Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 04/01/12 , and ending 03/31/13

Name of foundation: THE MITSUI USA FOUNDATION

A Employer identification number: 13-3415220

Number and street (or P O box number if mail is not delivered to street address): 200 PARK AVENUE

Room/suite:

B Telephone number (see instructions): 212-878-4072

City or town state, and ZIP code: NEW YORK NY 10166

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 15,865,446

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	27,500			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	380,535	380,535		
	4	Dividends and interest from securities	118,594	118,594		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	104,542			
	b	Gross sales price for all assets on line 6a 104,542				
	7	Capital gain net income (from Part IV, line 2)		104,542		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	631,171	603,671	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	12,666			12,666
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 2	44,630	22,315		22,315
	c	Other professional fees (attach schedule) Stmt 3	84,698	80,923		3,775
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 4	7,489	1,739		5,750
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 5	3,540			3,290
	24	**Total operating and administrative expenses.** Add lines 13 through 23	153,023	104,977	0	47,796
	25	Contributions, gifts, grants paid	772,000			772,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	925,023	104,977	0	819,796
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-293,852			
	b	**Net investment income** (if negative, enter -0-)		498,694		
	c	**Adjusted net income** (if negative, enter -0-)			0	

SCANNED AUG 15 2013

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash ?non-interest-bearing	106,914	7,622	7,622
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments ?U S and state government obligations (attach schedule) Stmt 6	9,030,199	6,882,597	6,434,950
	b	Investments ?corporate stock (attach schedule) See Stmt 7	3,451,545	3,323,165	3,483,823
	c	Investments ?corporate bonds (attach schedule) See Stmt 8	4,666,882	6,748,304	5,939,051
	11	Investments ?land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments ?mortgage loans			
	13	Investments ?other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers ?see the instructions Also, see page 1, item I)	17,255,540	16,961,688	15,865,446
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	17,255,540	16,961,688	
	30	**Total net assets or fund balances** (see instructions)	17,255,540	16,961,688	
	31	**Total liabilities and net assets/fund balances** (see instructions)	17,255,540	16,961,688	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year ?Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	17,255,540
2	Enter amount from Part I, line 27a	2	-293,852
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,961,688
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) ?Part II, column (b), line 30	6	16,961,688

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P ?Purchase D ?Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE STATEMENT 1			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,097,241		4,992,699	104,542
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				104,542
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	104,542
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If ?es,?the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	684,371	15,513,307	0.044115
2010	613,933	15,323,075	0.040066
2009	694,868	14,833,679	0.046844
2008	738,366	15,074,780	0.048980
2007	759,198	15,844,886	0.047914

2 **Total** of line 1, column (d)	2	0.227919
3 Average distribution ratio for the 5-year base period ?divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045584
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,602,161
5 Multiply line 4 by line 3	5	711,209
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,987
7 Add lines 5 and 6	7	716,196
8 Enter qualifying distributions from Part XII, line 4	8	819,796

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 ?see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter 뫉/A?on line 1. Date of ruling or determination letter (attach copy of letter if necessary쁳ee instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	9,974
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	9,974
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	9,974
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	21,374		
b	Exempt foreign organizations ?tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	21,374
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,400
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 11,400 Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is 띙es?to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If 띙es,?attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 띙es,?attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 띙es,?has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 띙es,?attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If 띙es,?complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is 띙es?to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 뱊o,?attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 띙es,? complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If 띙es,?attach a schedule listing their names and addresses Stmt 9	10	X	

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Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MR. MITSUHIKO KAWAI Telephone no ▶ 212-878-0901
200 PARK AVENUE
Located at ▶ NEW YORK NY ZIP+4 ▶ 10166

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement — see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10				

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PER SCHEDULE OF CONTRIBUTIONS ATTACHED (STATEMENT 11)	772,000
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	15,723,017
b	Average of monthly cash balances	1b	116,740
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	15,839,757
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	15,839,757
4	Cash deemed held for charitable activities Enter 1? of line 3 (for greater amount, see instructions)	4	237,596
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,602,161
6	**Minimum investment return.** Enter 5% of line 5	6	780,108

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	780,108
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 9,974		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	9,974
3	Distributable amount before adjustments Subtract line 2c from line 1	3	770,134
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	770,134
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	770,134

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc ?total from Part I, column (d), line 26	1a	819,796
b	Program-related investments ?total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	819,796
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	819,796

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					770,134
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010					
e From 2011					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 819,796					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required ?see instructions)					
c Treated as distributions out of corpus (Election required ?see instructions)					
d Applied to 2012 distributable amount					770,134
e Remaining amount distributed out of corpus		49,662			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		49,662			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount ?see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount ?see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		49,662			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012	49,662				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				772,000
Total			▶ 3a	772,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	380,535	
4 Dividends and interest from securities					118,594
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					104,542
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		380,535	223,136

13 **Total.** Add line 12, columns (b), (d), and (e) 13 603,671

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

DAA

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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 taxpayer) is based on all information of which preparer has any knowledge

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

Anthony Pescatore — Signature of officer or trustee | 8/7/2013 — Date | TREASURER — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
JUSTIN SONG	Justin Song	08/06/13	
Firm's name ▶ Sejong LLP		PTIN	P00369090
Firm's address ▶ 2050 Center Ave Ste 415 Fort Lee, NJ 07024		Firm's EIN ▶	01-0754454
		Phone no	212-564-9190

DAA

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE MITSUI USA FOUNDATION	13-3415220

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the $33^1/_3$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: THE MITSUI USA FOUNDATION

Employer identification number: 13-3415220

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	INTERCONTINENTAL TERMINALS CO, LLC 1943 BATTLEGROUND ROAD LA PORTE TX 77571	$ 7,500	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	MITSUI FOODS INTERNATIONAL 35 MAPLE STREET NORWOOD NJ 07648	$ 5,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	MITSUI PLASTICS, INC. 11 MARTINE AVENUE WHITE PLAINS NY 10606	$ 5,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	SUNWIZE TECHNOLOGIES INC 1155 FLATBUSH ROAD KINGSTON NY 12401	$ 7,500	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

THE MITSUI USA FOUNDATION
EIN 13-3415220
FORM 990-PF
PART IV CAPITAL GAINS AND LOSSES

Description	Date Purchased	Date Sold	Cost	Sales Price	Gain/Loss ($)
US TSY 6 250% AUG 15 19	12/16/2011	4/4/2012	7,082 54	6,903 11	(179 43)
US TSY 6 250% AUG 15 20	10/4/2011	4/4/2012	14,263 43	13,806 21	(457 22)
US TSY 6 250% AUG 15 21	7/7/2011	4/4/2012	150,627 76	165,674 52	15,046 76
US TSY 1 875% SEP 30 20 01 875%SEP302017	12/16/2011	4/20/2012	10,411 10	10,463 64	52 54
US TSY 1 875% SEP 30 20 01 875%SEP302018	10/4/2011	4/20/2012	20,786 45	20,927 26	140 31
US TSY 1 875% SEP 30 20 01 875%SEP302019	7/7/2011	4/20/2012	288,605 67	308,677 14	20,071 47
US TSY 4 500% FEB 15 20 04 500%FEB152036	3/19/2012	4/24/2012	12,057 61	12,685 51	627 90
US TSY 4 500% FEB 15 20 04 500%FEB152037	7/7/2011	4/24/2012	36,068 16	44,399 27	8,331 11
FNMA P889750 06%2038 AMORTIZEDFACTOR0 24383	3/24/2011	4/24/2012	198,527 49	201,479 87	2,952 38
FNMA PAD1613 04 50%2025 AMORTIZEDFACTOR0 52223	7/13/2011	5/23/2012	159,581 93	159,233 09	(348 84)
AUD AUSTRALIAN GO 6 25% 6 250%JUN152014	7/11/2011	5/30/2012	5,596 72	5,232 16	(364 56)
CAD CANADIAN GOVT 3 75% 03 750%JUN012019	7/11/2011	5/30/2012	5,565 33	5,564 14	(1 19)
EUR DEUTSCHLAND R 4 25% 4 250%JUL042019	7/11/2011	5/30/2012	7,912 74	7,519 88	(392 86)
EUR FINNISH GOV'T 3 50%	11/10/2011	5/30/2012	14,976 32	14,320 31	(656 01)
EUR NETHERLANDS G 4 00%	7/11/2011	5/30/2012	15,197 29	14,605 71	(591 58)
EUR REP OF AUSTRI 4 00%	7/11/2011	5/30/2012	7,539 90	6,914 43	(625 47)
SEK SWEDISH GOVRN 4 25% 4 250%MAR122019	7/11/2011	5/30/2012	5,124 78	4,965 55	(159 23)
US TSY 4 000% AUG 15 20 04 000%AUG152018	7/13/2011	5/30/2012	16,618 52	17,796 03	1 177 51
US TSY 4 000% AUG 15 20 04 000%AUG152019	7/13/2011	5/31/2012	110,803 50	119,120 69	8,317 19
AMERICAN EXPRESS CREDIT 02 375%MAR242017	4/20/2012	6/6/2012	10,161 98	10,116 70	(45 28)
ANHEUSER-BUSCH IN 3 00% 03 000%OCT152012	10/4/2011	6/6/2012	5,035 96	5,044 05	8 09
ANHEUSER-BUSCH IN 3 00% 03 000%OCT152013	7/8/2011	6/6/2012	40,307 64	40,352 40	44 76
AT&T INC 5 10%SEP15 14 05 100%SEP152014	7/8/2011	6/6/2012	10,771 20	10,931 00	159 80
CISCO SYSTEMS INC 5 50% 05 500%FEB222016	7/12/2011	6/6/2012	11,226 81	11,613 00	386 19
CITIGROUP INC 3 95% 2016 03 953%JUN152016	9/6/2011	6/6/2012	10,179 02	10,138 90	(40 12)
CONOCOPHILLIPS 4 60% 201 04 600%JAN152017	7/8/2011	6/6/2012	5,403 96	5,488 10	84 14
DIRECTV HLDG/FIN 3 50% 03 500%MAR012016	9/6/2011	6/6/2012	10,436 57	10,547 80	111 23
FEDERAL HOME LN MTG CORP 04 500%JUL152013	2/1/2012	6/6/2012	10,468 43	10,463 11	(5 32)
FEDERAL HOME LN MTG CORP 04 500%JUL152014	12/16/2011	6/6/2012	15,699 49	15,694 65	(4 84)
FEDERAL HOME LN MTG CORP 04 500%JUL152015	10/4/2011	6/6/2012	15,673 21	15 694 65	21 44
FEDERAL HOME LN MTG CORP 04 500%JUL152016	7/7/2011	6/6/2012	281,423 37	282,503 69	1,080 32
FEDERAL NATL MTG ASSOC 01 250%JAN302017	2/1/2012	6/6/2012	15,192 05	15,240 45	48 40
FEDERAL NATL MTG ASSOC 05 375%JUL152016	7/7/2011	6/6/2012	11,332 39	11,838 80	506 41
JPMORGAN CHASE & 5 12% 05 125%SEP152014	7/8/2011	6/6/2012	10,609 57	10,489 60	(119 97)
ORACLE CORP/OZARK 5 25% 05 250%JAN152016	7/8/2011	6/6/2012	11,130 16	11,486 40	356 24
PEPSICO INC 4 65%FEB15 1 04 650%FEB152013	12/16/2011	6/6/2012	5,141 18	5,141 60	0 42
PEPSICO INC 4 65%FEB15 1 04 650%FEB152014	10/4/2011	6/6/2012	5,143 82	5,141 60	(2 22)
PEPSICO INC 4 65%FEB15 1 04 650%FEB152015	7/8/2011	6/6/2012	71,915 05	71,982 40	67 35
SHELL INTL FIN 4 00% 201 04 000%MAR212014	7/8/2011	6/6/2012	10,523 66	10,597 90	74 24
US TSY 0 250% MAR 31 20 00 250%MAR312014	4/4/2012	6/6/2012	14,971 34	15,001 10	29 76
US TSY 0 875% NOV 30 20 00 875%NOV302016	12/6/2011	6/6/2012	4,985 95	5,060 74	74 79
US TSY 2 625% AUG 15 20 02 625%AUG152020	12/16/2011	6/6/2012	10,704 65	11,055 04	350 39
US TSY 2 625% AUG 15 20 02 625%AUG152021	10/4/2011	6/6/2012	10,757 99	11,055 04	297 05
US TSY 2 625% AUG 15 20 02 625%AUG152022	7/7/2011	6/6/2012	169,566 13	193,463 16	23,897 03
FEDERAL HOME LN MTG CORP 03 750%MAR272019	3/31/2011	5/30/2012	10,284 23	11,533 41	1,249 18
GBP TSY 5 2014 5 00% 201	7/11/2011	5/30/2012	8,928 83	8,570 49	(358 34)
GBP TSY 5 2014 5 00% 202	7/11/2011	8/29/2012	125,003 55	121,707 57	(3,295 98)
JPY DEVELPMNT BK 1 05%	7/11/2011	5/30/2012	23,911 70	25,526 15	1,614 45
JPY EUROPEAN INVT 1 40% 1 400%JUN202017	7/11/2011	5/30/2012	26,108 20	26,453 08	344 88
JPY EUROPEAN INVT 2 15%	2/10/2012	5/30/2012	27,037 13	26,440 42	(596 71)
JPY KFW 2 05%FEB16 26	7/11/2011	6/8/2012	26,475 81	27,782 70	1,306 89
MXN MEXICAN BONOS 7 25% 7 250%DEC152016	4/25/2012	5/30/2012	8,307 00	7,702 63	(604 37)
NOK NORWEGIAN GOV 6 50%	3/19/2012	11/15/2012	5,542 90	5,331 37	(211 53)
NOK NORWEGIAN GOV 6 50%	7/11/2011	11/15/2012	58,593 75	53,313 64	(5,280 11)
NOK NORWEGIAN GOV 6 50%	7/11/2011	5/30/2012	5,859 38	5,157 57	(701 81)
US TSY 4 375% MAY 15 20 04 375%MAY152040	7/7/2011	6/6/2012	5,000 99	6,797 64	1,796 65
US TSY 4 750% FEB 15 20 04 750%FEB152037	7/7/2011	6/6/2012	5,343 72	7,107 60	1,763 88
FNMA P745336 05%2036 AMORTIZEDFACTOR0 29019	6/17/2010	6/7/2012	40,010 22	40,753 92	743 70
FNMA P745336 05%2036 AMORTIZEDFACTOR0 29020	1/9/2008	6/7/2012	52,417 37	57,055 48	4,638 11
FHLMC G0 5923 05 50%2040 AMORTIZEDFACTOR0 43302	10/4/2011	6/18/2012	25,848 04	25,857 35	9 31
FNMA PAC8512 04 50%2039 AMORTIZEDFACTOR0 59598	11/9/2011	6/18/2012	92,131 35	95,878 58	3,747 23
EUR DEUTSCHLAND R 4 25% 4 250%JUL042018	3/23/2012	6/27/2012	15,845 50	14,909 57	(935 93)
EUR DEUTSCHLAND R 4 25% 4 250%JUL042020	7/11/2011	6/27/2012	87,040 10	82,002 63	(5,037 47)
CONOCOPHILLIPS 4 60% 201 04 600%JAN152015	12/16/2011	7/19/2012	5,457 44	5,492 30	34 86
CONOCOPHILLIPS 4 60% 201 04 600%JAN152016	10/4/2011	7/19/2012	5,384 97	5,492 30	107 33
CONOCOPHILLIPS 4 60% 201 04 600%JAN152018	7/8/2011	7/19/2012	70,014 22	71,399 90	1,385 68
JPMORGAN CHASE & 4 62% 04 625%MAY102021	2/1/2012	7/19/2012	94,082 97	99,592 20	5,509 23
AMER EXPRESS COMPANY	7/13/2011	7/27/2012	1,161 95	1,274 21	112 26
CATERPILLAR INC DEL	7/13/2011	7/27/2012	1,756 93	1,353 73	(403 20)
DEERE CO	7/13/2011	7/27/2012	1,663 12	1,541 57	(121 55)
DOW CHEMICAL CO	7/13/2011	7/27/2012	1,375 42	1,163 97	(211 45)
HONEYWELL INTL INC DEL	3/29/2011	7/27/2012	1,603 80	1,589 45	(14 35)

JOHNSON CONTROLS INC	7/13/2011	7/27/2012	1,951 25	1,170 27	(780 98)
MARATHON OIL CORP	7/13/2011	7/27/2012	1,381 02	1,151 08	(229 94)
MARATHON PETROLEUM CORP	7/13/2011	7/27/2012	1,307 18	1,477 73	170 55
MEADWESTVACO CORP	7/13/2011	7/27/2012	1,405 56	1,344 17	(61 39)
RIO TINTO PLC SPNSRD ADR	7/13/2011	7/27/2012	3,152 86	2,002 40	(1,150 46)
SCHLUMBERGER LTD	7/13/2011	7/27/2012	2,384 54	1,948 01	(436 53)
TORONTO DOMINION BANK	7/27/2011	7/27/2012	1,711 66	1,657 91	(53 75)
TOTAL S A SP ADR	7/13/2011	7/27/2012	1,931 87	1,623 26	(308 61)
WELLS FARGO & CO NEW DEL	7/13/2011	7/27/2012	865 44	1,054 29	188 85
ACCO BRANDS CORP	7/13/2011	7/30/2012	3,602 56	2,735 81	(866 75)
US TSY 0 125% SEP 30 20 00 125%SEP302013	6/18/2012	7/30/2012	204,648 34	204,815 13	166 79
USD BARRICK GOLD COR 2 9%FIXEDMAY302016	12/16/2011	7/31/2012	5,132 22	5,256 71	124 49
USD BARRICK GOLD COR 2 9%FIXEDMAY302017	12/6/2011	7/31/2012	86,745 12	89,363 89	2,618 77
DOW CHEMICAL CO/T 4 12% 04 125%NOV152021	2/1/2012	8/13/2012	94,641 49	98,473 50	3,832 01
FNMA P889010 04 50%2022	2/18/2009	8/20/2012	76,320 19	83,269 62	6,949 43
ABBOTT LABS	4/4/2011	8/29/2012	3,970 54	5,193 86	1,223 32
ABBOTT LABS	7/13/2011	8/29/2012	1,753 84	2,169 60	415 76
CAMECO CORP COM	7/13/2011	9/17/2012	8,088 63	6,689 67	(1,398 96)
FHLMC CMO 2008 AMORTIZEDFACTOR0 01799	9/1/2010	9/17/2012	8,381 88	8,098 42	(283 46)
CAMECO CORP COM	7/13/2011	9/18/2012	8,481 28	7,048 49	(1,432 79)
TARGET CORP 2 90%JAN15 2 02 900%JAN152022	1/12/2012	10/16/2012	94,991 45	101,738 35	6,746 90
US TSY 0 250% MAR 31 20 00 250%MAR312015	4/4/2012	10/25/2012	169,675 17	169,966 23	291 06
CITIGROUP INC 4 50% 2022 04 500%JAN142022	12/16/2011	11/7/2012	9,607 80	11,063 30	1,455 50
CITIGROUP INC 4 50% 2022 04 500%JAN142023	12/6/2011	11/7/2012	87,610 50	99,569 70	11,959 20
MACYS RETAIL HLDG 3 87% 03 875%JAN152022	2/1/2012	11/16/2012	92,308 58	96,832 80	4,524 22
US TSY 3 125% MAY 15 20 03 125%MAY152019	7/7/2011	11/16/2012	66,747 34	74,196 22	7,448 88
AT&T INC	7/13/2011	1/15/2013	10,780 52	11,728 24	947 72
SOUTHERN COMPANY	7/13/2011	1/18/2013	25,303 75	27,155 83	1,852 08
SOUTHERN COMPANY	7/13/2011	1/22/2013	10,040 53	10,836 59	796 06
EQT CORP	7/13/2011	2/6/2013	26,173 71	28,880 03	2,706 32
FIRSTENERGY CORP	7/13/2011	2/6/2013	14,925 09	13,445 08	(1,480 01)
FIRSTENERGY CORP	7/13/2011	2/6/2013	8,056 90	7,285 25	(771 65)
GENL DYNAMICS CORP COM	7/13/2011	2/11/2013	11,058 76	10,070 05	(988 71)
GENL DYNAMICS CORP COM	7/13/2011	2/12/2013	19,993 64	18,218 74	(1,774 90)
JPY DEVELPMNT BK 1 05% 1 050% JUN 20 2023	3/19/2012	2/12/2013	24,108 54	21,963 52	(2,145 02)
JPY DEVELPMNT BK 1 05% 1 050% JUN 20 2024	7/11/2011	2/12/2013	95,646 81	87,854 08	(7,792 73)
CENTURYLINK INC SHS	7/13/2011	2/20/2013	28,325 18	24,757 28	(3,567 90)
LIMITED BRANDS INC(Wash Sale)	8/23/2011	2/20/2013	6,170 41	7,771 09	1,600 68
LIMITED BRANDS INC(Wash Sale)	7/13/2011	2/20/2013	21,830 93	24,379 00	2,548 07
LIMITED BRANDS INC(Wash Sale)	7/13/2011	2/20/2013	3,870 41	4,440 62	570 21
VODAFONE GROP PLC SP ADR	7/13/2011	2/21/2013	8,117 72	7,626 80	(490 92)
VODAFONE GROP PLC SP ADR	4/4/2011	2/21/2013	4,482 94	3,788 79	(694 15)
VODAFONE GROP PLC SP ADR	4/1/2011	2/21/2013	9,518 97	8,045 03	(1,473 94)
VODAFONE GROP PLC SP ADR	3/18/2011	2/21/2013	4,733 28	4,207 03	(526 25)
TIME WARNER CABLE 4 12% COMPANY GUARNT 04 125% FEB 15 2021	9/6/2011	2/22/2013	92,151 97	95,990 40	3,838 43
JPY EUROPEAN INVT 1 40% SER INTL 1 400% JUN 20 2017	7/11/2011	2/27/2013	87,462 45	76,986 21	(10,476 24)
BRISTOL-MYERS SQU 2 00% GLB 02 000% AUG 01 2022	7/30/2012	3/3/2013	98,684 00	95,112 00	(3,572 00)
US TSY 0 250% MAR 31 20 0 250% MAR 31 2014 00 250% MAR 31 2014	4/20/2012	3/4/2013	314,890 31	315,220 44	330 13
CATERPILLAR INC DEL	7/13/2011	3/12/2013	47,327 30	38,623 20	(8,704 10)
FHLMC A9 4605 04%2040	5/19/2011	3/25/2013	98,409 91	104,088 36	5,678 45
FHLMC G0 4214 05 50%2038	4/13/2011	3/25/2013	117,010 93	117,480 86	469 93
FNMA PAL1953 04 50%2027	8/20/2013	3/26/2013	56,530 08	56,154 19	(375 89)
US TSY 0 250% MAR 31 20 0 250% MAR 31 2014 00 250% MAR 31 2014	4/20/2012	3/26/2013	9,996 52	10,010 12	13 60
			4,992,699 28	5,097,241 08	104,541 80

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Description: Date Acquired	Description: Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SEE STATEMENT 1			Purchase	$ 5,097,241	$ 4,992,699	$	$	$ 104,542
Total				$ 5,097,241	$ 4,992,699	$ 0	$ 0	$ 104,542

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEE	$ 44,630	$ 22,315	$	$ 22,315
Total	$ 44,630	$ 22,315	$ 0	$ 22,315

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FUND MANAGEMENT FEE	$ 80,923	$ 80,923	$	$
MANAGEMENT FEE (SCHOLASHIP AMERI	3,775			3,775
Total	$ 84,698	$ 80,923	$ 0	$ 3,775

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAX	$ 5,000	$	$	$ 5,000
NYS FILING FEE	750			750
FOREIGN TAX	1,739	1,739		
Total	$ 7,489	$ 1,739	$ 0	$ 5,750

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
ASSOCIATION FEE	1,820			1,820
BANK SERVICE FEE	250			
PROGRAM MATERIAL	1,470			1,470
Total	$ 3,540	$ 0	$ 0	$ 3,290

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOV'T SECURITIES	$ 4,358,950	$ 3,831,447		$ 3,585,326
MORTGAGE BACKED SECURITIES	4,671,249	3,051,150		2,849,624
Total	$ 9,030,199	$ 6,882,597		$ 6,434,950

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 3,451,545	$ 3,323,165		$ 3,483,823
Total	$ 3,451,545	$ 3,323,165		$ 3,483,823

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 4,666,882	$ 6,748,304		$ 5,939,051
Total	$ 4,666,882	$ 6,748,304		$ 5,939,051

Federal Statements

Statement 9 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
INTERCONTINENTAL TERMINALS CO, LLC	1943 BATTLEGROUND	LA PORTE TX 77571
MITSUI FOODS INTERNATIONAL	35 MAPLE STREET	NORWOOD NJ 07648
MITSUI PLASTICS, INC.	11 MARTINE AVENUE	WHITE PLAINS NY 10606
CHAMPIONS PIPE & SUPPLY, INC.	2 NORTHPOINT DRIVE, SUITE 750	HOUSTON TX 77060
SUNWIZE TECHNOLOGIES, INC.	1155 FLATBUSH ROAD	KINGSTONE NY 12401

Federal Statements

Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
GLENN CLARKE 200 PARK AVENUE NEW YORK NY 10166	DIRECTOR	1.00	4,562	0	0
YOSHIYUKI KAWASHIMA 200 PARK AVENUE NEW YORK NY 10166	DIRECTOR	1.00	8,104	0	0
OSAMU NAGAO 200 PARK AVENUE NEW YORK NY 10166	DIRECTOR	1.00	0	0	0
MITSUHIKO KAWAI 200 PARK AVENUE NEW YORK NY 10166	PRESIDENT, DI	1.00	0	0	0
KEIICHI FURIHATA 200 PARK AVENUE NEW YORK NY 10166	DIRECTOR	1.00	0	0	0
ANTHONY PENSABENE 200 PARK AVENUE NEW YORK NY 10166	TREASURER, DI	1.00	0	0	0
ERIC B. CAMPBELL 200 PARK AVENUE NEW YORK NY 10166	VICE PRESIDE	1.00	0	0	0
JANET E. GARLAND 200 PARK AVENUE NEW YORK NY 10166	SECRETARY	1.00	0	0	0

THE MITSUI USA FOUNDATION
EIN 13-3415220
FORM 990-PF
PART IV CAPITAL GAINS AND LOSSES

Name	Amount
Marine Toys for Tots Foundation	325
Japan America Society of TN	3,000
Japanese American Association of NY	7,000
Japanese Medical Society of America, NY	10,000
Research Foundation of CUNY	13,500
Baruch College Fund for Weissman Center for International Business	12 000
Boys & Girls Club of Greater Washington-Silver Spring Branch (BGCGW)	5,000
American Museum of Natural History	15,000
Special Olympics New York Inc	11 000
Special Olympics New York	4 000
Hamilton-Madison House	3,500
Hamilton-Madison House	1,500
Scholarship America	57,500
Research Foundation of CUNY	15,000
Lincoln Center for the Performing Arts	10,000
Sharefest Community Dev , Inc	10,000
Pike Market Senior Center & Downtown Food Bank	5,000
WestSide Baby	5,000
The Washington Center	5,000
Cystic Fibrosis Foundation Greater Illinois Chapter	10,000
Ohio State U	5,000
Samasource	1,000
Akron-Canton Regional Foodbank	4,000
Clark Park Coalition	5,000
The Guidance Center	5,000
Galveston Bay Foundation	5,000
Houston Food Bank	5,000
Boys & Girls Clubs of Middle Tennessee	7 000
Second Harvest Food Bank of Middle Tennessee	3,000
Metropolitan Museum of Art	15,000
The Museum of Modern Art	15,000
The New York Botanic Garden	5 000
Council on Foreign Relations	50,000
YFU USA Inc	4,305
The ALS Association Greater NY Chapter	7,500
Baruch College Fund for Weissman Center for International Business	10 000
Baruch College Fund for Weissman Center for International Business	5,000
Baruch College Fund for Weissman Center for International Business	3,000
Lifestyles for the Disabled	20,000
Mercy Home for Children	48,000
Mercy Home for Children	7 000
Mercy Home	7,000
Midori & Friends Foundation	5 000
Midori & Friends Foundation	7 500
Polytechnic Institute of NYU	26 500
Texas A&M University, Center for International Business Studies	15,000
Boys & Girls Clubs of the Peninsula	5 000
Yu-Ai Kai Japanese American Community Senior Service of San Jose	2 500
Yu-Ai Kai Japanese American Community Senior Service of San Jose	1,250
Yu-Ai Kai Japanese American Community Senior Service of San Jose	1,250
Citymeals-on-Wheels	8,000
March of Dimes Washington	175
March of Dimes New York	3,725
March of Dimes Texas	3,300
March of Dimes Ohio	600
March of Dimes Music City Div	3,625
March of Dimes Georgia	125
March of Dimes Chicago	125
March of Dimes Michigan	1,350
Houston SPCA	250
Safe Horizon	125
ASPCA	35
The Leukemia & Lymphoma Society	25
WETA Television	100
Stella Schola Middle School	400
American Cancer Society	125
UNICEF	200
Thirteen WNET	100
Saint Jude Children's Research Hospital	200
Memorial Sloan Kettering Cancer Center	100
Recycled Canines Dalmatian Rescue	250
Marlbourgh Student Charitable Fund	50
Western Kentucky University Foundation	100

Name	Amount
International Rescue Committee	100
The Fenton History Center	100
Mount Pleasant Animal Shelter	100
The Hole in the Wall Gang	275
Encino Presbyterian Children's Center	100
Houston SPCA	430
New York Asian Women's Center	450
National FFA Foundation	5,000
United Cerebral Palsy (UCP) of Hudson County, Inc	15,000
Japanese American Association of NY	2,000
Japanese American Association of NY	3,000
Japan America Society of TN	10,000
Metropolitan Opera Association	10,000
Japanese American Social Services Inc	10,000
American Red Cross	10,000
Abilities	25,000
Columbia U CJEB, Columbia Business School	10,000
International House	15,000
John Carroll U, East Asian Studies Program	4 000
Lifestyles for the Disabled	10,000
Our Kids Nashville	2,500
Houston SPCA	200
Sharefest Community Dev Inc	120
Denver Affiliate of Susan G Komen	50
Boston College	300
UNICEF USA	100
Georgetown University	250
Southern CT Animal Trust Inc	300
National Multiple Sclerosis Society	100
K-9 Angels Rescue	690
Scholarship America	27,500
Scholarship America	30 000
The International Preschools	1,000
Delbarton School	500
North Salem Open Land Foundation	250
Alzheimer's Association - Greater Kentucky & Southern Indiana	50
University of Delaware	100
Love Helps Inc	50
Education Through Music Inc	250
Mercy Home	14,000
Houston SPCA	200
Ann & Robert H Lurie Children's Hospital of Chicago	630
Encino Elementary Booster E-Team	750
The Parent Association of Bronx High School of Science	300
Hunter College High School PTA	500
John Caroll University-Alexander C Millar Scholarships Study in Japan	50
Youth for Understanding USA	25
Princeton University	500
University of Southern California	25
Project Angel Food	50
NAMI	100
Fenton History Center	75
Immaculate Heart High School	50
Friends of German School New York	100
Casady School	50
Oberlin College	250
ALSC/Operation School Bell	100
West Village Nursery School	100
UNICEF US Fund	125
American Red Cross	25
National Parkinson Foundation	25
WETA Television	100
Encino Presbyterian Children's Center	30
Stella Schola Middle School	200
John Caroll University-Alexander C Millar History Thesis Reseach Fund	50
Wagner Middle School 167 parents Association	100
International House	15,000
SWEEP Citymeals	7,435
Special Olympics New York	500
Special Olympics Illinois	500
Special Olympics c/o Weaver Sports Booster Club	500
Special Olympics Michigan	500
Special Olympics Southern CA	500
Special Olympics Tennessee NAS	975
American Cancer Society, New York	500
Pajama Program, NY	500
Japanese Chamber of Commerce Foundation of Chicago	500

Name	Amount
Greater Chicago Food Depository	500
Houston Food Bank	500
American Cancer Society, Nashville	500
Boys & Girls Club of Middle Tennessee	825
Friends in General, Nashville General Hospital	500
Our Kids, TN	500
Second Harvest Food Bank of Middle TN	1 000
	772,000