQUIRE A REFUND.

2012 DEPRECIATION AND AMORTIZATION REPORT

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Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	MACHINERY & EQUIPMENT											
1	EQUIPMENT	VARIABLE	SSL	5.00	16	3,127,881.			3,127,881.	1,851,162.		192,944.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPM					3,127,881.		0.	3,127,881.	1,851,162.	0.	192,944.
	* GRAND TOTAL 990 PAGE 10 DEPR					3,127,881.		0.	3,127,881.	1,851,162.	0.	192,944.