EXTENSION ATTACHED

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

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: UNITED STATES-JAPAN FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address): 145 EAST 32ND STREET — Room/suite

City or town, state, and ZIP code: NEW YORK, NY 10016

A Employer identification number: 13-3054425

B Telephone number (see page 10 of the instructions): (212) 481-8761

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 81,040,832.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify) ______________
(Part I, column (d) must be on cash basis.)

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 page 11 of the instructions).)*

		(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)	13,898.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments	22,168.	22,168.		
	4 Dividends and interest from securities	1,691,175.	1,691,175.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,079,586.			
	b Gross sales price for all assets on line 6a 32,426,617.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	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)	-264,736.	-269,626.		ATCH 1
	12 Total. Add lines 1 through 11	-617,081.	1,443,717.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	592,821.	63,041.		529,780.
	14 Other employee salaries and wages	286,189.	10,890.		275,299.
	15 Pension plans, employee benefits	317,418.	23,299.		294,119.
	16a Legal fees (attach schedule) ATCH 2	10,000.	0.	0.	10,000.
	b Accounting fees (attach schedule) ATCH 3	124,000.	58,300.	0.	65,700.
	c Other professional fees (attach schedule) *	540,603.	540,603.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	13,573.			
	19 Depreciation (attach schedule) and depletion ATCH 9A	37,680.	1,884.		
	20 Occupancy	313,423.	10,266.		303,157.
	21 Travel, conferences, and meetings	105,117.	22,053.		83,064.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	783,215.	4,509.		782,479.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,124,039.	734,845.	0.	2,343,598.
	25 Contributions, gifts, grants paid	1,180,994.			949,393.
	26 Total expenses and disbursements. Add lines 24 and 25	4,305,033.	734,845.	0.	3,292,991.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-4,922,114.			
	b Net investment income (if negative, enter -0-)		708,872.		
	c Adjusted net income (if negative, enter -0-)			-0-	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 4 JSA ** ATCH 5 Form **990-PF** (2009)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	230,768.	428,372.	428,372.
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 7	89,344.	95,988.	95,988.
	10 a Investments - U.S. and state government obligations (attach schedule)		2,008,990.	2,008,990.
	b Investments - corporate stock (attach schedule) ATCH 8	8,634,686.	9,974,667.	9,974,667.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	63,929,256.	67,489,667.	67,489,667.
	14 Land, buildings, and equipment: basis ▶ ATCH 9A 1,633,521.			
	Less: accumulated depreciation (attach schedule) ▶ 1,140,847.	530,353.	492,674.	492,674.
	15 Other assets (describe ▶ ATCH 10)	120,420.	550,474.	550,474.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	73,534,827.	81,040,832.	81,040,832.
Liabilities	17 Accounts payable and accrued expenses	175,895.	56,266.	
	18 Grants payable	396,416.	638,652.	
	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 ▶ ATCH 11)	0.	171,957.	
	23 Total liabilities (add lines 17 through 22)	572,311.	866,875.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	72,962,516.	80,173,957.	
	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			
	30 Total net assets or fund balances (see page 17 of the instructions)	72,962,516.	80,173,957.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	73,534,827.	81,040,832.	

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	72,962,516.
2	Enter amount from Part I, line 27a	2	-4,922,114.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 12	3	12,133,555.
4	Add lines 1, 2, and 3	4	80,173,957.
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	80,173,957.

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 PART IV SCHEDULE			
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				
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				
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 ATCH 12A -2,079,586.

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 pages 13 and 17 of the 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 "Yes," 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 page 18 of 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))
2008	3,611,736.	87,799,254.	0.041136
2007	3,486,056.	94,480,095.	0.036897
2006	3,308,245.	86,284,347.	0.038341
2005	3,486,918.	81,327,630.	0.042875
2004	3,008,522.	78,817,327.	0.038171

2	Total of line 1, column (d)	2	0.197420
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	0.039484
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	72,778,854.
5	Multiply line 4 by line 3	5	2,873,600.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,089.
7	Add lines 5 and 6	7	2,880,689.
8	Enter qualifying distributions from Part XII, line 4	8	3,292,991.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	7,089.
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	
3	Add lines 1 and 2	3	7,089.
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	7,089.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 68,420.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 25,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	93,420.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	86,331.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 86,331. **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 page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," 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 "Yes," 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 "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," 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 "Yes," 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 page 19 of the instructions) ▶ NY,			
b	If the answer is "Yes" 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 "No," 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.US-JF.ORG

14 The books are in care of ▶ CHRISTINE MANAPAT-SIMS Telephone no. ▶ 212-481-8761

Located at ▶ C/O THE FOUNDATION NEW YORK, NEW YORK ZIP + 4 ▶ 10016

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

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 page 20 of the instructions)?		1b		X
	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 2009?		1c		X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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 page 20 of the instructions)		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. ▶ ____, ____, ____, ____				
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 2009 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 2009.)*		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 2009?		4b		X

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

		Yes	No
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 page 22 of the 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 page 22 of the instructions)? **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? . . . . . . ☐ 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? **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 page 22 of the 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
ATTACHMENT 13		592,821.	95,764.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
ATTACHMENT 14		309,583.	54,549.	0.

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 15		307,818.

Total number of others receiving over $50,000 for professional services . . . . . ▶ NONE

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 US-JAPAN LEADERSHIP PROGRAM - A PROGRAM WHICH DEVELOPS A NETWORK AMONG GENERATIONS OF LEADERS IN EACH COUNTRY THROUGH CONFERENCES, A WEBSITE, NEWSLETTERS AND FREQUENT REUNIONS.	669,576.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	73,538,394.
b	Average of monthly cash balances	1b	348,767.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	73,887,161.
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	73,887,161.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,108,307.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	72,778,854.
6	**Minimum investment return.** Enter 5% of line 5	6	3,638,943.

Part XI **Distributable Amount** (see page 25 of the 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	3,638,943.
2a	Tax on investment income for 2009 from Part VI, line 5 ... 2a 7,089.		
b	Income tax for 2009. (This does not include the tax from Part VI.) ... 2b 0.		
c	Add lines 2a and 2b	2c	7,089.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,631,854.
4	Recoveries of amounts treated as qualifying distributions	4	10,635.
5	Add lines 3 and 4	5	3,642,489.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,642,489.

Part XII **Qualifying Distributions** (see page 25 of the 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	3,292,991.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,292,991.
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 page 26 of the instructions)	5	7,089.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,285,902.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				3,642,489.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006 721,160.				
d From 2007				
e From 2008				
f Total of lines 3a through e	721,160.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 3,292,991.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	2,841,749.			
d Applied to 2009 distributable amount				451,242.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	3,191,247.			3,191,247.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	371,662.			
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 page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	371,662.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006 371,662.				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

ATTACHMENT 16

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

ATTACHMENT 17

c Any submission deadlines:

NONE

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

ATTACHMENT 18

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 ATTACHMENT 19				949,393.
Total ▶ 3a				949,393.
b Approved for future payment SEE ATTACHMENT 19				638,652.
Total ▶ 3b				638,652.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	22,168.	
4 Dividends and interest from securities			14	1,691,175.	
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	900000	4,890.	18	-269,626.	
8 Gain or (loss) from sales of assets other than inventory			18	-2,079,586.	
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)		4,890.		-635,869.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -630,979.

(See worksheet in line 13 instructions on page 28 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 page 29 of the instructions.)
	NOT APPLICABLE

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		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

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 or fiduciary) is based on all information of which preparer has any knowledge.

✓ [signature] 11-4-10 ✓ President

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	[signature] CPA	Date 11/03/2010	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)			
Firm's name (or yours if self-employed), address, and ZIP code	EISNERAMPER LLP 750 THIRD AVENUE NEW YORK, NY 10017-2703	EIN ▶	Phone no.

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

Schedule of Contributors

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

OMB No. 1545-0047

2009

Name of the organization
UNITED STATES-JAPAN FOUNDATION

Employer identification number
13-3054425

Organization type (check one):

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

[X] 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, aggregate 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 aggregate 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 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 UNITED STATES-JAPAN FOUNDATION

Employer identification number 13-3054425

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE TANAKA MEMORIAL FOUNDATION C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	CASH DONORS <$5,000 C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	$ 3,898.	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.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET LIMITED PARTNERSHIP PASS-THRU INCOME	-264,736.	-269,626.
TOTALS	-264,736.	-269,626.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MISCELLANEOUS LEGAL FEES	10,000.			10,000.
TOTALS	10,000.	0.	0.	10,000.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	87,000.	43,500.		43,500.
AUDIT AND TAX RETURN PREPARATION FEES	37,000.	14,800.		22,200.
TOTALS	124,000.	58,300.	0.	65,700.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY AND MANAGEMENT FEES	540,603.	540,603.
TOTALS	540,603.	540,603.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAXES		13,573.
	TOTALS	13,573.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GENERAL OFFICE AND MISC.	77,437.	3,872.	77,338.
PROGRAM PROJECT/DEVELOPMENT	17,505.		17,505.
TELEPHONE AND FACSIMILE	9,071.	454.	8,617.
MEMBERSHIP	5,961.		5,961.
POSTAGE AND MESSENGER	3,665.	183.	3,482.
US-JAPAN LEADERSHIP PROGRAM	669,576.		669,576.
TOTALS	783,215.	4,509.	782,479.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	6,835.	11,861.	11,861.
PREPAID FEDERAL EXCISE TAXES	82,509.	84,127.	84,127.
TOTALS	89,344.	95,988.	95,988.

UNITED STATES-JAPAN FOUNDATION
EIN #13-3054425
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2009

Quantity	Security	Book Value	Market Value
Line 10a - U.S. and State Government Obligations:			
	U.S. Fixed Income Treasury Fund	$ 2,008,990	$ 2,008,990
Line 10b - Corporate Stocks:			
1,600	3M Company	$ 132,272	$ 132,272
3,200	Abbott Laboratories	172,768	172,768
10,390	ADC Telecommunications Inc.	64,522	64,522
3,265	Agilent Technologies Inc	101,444	101,444
2,340	Allegheny Technologies Inc.	104,762	104,762
2,100	Allergen Ltd	132,321	132,321
610	Amerco	30,329	30,329
4,595	American Water Wroks Co, Inc.	102,974	102,974
4,240	Americredit Corp	80,730	80,730
1,010	Ameron Inc.	64,095	64,095
1,240	Apollo Group Inc.	75,119	75,119
900	Apple Inc.	189,659	189,659
1,840	Assisted Living Concepts Inc	48,521	48,521
2,335	AT&T Inc.	65,450	65,450
1,745	Avery Dennison Corp	63,675	63,675
3,480	Avnet Inc.	104,957	104,957
175	Bayer AG	14,063	14,063
955	Bayer AG Registered Shares	76,741	76,741
1,970	Brinks Home Security Holdings Inc.	64,301	64,301
700	Burlington Northern Sante Fe Corp.	69,034	69,034
2,200	Cabot Oil & Gas Corp	95,898	95,898
2,900	Cameron Intl	121,220	121,220
2,080	Capitol Federal Financial	65,437	65,437
2,070	Caseys General Stores Inc.	66,054	66,054
2,676	CenturyTel Inc.	96,898	96,898
7,600	Charles Schwab	143,032	143,032
2,750	CNX Gas Corporation	81,180	81,180
3,200	Coca-Cola Co	182,400	182,400
1,600	Colgate-Palmolive Co	131,440	131,440
3,740	Commercial Metals Co.	58,531	58,531
2,055	Copart Inc	75,254	75,254
2,400	Costco Wholesale Corp	142,008	142,008
3,800	Crown Holdings Inc	97,204	97,204
3,330	Denbury Res Inc.	49,284	49,284
2,635	DigitalGlobe Inc.	63,767	63,767
1,100	Emerson Electric Co	46,860	46,860
980	Encore Acquisition Co	47,060	47,060
3,600	Encore Wire Corp	75,852	75,852
4,920	Fifth Third Bancorp	47,970	47,970
2,000	Fluor Corp	90,080	90,080
1,295	FMC Corp	72,209	72,209
6,210	Foot Locker Inc.	69,179	69,179
1,675	Gen_Probe Inc.	71,891	71,891
3,200	Gilead Sciences Inc.	138,464	138,464
327	Google Inc. Class A	202,733	202,733

UNITED STATES-JAPAN FOUNDATION
EIN #13-3054425
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2009

Quantity	Security	Book Value	Market Value
Line 10b - Corporate Stocks (continued):			
1,010	Granite Construction Inc.	33,997	33,997
5,770	Healthsout Corp	108,303	108,303
3,900	Hewlett Packard Co.	200,889	200,889
7,190	Hudson City Bancorp Inc.	98,719	98,719
6,630	Investors Bancorp Inc.	72,532	72,532
3,370	Jefferies Group Inc.	79,970	79,970
1,620	Johnson & Johnson	104,344	104,344
3,100	JPMorgan Chase & Co.	129,177	129,177
3,500	Juniper Networkss, Inc.	93,345	93,345
1,180	Kaiser Aluminum Corp	49,112	49,112
1,390	Kiageo	96,480	96,480
855	Laboratory corp American Holdings	63,988	63,988
4,790	Leucadia National Corp	113,954	113,954
2,700	McDonald's Corp	168,588	168,588
1,120	McGraw-Hill Companies Inc.	37,531	37,531
2,425	Medtronic Inc.	106,652	106,652
2,940	Mens Wearhouse Inc.	61,916	61,916
4,202.53	Merck & Co.	153,560	153,560
2,590	Molex Inc.	49,547	49,547
500	Monsanto Co.,	40,875	40,875
1,620	Nalco Holding Co.	41,326	41,326
2,175	Nestle	104,885	104,885
1,400	Nike Inc. Class B	92,498	92,498
4,290	NV Energy Inc.	53,110	53,110
1,200	Occidental Petroleum Corp	97,620	97,620
1,300	Occidental Petroleum Corp.	105,755	105,755
2,190	Oneok inc.	97,608	97,608
2,190	Overseas Shipholding Group Inc.	96,250	96,250
2,800	Pepsico Inc.	170,240	170,240
1,510	Plains All American Pipeline .	79,803	79,803
2,960	Plum Creek Timber Company Inc.	111,770	111,770
1,461	Proctor & Gamble Co	88,580	88,580
4,100	Qualcomm Inc.	189,646	189,646
2,090	Questar Corp	86,881	86,881
2,660	Raymond James Financial Inc.	63,228	63,228
8,810	Regions Financial Corp	46,605	46,605
3,440	Republic Services Inc.	97,386	97,386
2,000	Research in Motion	135,080	135,080
1,540	S L Green Realty Corp	77,370	77,370
4,970	Safeway Inc.	105,811	105,811
2,500	Schlumberger	162,725	162,725
1,670	Schnitzer Steel Industries Inc	79,659	79,659
1,745	Sempra Energy	97,685	97,685
2,780	Sothebys Holdings Inc.	62,494	62,494
1,400	Stryker Corp.	70,518	70,518
1,030	Teleflex Inc.	55,506	55,506
8,510	Tellabs Inc.	48,337	48,337
4,070	TFS Financial Corp	49,409	49,409
3,300	TJX Cos Inc.	120,615	120,615

UNITED STATES-JAPAN FOUNDATION
EIN #13-3054425
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2009

Quantity	Security	Book Value	Market Value
Line 10b - Corporate Stocks (continued):			
1,045	Transatlantic Holdings Inc.	54,455	54,455
4,320	Trinity Industries	75,341	75,341
2,500	UMB Financial corp	98,375	98,375
3,180	Unilever	102,809	102,809
2,620	Vail Resorts Inc.	99,036	99,036
2,790	Valeant Pharmaceuticals Intl	88,694	88,694
3,590	Verisign Inc.	87,022	87,022
1,900	Visa Inc. - Class A Shares	166,174	166,174
3,300	Wal-Mart Stores Inc.	176,385	176,385
2,200	Walt Disney Co.	70,950	70,950
550	Waters Company	34,080	34,080
3,725	Websense	65,038	65,038
360	White Mountains Insurance Group Ltd	119,757	119,757
6,250	Winn Dixie Stores	62,752	62,752
1,310	WR Berkley Corp	32,278	32,278
		$ 9,974,667	$ 9,974,667

UNITED STATES-JAPAN FOUNDATION
EIN #13-3054425
PART II - BALANCE SHEET - LINE 13
INVESTMENTS - OTHER
DECEMBER 31, 2009

Security	Book Value	Fair Value
Invested money market and other short term holdings	$ 299,483	$ 299,483
Limited Partnerships:		
JP Morgan US Direct Corporate Finance Institutional Investors II LLC	339,071	339,071
JP Morgan US Pooled Corporate Finance Institutional Investors II LLC	3,088,015	3,088,015
JP Morgan European Direct Corporate Finance Instittutional Investors II LLC	2,420	2,420
JP Morgan European Pooled Corporate Finance Instittutional Investors II LLC	879,167	879,167
Barlow Parnters Offshore Limited	8,277,716	8,277,716
Brown Brothers Harriman Private Equity Partners III Offshore	1,989,812	1,989,812
Lighthouse Diversified Fund, Ltd.	564,530	564,530
TCW Special Credits Fund IV	5,124	5,124
Gemelli Investors, LP	1,879,095	1,879,095
Farallon Capital Management Partners, LP	3,558,896	3,558,896
OCM Opportunities Fund, LP	9,598	9,598
Onset Enterprise Associates II, LP	62,651	62,651
Avenue Asia International, Ltd.	498,939	498,939
Chesapeake Partners International Ltd.	1,605,904	1,605,904
Fir Tree International Value Fund, Ltd.	1,796,298	1,796,298
OCA Brigade Credit Fund	4,376,843	4,376,843
OCA Ashmore Emerging Markets Fund	2,992,925	2,992,925
	31,927,004	31,927,004
Mutual Funds:		
Vanguard Insittutional Index Fund	6,384,273	6,384,273
PIMCO Total Return Fund	435,188	435,188
Vanguard Inflation Protected Securities Fund	3,010,572	3,010,572
Vanguard Total Bond Market Index Fund	11,036,652	11,036,652
Vanguard Short-Termi Bond Index Fund	2,507,697	2,507,697
SPDR Gold Trust	1,985,235	1,985,235
Delaware Pooled Trust International Equity Portfolio	3,347,717	3,347,717
	28,707,334	28,707,334
Limited Liability Company		
The Walter Scott International LLC	6,555,846	6,555,846
Total Investments - Other	$ 67,489,667	$ 67,489,667

ATTACHMENT 9

United States Japan Foundation
Schedule Attachment to Form 990-PF
December 31, 2009
EIN #13-3054425

Part I - Line 19 - Depreciation:

		December 31, 2009
Property and equipment at cost:		
Cooperative apartment		$ 790,725
Cooperative apartment improvements		241,370
Leasehold improvements		230,685
Equipment		84,289
Furniture and fixtures		286,452
		1,633,521
Accumulated depreciation and amortization		(1,140,847)
Total		$ 492,674
Depreciation and Amortization		
Opening accumulated depreciation at January 1, 2009		$ 1,103,168
2009 Depreciation expense	37,679	
2009 Depreciation expense allocated to US-Japan Leadership Program	0	37,679
Ending accumulated depreciation at December 31, 2009		$ 1,140,847

ATTACHMENT 9A

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SECURITY DEPOSITS	40,508.	40,508.	40,508.
INTEREST RECEIVABLE	14,614.	23,440.	23,440.
DUE FROM BROKER	65,298.	486,526.	486,526.
TOTALS	120,420.	550,474.	550,474.

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 11

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
DEFERRED EXCISE TAXES PAYABLE		0.	171,957.
	TOTALS	0.	171,957.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION ON INVESTMENTS	12,133,555.
TOTAL	12,133,555.

United States-Japan Foundation
Schedule of Realized Gains/(Losses)
As of December 31, 2009
EIN #13-3054425

PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME:

INVESTMENT ADVISOR	INVESTMENTS PROCEEDS	INVESTMENTS COST	INVESTMENT REALIZED GAIN/(LOSS)
Publicly Traded Securities	8,034,209	9,548,824	(1,514,615)
Mutual and Offshore Funds:			
Brown Brothers Harriman Inflation Equity Fund (Passthrough)	--	--	(7,684)
Vanguard Funds (Passthrough)	--	--	(646,247)
Lighthouse Diversified Fund Ltd. (Passthrough)	--	--	204,169
Black Rock Asia Pacific Partners Ltd (Passthrough)	--	--	(593,138)
SISU Capital Fund Ltd II (Passthrough)	--	--	(126,694)
Icahn Fund, Ltd.(Passthrough)	--	--	155,836
Prudential Investments (Passthrough)	--	--	61,882
			(951,876)
Limited Partnerships, LLC and Private Equity:			
OCA Ashmore Emerging Markets Currency Fund LLC (Passthrough)	--	--	984
JP Morgan European Pooled Corporate Finance Institutional Investors II LLC (Passthrough)	--	--	50,488
JP Morgan U.S. Pooled Corporate Finance Institutional Investors II LLC (Passthrough)	--	--	48,231
JP Morgan U.S. Direct Corporate Finance Institutional Investors II LLC (Passthrough)	--	--	162,736
TCW Special Credits Fund IV (Passthrough)	--	--	6,777
Gemelli Investors, LP (Passthrough)	--	--	265,112
OCA Brigade Credit Fund LLC (Passthrough)	--	--	419,819
Farrallon Capital Institutional Partners, L.P. (Passthrough)	--	--	(590,638)
OCM Opportunities Fund, L.P.(Passthrough)	--	--	23,396
			386,905
Total GainsPart IV - Line 2			(2,079,586)

ATTACHMENT 12A

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
THOMAS JOHNSON C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	CHAIRMAN 2.00	0.	0.	0.
SHINJI FUKUKAWA C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	VICE-CHAIRMAN 2.00	0.	0.	0.
YUSUKE SARAYA C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	BOARD SECRETARY 2.00	0.	0.	0.
GEORGE R. PACKARD C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	PRESIDENT 40.00	275,000.	41,650.	0.
TAKEO TAKUMA C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	VICE-PRESIDENT 40.00	175,658.	29,946.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GERALD L. CURTIS C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
ROBIN CHANDLER DUKE C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
JANE MACK GOULD C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
YORIKO KAWAGUCHI C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
SHIN'ICHI KITAOKA C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
YATARO KOBAYASHI C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
AKIRA KOJIMA C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
TARO KONO C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
JAMES LINTOTT C/O UNITED STATES-JAPAN FOUNDATION 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
ALEXANDRA MUNROE 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
T TIMOTHY RYAN JR 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
YOHEI SASAKAWA 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
THOMAS W STRAUSS 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
MARIA CRISTINA MANAPAT-SIMS 145 EAST 32ND STREET NEW YORK, NY 10016	SECRETARY/TREASURER 40.00	142,163.	24,168.	0.
	GRAND TOTALS	592,821.	95,764.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID JANES C/O UNITED STATES-JAPAN FDTN NEW YORK, NY 10016	PROGRAM OFFICER 40.00	110,721.	18,823.	0.
TERESA L. SHAM C/O UNITED STATES-JAPAN FDTN NEW YORK, NY 10016	ADMIN OFFICER 40.00	71,370.	12,133.	0.
AYA MIZUSHIMA C/O UNITED STATES-JAPAN FDTN NEW YORK, NY 10016	USJF LEADERSHIP PRGM 40.00	70,547.	13,912.	0.
ELIZABETH GORDON C/O UNITED STATES-JAPAN FDTN NEW YORK, NY 10016	PROJECT DIRECTOR 40.00	56,945.	9,681.	0.
	TOTAL COMPENSATION	309,583.	54,549.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
OFFIT ADVISORS 140 BROADWAY NEW YORK, NY 10005	INVESTMENT ADVISORY	220,818.
BERSON & CORRADO 25 WEST 43RD STREET NEW YORK, NY 10036	ACCOUNTING SERVICES	87,000.
TOTAL COMPENSATION		307,818.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

GRANT ADMINISTRATOR - C/O USJF
212-481-8761

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATION SHOULD BE LESS THAN 3 PAGES AND INCLUDE THE FOLLOWING
1) DESCRIPTION OF APPLICANT INCLUDING TAX EXEMPT STATUS
2) SUMMARY OF PROPOSED PROJECT
3) PRESENT SOURCE OF FUNDS
4) AMOUNT OF PROPOSED GRANT

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

INDIVIDUALS APPLYING ON THEIR OWN BEHALF FOR INDEPENDENT STUDY, RESEARCH, TRAVEL OR PARTICIPATION IN MEETINGS ARE NOT ELIGIBLE.

UNITED STATES - JAPAN FOUNDATION
SCHEDULE OF GRANTS PAID AND APPROVED FOR FUTURE PAYMENT
EIN 13-3054425
December 31, 2009

Recipient Name and Purpose	Status	Individual Recipient	Unpaid January 1, 2009	Net Grants Authorized 2009	Paid	Unpaid December 31, 2009
Precollege Education						
Association for Asian Studies (Ann Arbor, MI) To support special Japan-related sections in the Association for Asian Studies' teaching journal Education About Asia.	501(c)(3) Public Charity	N/A		$ 37,500		$ 37,500
Board of Trustees of the University of Illinois (Champaign, IL) To support a documentary video with supplementary instructional materials about the half-century long engagement between people in a town in Tohoku and an American anthropologist.	501(c)(3) Public Charity	N/A		40,205		40,205
Children's Museum (Boston, MA) To support critical repairs in the *Kyo no Machiya*, as part of the 50th anniversary of the Kyoto-Boston Sister City relationship.	501(c)(3) Public Charity	N/A		5,000	$ 5,000	
Creative Connections (Norwalk, CT) To support an arts-related cultural exchange project for 600 students in Hiroshima and the US.	501(c)(3) Public Charity	N/A		16,750		16,750
Five Colleges Inc. (Five College Center for East Asian Studies) (Amherst, MA) To support a thirty-hour pilot program that will train fifteen middle school teachers to teach about Japan through the use of the literature that examines the physical and human characteristics of Japan.	501(c)(3) Public Charity	N/A		15,125		15,125
Global Nomads Group (New York, NY) To support a series of live video conferences that will connect high schools in the US and Japan.	501(c)(3) Public Charity	N/A		15,000		15,000
Grace Church School (New York, NY) To support the Yukuhashi-Grace Church School sister school program.	501(c)(3) Public Charity	N/A		18,200		18,200
Great Falls Elementary School (Great Falls, VA) To support the development of a Japanese Garden at Great Falls Elementary School as part of the 2009 Elgin Heinz Outstanding Teacher Award.	501(c)(3) Public Charity	N/A		5,000		5,000
Japan Society of Boston (Boston, MA) To support the second year of a two-year program to strengthen the ties between Kyoto and Boston by bringing together little-league baseball players from both cities.	501(c)(3) Public Charity	N/A		30,000	30,000	
Japan Society of San Diego and Tijuana (San Diego, CA) To support a Japanese language competition held annually in February for high school students currently studying Japanese in the San Diego area.	501(c)(3) Public Charity	N/A		20,000		20,000
Japan-America Society of Washington, DC (Washington, DC) To support a national Japanese language and culture competition for high school students.	501(c)(3) Public Charity	N/A		50,000		50,000
(carried forward)				252,780	35,000	217,780

UNITED STATES - JAPAN FOUNDATION
SCHEDULE OF GRANTS PAID AND APPROVED FOR FUTURE PAYMENT
EIN 13-3054425
December 31, 2009

Recipient Name and Purpose	Status	Individual Recipient	Unpaid January 1, 2009	Net Grants Authorized 2009	Paid	Unpaid December 31, 2009
(brought forward)				$ 252,780	$ 35,000	$ 217,780
Precollege Education (continued)						
Julia R Masterman Laboratory and Demonstration School (Philadelphia, PA) To support the expansion of Japanese language and cultural studies at the Julia R. Masterman School as part of the 2009 Elgin Heinz Outstanding Teacher Award.	501(c)(3) Public Charity	N/A		5,000	5,000	
Kushi Foundation (Becket, MA) To support the design and development of a website that will support the sharing of culture-rich teaching materials for K-12 Japanese-language instruction.	501(c)(3) Public Charity	N/A		17,243		17,243
Michigan State University (East Lansing, MI) To support a three-week environmental studies exchange program between high school science students and teachers in the state of Michigan and Shiga prefecture	501(c)(3) Public Charity	N/A		50,675	50,675	
Michigan State University (East Lansing, MI) To support additional airfare charges for MSU's three-week environmental studies exchange program between high school science students and teachers in the state of Michigan and Shiga prefecture.	501(c)(3) Public Charity	N/A		15,000	15,000	
Midori Foundation (New York, NY) To support Midori and Friends' music education programs in underprivileged elementary schools in the New York City area.	501(c)(3) Public Charity	N/A		30,000	30,000	
Murray State University (Murray, KY) To provide partial salary support for the first Japanese language teacher in the local public schools in western Kentucky.	501(c)(3) Public Charity	N/A		3,500	3,500	
Nanzan University (Nagoya, Aichi, Japan) To support the third year of the Nagoya American Studies Summer seminars, which aim to enhance mutual understanding between Americans and Japanese.	501(c)(3) Public Charity	N/A	$ 35,000		35,000	
New York Botanical Garden (Bronx, NY) To support hands-on activities for children, teachers, and families in association with the Garden's fall exhibition, *Kiku in the Japanese Autumn Garden*, which runs from October 17 to November 15, 2009.	501(c)(3) Public Charity	N/A		35,000	35,000	
NY de Volunteer (New York, NY) To support a series of Japanese cultural education programs for underprivileged children in New York City.	501(c)(3) Public Charity	N/A		28,000		28,000
Primary Source (Watertown, MA) To support the *Primary Source Japan Program*.	501(c)(3) Public Charity	N/A		30,000	30,000	
(carried forward)			35,000	467,198	239,175	263,023

Recipient Name and Purpose	Status	Individual Recipient	Unpaid January 1, 2009	Grants Authorized 2009	Paid	Unpaid December 31, 2009
(brought forward)			$ 35,000	$ 497,198	$ 239,175	$ 263,023
Precollege Education (continued)						
Seattle Public Schools (Seattle, WA) To support the first year of a three-year project for the next phase of development of a model Kindergarten through 12th grade Japanese immersion program for the Seattle Public Schools as part of their international school initiative.	501(c)(3) Public Charity	N/A	41,000		41,000	
Seattle Public Schools (Seattle, WA) To support the second year of the next phase of development of a model Kindergarten through 12th grade Japanese immersion program for the Seattle Public Schools as part of their international school initiative.	501(c)(3) Public Charity	N/A	44,507		44,507	
Seattle Public Schools (Seattle, WA) To support the third year of the next phase of development of a model Kindergarten through 12th grade Japanese immersion program for the Seattle Public Schools as part of their international school initiative.	501(c)(3) Public Charity	N/A		49,051	49,051	
September 11th Widows and Victims Families Association (New York, NY) To support the development, at the Tribute WTC Center Visitor Center, of materials to teach young people about Sadako Sasaki in the context of September 11th, focusing on how they can build from an emotional and intellectual response to these stories to taking action in their world.	501(c)(3) Public Charity	N/A		10,000	10,000	
Temple University Japan (Minato-ku, Tokyo, Japan) *To support the third year of a three-year US study tour for Japanese high school* teachers, including lectures, historical tours, and follow-up workshops that will focus on American studies.	501(c)(3) Public Charity	N/A	51,466		51,466	
The Association of Teachers of Japanese (Boulder, CO) To support a new on-line course for precollege nonnative Japanese language teachers in the US that focuses on advanced Japanese reading skills.	501(c)(3) Public Charity	N/A		3,000	3,000	
The Gitter-Yelen Foundation (New Orleans, LA) To support the first year of a series of Japanese art education workshops in New Orleans directed by the Gitter-Yelen Art Study Center.	501(c)(3) Public Charity	N/A		20,000	20,000	
The Mountain Institute (Washington, DC) To support the second year of a three-year project to develop new and innovative middle to high school level curricula that use the virtual climb of each mountain as the central study themes to introduce American and Japanese students to the history, culture, geography, and environmental issues of each other's countries	501(c)(3) Public Charity	N/A	80,000		80,000	
(carried forward)			251,973	549,249	538,199	263,023

Recipient Name and Purpose	Status	Individual Recipient	Unpaid January 1, 2009	Grants Authorized 2009	Paid	Unpaid December 31, 2009
(brought forward)			$ 251,973	$ 549,249	$ 538,199	$ 263,023
Precollege Education (continued)						
The Mountain Institute (Washington, DC) To support the third year of the development of new and innovative middle to high school level curricula that use the virtual climb of each mountain as the central study themes to introduce American and Japanese students to the history, culture, geography, and environmental issues of each other's countries in new and engaging ways.	501(c)(3) Public Charity	N/A		80,000		80,000
University of Pennsylvania (Philadelphia, PA) To support the third year of a three-year program to prepare educators to teach about contemporary Japan in the Greater Philadelphia Region.	501(c)(3) Public Charity	N/A		74,082		74,082
Subtotal for Precollege Education	501(c)(3) Public Charity		251,973	703,331	538,199	417,105
US - Japan Policy						
Institute for International Policy Studies (Tokyo, Japan) To support the third year of a three-year series of comprehensive studies of what the Japan-US Alliance toward 2020 should be	501(c)(3) Public Charity	N/A		61,319	15,672	45,647
Institute for International Policy Studies (IIPS) (Tokyo, Japan) To support the second year of a three-year series of comprehensive studies of what the Japan-US Alliance toward 2020 should be.	501(c)(3) Public Charity	N/A	57,340		57,340	
International University of Japan (Niigata, Japan) To support the second year of a two-year project to research and produce a comprehensive and updated book on the US foreign policy decision-making process.	501(c)(3) Public Charity	N/A	27,015		27,015	
Japan Center for International Exchange (New York, NY) To support JCIE's project reinvigorating US-Japan policy dialogue and discussion in a time of political change.	501(c)(3) Public Charity	N/A		15,000	15,000	
Japan Center for International Exchange (New York, NY) To support a research and dialogue initiative to formulate a new action-oriented strategy strengthening US-Japan policy dialogue and discussion.	501(c)(3) Public Charity	N/A		30,963	30,963	
(carried forward)			84,355	107,282	145,990	45,647

Recipient Name and Purpose	Status	Individual Recipient	Unpaid January 1, 2009	Net Grants Authorized 2009	Paid	Unpaid December 31, 2009
(brought forward)			$ 84,355	$ 107,282	$ 145,990	$ 45,647
US - Japan Policy (continued)						
Maureen and Mike Mansfield Foundation (Washington, DC) To support the Maureen and Mike Mansfield Foundation's ongoing programs and activities and in honor of Ambassador Walter Mondale, recipient of the United States-Japan Foundation's 2008 Distinguished Service Award.	501(c)(3) Public Charity	N/A		10,000	10,000	
The Board of Trustees of the Leland Stanford Junior University (Stanford, CA) To support the third year of a three-year comparative study of the formation of historical memory of the Sino-Japanese and Pacific wars in China, Japan, Korea, Taiwan and the United States with the aim of promoting understanding and reconciliation	501(c)(3) Public Charity	N/A		52,616	52,616	
Trustees of Princeton University (Princeton, NJ) To support a project that examines the importance of national identities in Japan's relations with its neighbors and the widening regional context in which US-Japan relations are becoming situated.	501(c)(3) Public Charity	N/A		25,000	25,000	
Subtotal for US - Japan Policy			84,355	194,898	233,606	45,647
Communications/Public Opinion						
Asian Cine-Vision (New York, NY) To support the creation of a documentary film which focuses on the 50 year friendship between John Rockefeller III and Shigeharu Matsumoto, and explores the vital projects they worked on together to cement a lasting two-way relationship between the United States and Japan.	501(c)(3) Public Charity	N/A	27,588		27,588	
Class Acts Arts (Silver Spring, MD) To support the creation of a feature-length documentary chronicling the "life" of pictures drawn by children of Hiroshima, Japan in 1947 in gratitude to a church in Washington, DC for their donations of art supplies.	501(c)(3) Public Charity	N/A		80,000	80,000	
Community Television Foundation of South Florida (Miami, FL) To support the production and broadcast of at least eight reports on Japanese business/economic topics on public television's Nightly Business Report.	501(c)(3) Public Charity	N/A		37,400		37,400
Isamu Noguchi Foundation and Garden Museum (Long Island City, NY) To support communications initiative promoting The Noguchi Museum and its wide variety of programs to Japanese-speaking individuals.	501(c)(3) Public Charity	N/A		10,000		10,000
Japanese Garden Society of Oregon (Portland, OR) To support the first-year planning phase of The North American Japanese Garden Initiative, a long-term project that will develop a network of Japanese gardens in the US and link them with garden professionals in Japan	501(c)(3) Public Charity	N/A		43,000		43,000
(carried forward)			27,588	170,400	107,588	90,400

UNITED STATES - JAPAN FOUNDATION
SCHEDULE OF GRANTS PAID AND APPROVED FOR FUTURE PAYMENT
EIN 13-3054425
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Recipient Name and Purpose	Status	Individual Recipient	Unpaid January 1, 2009	Net Grants Authorized 2009	Paid	Unpaid December 31, 2009
(carried forward)			$ 27,588	$ 170,400	$ 107,588	$ 90,400
Communications/Public Opinion (continued)						
National Bureau of Asian Research (Seattle, WA) To support the continuation of monthly analysis of Japanese publications by Ms. Fumiko Halloran on the Japan-US Discussion Forum and to support a portion of the Forum's operating costs	501(c)(3) Public Charity	N/A		15,000		15,000
Shelburne Art Center (Shelburne, VT) To support the production of a book on traditional Japanese boat building by Mr. Douglas Brooks, an American who has apprenticed with four master boat builders in Japan.	501(c)(3) Public Charity	N/A	32,500			32,500
Solomon R. Guggenheim Foundation (New York, NY) To support an exhibition titled "The Third Mind: American Artists Contemplate Asia, 1860-1989".	501(c)(3) Public Charity	N/A		50,000	50,000	
The Center for Independent Documentary (Sharon, MA) To support travel to Japan in October 2009 as part of the film "Be Strong, Be Gentle, Be Beautiful" about Keiko Fukuda, the highest ranking female judo master.	501(c)(3) Public Charity	N/A		20,000	20,000	
The Maureen and Mike Mansfield Foundation (Washington, DC) To support the Asian Opinion Poll Database, an online reference tool for researchers in the United States to monitor and access public opinion trends in Japan and other Asian nations.	501(c)(3) Public Charity	N/A		10,000		10,000
Vermont Studio Center (Johnson, VT) To support fellowships for two Japanese visual artists to engage in eight-week residencies at the Vermont Studio Center and participate in their educational outreach programs.	501(c)(3) Public Charity	N/A		25,000		25,000
Western Washington University Foundation (Bellingham, WA) To support a community-wide film and discussion program that will explore Japanese society and cultures as it has evolved from the pre-war 1930's through the war and reconstruction.	501(c)(3) Public Charity	N/A		3,000		3,000
Subtotal for Communications/Public Opinion			60,088	293,400	177,588	175,900
Total			$ 396,416	$ 1,191,629	$ 949,393	$ 638,652

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							-2079586.	

Form **8868** (Rev April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	**UNITED STATES-JAPAN FOUNDATION**	13-3054425
	Number, street, and room or suite no If a P O box, see instructions **145 East 32nd Street**	
	City, town or post office, state, and ZIP code For a foreign address, see instructions **New York NY 10016**	

Check type of return to be filed (file a separate application for each return)

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
[X] Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ UNITED STATES-JAPAN FOUNDATION

Telephone No ▶ ( ) FAX No ▶ ( )

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2010, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 09 or

▶ ☐ tax year beginning ______, 20___, and ending ______, 20___

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 93,420
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 68,420
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 25,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of Exempt Organization **UNITED STATES-JAPAN FOUNDATION**	Employer identification number 13-3054425
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P.O box, see instructions **145 East 32nd Street**	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions **New York NY 10016**	

Check type of return to be filed (File a separate application for each return)
☐ Form 990 ☒ Form 990-PF ☐ Form 1041-A ☐ Form 6069
☐ Form 990-BL ☐ Form 990-T (sec 401(a) or 408(a) trust) ☐ Form 4720 ☐ Form 8870
☐ Form 990-EZ ☐ Form 990-T (trust other than above) ☐ Form 5227

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ UNITED STATES-JAPAN FOUNDATION
Telephone No ▶ ( ) FAX No ▶ ( )
• If the organization does not have an office or place of business in the United States, check this box ▶ ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2010
5 For calendar year 2009, or other tax year beginning ______, 20__, and ending ______, 20__
6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
7 State in detail why you need the extension
Awaiting third party information necessary for filing a complete and accurate return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 93,420
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 93,420
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶