HURRICANE SANDY

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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation
UNITED STATES-JAPAN FOUNDATION

A Employer identification number
13-3054425

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

B Telephone number (see instructions)
(212) 481-8753

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

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: [X] 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) ▶ $ 79,227,616.

J Accounting method: ☐ Cash [X] 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).*)

		(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)	221,757.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,645.	2,645.		
	4 Dividends and interest from securities	969,150.	969,150.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,668,545.			
	b Gross sales price for all assets on line 6a 23,411,890.				
	7 Capital gain net income (from Part IV, line 2)		2,669,005.		
	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)	119,394.	118,157.		ATCH 1
	12 **Total.** Add lines 1 through 11	3,981,491.	3,758,957.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	638,374.	67,007.		571,367.
	14 Other employee salaries and wages	260,609.	8,118.		252,491.
	15 Pension plans, employee benefits	416,927.	29,352.		387,575.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	123,000.	57,900.		65,100.
	c Other professional fees (attach schedule) *	715,081.	715,081.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	15,000.			
	19 Depreciation (attach schedule) and depletion ATCH 5A	34,780.			
	20 Occupancy	343,453.	11,318.		333,135.
	21 Travel, conferences, and meetings	118,110.	24,263.		98,847.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	753,498.	4,772.		813,045.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,418,832.	917,811.		2,521,560.
	25 Contributions, gifts, grants paid	619,798.			947,831.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,038,630.	917,811.	0	3,469,391.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-57,139.			
	b **Net investment income** (if negative, enter -0-)		2,841,146.		
	c **Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions. *ATCH 3 JSA ** ATCH 4 Form **990-PF** (2011)

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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	261,148.	10,083,224.	10,083,224.
	2	Savings and temporary cash investments	619,032.	513,230.	513,230.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ 170,880. Less: allowance for doubtful accounts ▶	401,856.	170,880.	170,880.
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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 6	21,104.	102,444.	102,444.
	10a	Investments - U.S. and state government obligations (attach schedule)	2,137,589.		
	b	Investments - corporate stock (attach schedule) ATCH 7	10,209,669.	9,819,049.	9,819,049.
	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 8	70,569,651.	53,911,476.	53,911,476.
	14	Land, buildings, and equipment: basis ▶ ATCH 8A 1,651,610. Less: accumulated depreciation (attach schedule) ▶ 1,211,694.	456,609.	439,916.	439,916.
	15	Other assets (describe ▶ ATCH 9)	470,330.	4,187,397.	4,187,397.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	85,146,988.	79,227,616.	79,227,616.
Liabilities	17	Accounts payable and accrued expenses	41,210.	43,538.	
	18	Grants payable	447,053.	138,126.	
	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 10)	240,488.	46,741.	
	23	Total liabilities (add lines 17 through 22)	728,751.	228,405.	
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	84,016,381.	78,828,331.	
	25	Temporarily restricted	401,856.	170,880.	
	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 instructions)	84,418,237.	78,999,211.	
	31	Total liabilities and net assets/fund balances (see instructions)	85,146,988.	79,227,616.	

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	84,418,237.
2	Enter amount from Part I, line 27a	2	-57,139.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	84,361,098.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11	5	5,361,887.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	78,999,211.

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 11A 2,669,005.
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	0

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 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))
2010	3,504,867.	76,990,526.	0.045523
2009	3,285,902.	72,778,854.	0.045149
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

2	Total of line 1, column (d)	2	0.207046
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	0.041409
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	82,771,983.
5	Multiply line 4 by line 3	5	3,427,505.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28,411.
7	Add lines 5 and 6	7	3,455,916.
8	Enter qualifying distributions from Part XII, line 4	8	3,487,478.

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 "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see 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	28,411.
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	28,411.
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	28,411.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 130,608.		
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	130,608.
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	102,197.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 102,197. **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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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)*

		Line	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 ▶ WWW.US-JF.ORG

14 The books are in care of ▶ CHRISTINE MANAPAT-SIMS Telephone no. ▶ 212-481-8753
Located at ▶ 145 EAST 32ND STREET NEW YORK, NY 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

		Line	Yes	No
16	At any time during calendar year 2011, 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 ▶ JAPAN			

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.

			Line	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)?		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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 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 2011 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 2011.)*		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 2011?		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)? **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? ATTACHMENT 12 ☒ 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** No: 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 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		638,374.	104,439.	0

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
ATTACHMENT 14		350,733.	63,093.	0

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
ATTACHMENT 15		399,071.
Total number of others receiving over $50,000 for professional services ▶		0

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.	698,055.
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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
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	73,707,509.
b	Average of monthly cash balances	1b	8,036,605.
c	Fair market value of all other assets (see instructions)	1c	2,288,356.
d	**Total** (add lines 1a, b, and c)	1d	84,032,470.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	84,032,470.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,260,487.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	82,771,983.
6	**Minimum investment return.** Enter 5% of line 5	6	4,138,599.

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	4,138,599.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	28,411.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	28,411.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	4,110,188.
4	Recoveries of amounts treated as qualifying distributions			4	16,475.
5	Add lines 3 and 4			5	4,126,663.
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	4,126,663.

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	3,469,391.
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	18,087.
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	3,487,478.
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	28,411.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,459,067.

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				4,126,663.
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only				
b	Total for prior years: 20 09 ,20 08 ,20 07				
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 ...... 155,507.				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	Total of lines 3a through e	155,507.			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 3,487,478.				
a	Applied to 2010, 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 2011 distributable amount				3,487,478.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	155,507.			155,507.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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 2010. Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				483,678.
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 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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				947,831.
Total ▶ 3a				947,831.
b Approved for future payment				
SEE ATTACHMENT 19				138,126.
Total ▶ 3b				138,126.

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 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	2,645.	
4 Dividends and interest from securities			14	969,150.	
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	1,237.	18	118,157.	
8 Gain or (loss) from sales of assets other than inventory	900000	-460.	18	2,669,005.	
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)		777.		3,758,957.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,759,734.

(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.)

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

▶ George R. Packard | 12-11-12 | ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARIE ARRIGO	Marie Arrigo CPA	12/4/2012		P00058583

Firm's name ▶ EISNERAMPER LLP — Firm's EIN ▶ 13-1639826

Firm's address ▶ 750 THIRD AVENUE, NEW YORK, NY 10017-2703 — Phone no. 212-949-8700

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

2011

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	☐ 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 UNITED STATES-JAPAN FOUNDATION

Employer identification number 13-3054425

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	MITSUBISHI FOUNDATION C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	$ 124,332.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	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.)
3	KENGO WATANABE 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.)
4	LYNTON FONDATION C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	$ 8,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	TETSUYA BESSHO C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	$ 6,511.	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)

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Name of organization UNITED STATES-JAPAN FOUNDATION

Employer identification number 13-3054425

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization UNITED STATES-JAPAN FOUNDATION

Employer identification number 13-3054425

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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)							2,669,005.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET LIMITED PARTNERSHIP PASS-THRU INCOME	119,394.	118,157.
TOTALS	119,394.	118,157.

ATTACHMENT 2

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	36,000.	14,400.		21,600.
TOTALS	123,000.	57,900.		65,100.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY AND MANAGEMENT FEES		715,081.	715,081.
	TOTALS	715,081.	715,081.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAXES	15,000.
TOTALS	15,000.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GENERAL OFFICE AND MISC.	82,246.	4,112.	75,922.
PROGRAM PROJECT/DEVELOPMENT	17,228.		17,228.
TELEPHONE AND FACSIMILE	9,081.	454.	8,627.
OTHER CHARITABLE EXPENSES	9,290.		9,290.
POSTAGE AND MESSENGER	4,129.	206.	3,923.
US-JAPAN LEADERSHIP PROGRAM	698,055.		698,055.
FINANCIAL STATEMENT ADJUSTMENT TO PREPAID EXCISES TAXES	-66,531.		
TOTALS	753,498.	4,772.	813,045.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	21,104.	18,479.	18,479.
PREPAID FEDERAL EXCISE TAXES		83,965.	83,965.
TOTALS	21,104.	102,444.	102,444.

UNITED STATES-JAPAN FOUNDATION
EIN #13-3054425
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2011

Quantity	Security	Book Value	Market Value
Line 10b - Corporate Stocks:			
2,800	Abbott Laboratories	157,444	157,444
1,600	Accenture	85,168	85,168
1,600	Allergan Inc.	140,384	140,384
410	Amerco	36,244	36,244
1,400	AmerisourceBergen Corp.	52,066	52,066
340	Apple Inc.	137,700	137,700
4,280	Assisted Living Concepts Inc.	63,729	63,729
1,370	Atlas Air Worldwide Holdings Inc.	52,649	52,649
2,085	Avenet Inc.	64,823	64,823
1,500	Bed Bath & Beyond Inc.	86,955	86,955
2,100	Cabot Oil & Gas Corp	102,502	102,502
1,300	Cameron International Corporation	63,947	63,947
1,207	Casey's General Stores Inc.	62,173	62,173
3,600	Cisco Systems Inc.	65,088	65,088
1,990	CIT Group Inc.	69,391	69,391
2,300	Coca-Cola Co.	160,931	160,931
1,100	Colgate Palmolive Co.	101,629	101,629
1,665	Commonwealth	27,706	27,706
1,000	Costco Wholesale Corp	83,320	83,320
3,716	Denbury Res Inc.	56,112	56,112
2,805	Discover Financial Services	67,320	67,320
1,000	Emerson Electric co.	46,590	46,590
1,755	Encore Wire Corp	45,454	45,454
1,125	Family Dollar Stores Inc.	64,867	64,867
2,655	Fifth Third Bancorp	33,772	33,772
1,000	Fluor Corp	50,250	50,250
3,345	Foot Locker Inc.	79,745	79,745
3,100	General Electric Co	55,521	55,521
247	Google Inc.	159,537	159,537
1,600	Halliburton Co.	55,216	55,216
1,830	Hyatt Hotels Corp	68,881	68,881
2,990	Investors Bancorp Inc.	40,305	40,305
2,025	JC Penny Inc.	71,179	71,179
1,895	Kaiser Aluminum Corp	86,943	86,943
4,525	KeyCorp	34,797	34,797
4,000	Kraft Foods Inc.	149,440	149,440
2,470	Leucadia National Corp	56,168	56,168
35,500	Market Vectors AgriBusiness	1,673,825	1,673,825
1,400	McDonalds Corp	140,462	140,462
1,500	Medco Health Solutions Inc.	83,850	83,850
1,775	Men's Wearhouse Inc.	57,528	57,528
2,757	Molex Inc.	54,533	54,533
1,200	Monsanto Co.	84,084	84,084
1,000	Nike Inc	96,370	96,370
1,100	Occidental Petroleum Corp	103,070	103,070
1,600	Omnicom Group Inc.	71,328	71,328
620	Oneok Inc.	53,748	53,748
2,000	Oracle Corp.	51,300	51,300
1,900	PepsiCo Inc.	126,065	126,065

UNITED STATES-JAPAN FOUNDATION
EIN #13-3054425
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2011

Quantity	Security	Book Value	Market Value
Line 10b - Corporate Stocks (continued):			
2,275	Plum Creek Timer Company Inc.	83,174	83,174
2,361	Procter & Gamble Co.	157,502	157,502
2,600	Qualcomm Inc.	142,220	142,220
810	Range Resources Corp	50,171	50,171
1,800	Raymond James Financial Inc.	55,728	55,728
900	Schlumberger Ltd.	61,479	61,479
985	Schniitzer Steel Industries Inc.	41,646	41,646
840	SL Green Realty Corp	55,977	55,977
18,500	SPDR Gold Trust	2,811,815	2,811,815
3,640	Spirit Aerosystems Holdings	75,639	75,639
2,700	Stryker Corp.	134,217	134,217
1,305	Tech Data Corp	64,480	64,480
1,700	TJX Companies Inc.	109,735	109,735
2,385	Trinity Industries Inc.	71,693	71,693
1,070	Ultra Petroleum Corp	31,704	31,704
1,300	Unilever	44,682	44,682
1,400	United Parcel Service Inc.	102,466	102,466
1,505	Vail Resorts Inc.	63,752	63,752
1,000	Visa Inc.	101,530	101,530
175	White Mountains Insurance Group Ltd.	79,356	79,356
1,395	WR Berkley Corp	47,974	47,974
		$ 9,819,049	$ 9,819,049

UNITED STATES-JAPAN FOUNDATION
EIN #13-3054425
PART II - BALANCE SHEET - LINE 13
INVESTMENTS - OTHER
DECEMBER 31, 2011

Security	Book Value	Fair Value
Limited Partnerships and LLCs:		
JP Morgan US Pooled Corporate Finance Institutional Investors II LLC	3,224,128	3,224,128
JP Morgan European Direct Corporate Finance Instititutional Investors II LLC	2,136	2,136
JP Morgan European Pooled Corporate Finance Instititutional Investors II LLC	888,070	888,070
JP Morgan European US Direct Corporate Finance Instititutional Investors II LLC	147,606	147,606
Chesapeake Partners International Ltd.	1,635,471	1,635,471
OCA Brigade Credit Fund	3,500,000	3,500,000
OCA Wesley Mortgage Reit Fund LLC	2,368,644	2,368,644
OCA Developing Countries Select Fund LP	2,169,957	2,169,957
Plains All American Pipeline LP	49,212	49,212
The Walter Scott International LLC	170,311	170,311
	14,155,535	**14,155,535**
Private Equities:		
Brown Brothers Harriman Private Equity Partners III Offshore	1,643,019	1,643,019
Gemelli Investors, LP	1,448,646	1,448,646
Farallon Capital Management Partners, LP	794,830	794,830
Onset Enterprise Associates II, LP	40,950	40,950
Fir Tree International Value Fund, Ltd.	6,376	6,376
	3,933,821	**3,933,821**
Hedge Funds:		
Gem Realty Securities, Ltd.	2,156,167	2,156,167
Pershing Square International Ltd	3,126,262	3,126,262
Aurelius Capital International Ltd.	2,544,771	2,544,771
Owl Creek Oversees Fund Fund, Ltd.	1,616,043	1,616,043
Anchorage Capital Partners Offshore	1,938,932	1,938,932
MKP Credit Offshore, Ltd	2,679,136	2,679,136
Taconic Opportunity Offshore Fund Ltd.	1,825,242	1,825,242
	15,886,553	**15,886,553**
Mutual and Fixed Income Funds:		
OCA Ashmore Emerging Markets Fund	2,933,537	2,933,537
Ashmore Brasil Fund	1,948,317	1,948,317
Doubleline Funds	2,641,982	2,641,982
Van Eck Funds - Large Cap Equity	1,748,579	1,748,579
Yacktman Focused Fund	5,191,289	5,191,289
Van Eck Funds - Mid Cap Equity	1,375,291	1,375,291
Tweedy Browne Fund Inc.	4,096,572	4,096,572
	19,935,567	**19,935,567**
Total Investments - Other	**$ 53,911,476**	**$ 53,911,476**

United States Japan Foundation
Schedule Attachment to Form 990-PF
EIN #13-3054425
December 31, 2011

Part I - Line 19 - Depreciation:

		December 31, 2011
Property and equipment at cost:		
Cooperative apartment	$	790,725
Cooperative apartment improvements		241,370
Leasehold improvements		230,685
Equipment		102,378
Furniture and fixtures		286,452
		1,651,610
Accumulated depreciation and amortization		(1,211,694)
Total	$	439,916

Depreciation and Amortization

Opening accumulated depreciation at January 1, 2011	$	1,176,914
2011 Depreciation expense		34,780
Ending accumulated depreciation at December 31, 2011	$	1,211,694

ATTACHMENT 8A

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SECURITY DEPOSITS	40,508.	40,508.	40,508.
INTEREST RECEIVABLE	138,593.	64,605.	64,605.
DUE FROM BROKER	291,229.	4,082,284.	4,082,284.
TOTALS	470,330.	4,187,397.	4,187,397.

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
DEFERRED EXCISE TAXES PAYABLE	157,922.	46,741.
FEDERAL EXCISE TAXES PAYABLE	82,566.	
TOTALS	240,488.	46,741.

ATTACHMENT 11

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

DESCRIPTION	AMOUNT
UNREALIZED DEPRECIATION ON INVESTMENTS, NET OF DEFERRED EXCISE TAX BENEFIT	5,131,445.
PRIOR YEAR ADJUSTMENT OF NET ASSETS	230,442.
TOTAL	5,361,887.

United States-Japan Foundation
Schedule of Realized Gains/(Losses)
EIN #13-3054425
As of December 31, 2011

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

INVESTMENT ADVISOR	INVESTMENTS PROCEEDS	INVESTMENTS COST	INVESTMENT REALIZED GAIN/(LOSS)
Publicly Traded Securities	23,411,890	21,977,606	1,434,284
Mutual and Offshore Funds:			
OCA Ashmore Emerging Markets Currency Fund LLC (Passthrough)	--	--	(88,722)
Lighthouse Diversified Fund Ltd. (Passthrough)	--	--	(14)
	--	--	(88,736)
Hedge Funds:			
Daedalus Offshore	--	--	(60,788)
Sankaty High Income	--	--	(165,179)
			(225,967)
Limited Partnerships, LLC and Private Equity:			
OCA Developing Countries Select Fund LP (Passthrough)	--	--	(377,216)
OCA Wesley Mortgage Reit Fund LLC (Passthrough)	--	--	(2,782)
BBH Private Equity Fund	--	--	311,851
JP Morgan European Pooled Corporate Finance Institutional Investors II LLC (Passthrough)	--	--	93,908
JP Morgan U.S. Direct Corporate Finance Institutional Investors II LLC (Passthrough)	--	--	6,174
JP Morgan U.S. Pooled Corporate Finance Institutional Investors II LLC (Passthrough)	--	--	220,625
TCW Special Credits Fund IV (Passthrough)	--	--	(48,684)
Gemelli Investors, LP (Passthrough)	--	--	265,675
Farrallon Capital Institutional Partners, L.P. (Passthrough)	--	--	(56,669)
Walter Scott LLC (Passthrough)	--	--	1,136,542
			1,549,424
Total GainsPart IV - Line 2			2,669,005

ATTACHMENT 11A

ATTACHMENT 12

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: AMERASIAN SCHOOL IN OKINAWA
GRANTEE'S ADDRESS: 1-15-22 SHIMASHI 901-2213
CITY, STATE & ZIP: GINOWAN CITY
FOREIGN PROVINCE: OKINOWA
FOREIGN COUNTRY: JAPAN
GRANT DATE: 08/01/2011
GRANT AMOUNT: 30,332.
GRANT PURPOSE: TO SUPPORT THE SALARY FOR A NEW INSTRUCTOR AT THE SCHOOL
AMOUNT EXPENDED: 30,332.
ANY DIVERSION? NO
DATES OF REPORTS: ANNUALY
VERIFICATION DATE: 12/31/2011
RESULTS OF VERIFICATION:
COMPLIANCE WITH GRANT REQUIREMENTS

GRANTEE'S NAME: JOTETSU UNIVERSITY OF EDUCATION
GRANTEE'S ADDRESS: 1, YAMAYASHIKI-MACHI 943-8512
CITY, STATE & ZIP: JOETSU-SHI
FOREIGN COUNTRY: JAPAN
GRANT DATE: 08/01/2011
GRANT AMOUNT: 38,338.
GRANT PURPOSE: SUPPORT COLLABERATIVE DEVELOPMENT OF CURRICULUM IN EDUCATION FOR SUSTAINABLE DEVELOPMENT
AMOUNT EXPENDED: 38,338.
ANY DIVERSION? NO
DATES OF REPORTS: ANNUALLY
VERIFICATION DATE: 12/31/2011
RESULTS OF VERIFICATION:
COMPLIANCE WITH GRANT REQUIREMENTS

GRANTEE'S NAME: JAPAN NGO CENTER FOR INT'L COOPERATION
GRANTEE'S ADDRESS: 203018 NISHIWASEDA 169-0051
CITY, STATE & ZIP: SHINJUKU-KU
FOREIGN COUNTRY: JAPAN
GRANT DATE: 08/01/2011
GRANT AMOUNT: 24,188.
GRANT PURPOSE: IMPROVE EFFECTIVENESS OF AID DELIVERED BY JAPAN NGO'S THAT USE OVERSEAS DEVELOPMENT FUNDS
AMOUNT EXPENDED: 24,188.
ANY DIVERSION? NO
DATES OF REPORTS: ANNUALLY
VERIFICATION DATE: 12/31/2011
RESULTS OF VERIFICATION:
COMPLIANCE WITH GRANT REQUIREMENTS

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 145 EAST 32ND STREET NEW YORK, NY 10016	CHAIRMAN 2.00	0	0	0
SHINJI FUKUKAWA 145 EAST 32ND STREET NEW YORK, NY 10016	VICE-CHAIRMAN 2.00	0	0	0
YUSUKE SARAYA 145 EAST 32ND STREET NEW YORK, NY 10016	BOARD SECRETARY 2.00	0	0	0
GEORGE R. PACKARD 145 EAST 32ND STREET NEW YORK, NY 10016	PRESIDENT 40.00	275,000.	41,650.	0
TAKEO TAKUMA 145 EAST 32ND STREET NEW YORK, NY 10016	VICE-PRESIDENT 40.00	205,344.	35,924.	0
GERALD L. CURTIS 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0	0	0

UNITED STATES-JAPAN FOUNDATION 13-3054425

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
ROBIN CHANDLER DUKE 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0	0	0
JANE MACK GOULD 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0	0	0
YORIKO KAWAGUCHI 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0	0	0
SHIN'ICHI KITAOKA 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0	0	0
YATARO KOBAYASHI 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0	0	0
AKIRA KOJIMA 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
TARO KONO 145 EAST 32ND STREET NEW YORK, NY 10016	TRUSTEE 1.00	0	0	0
JAMES LINTOTT 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
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

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
MARIA CRISTINA MANAPAT-SIMS 145 EAST 32ND STREET NEW YORK, NY 10016	ASST SECRETARY/TREASURER 40.00	158,030.	26,865.	0
	GRAND TOTALS	638,374.	104,439.	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	GRANT DIRECTOR 40.00	123,061.	20,920.	0
AYA TSUJITA C/O UNITED STATES-JAPAN FDTN NEW YORK, NY 10016	USJF LEADERSHIUP PGM 40.00	94,126.	16,999.	0
TERESA SHAM C/O UNITED STATES-JAPAN FDTN NEW YORK, NY 10016	EXECUTIVE ASSISTANT 40.00	79,359.	13,491.	0
YUKO MOCHIZUKI C/O UNITED STATES-JAPAN FDTN NEW YORK, NY 10016	ADMINISTRATIVE ASST 40.00	54,187.	11,683.	0
	TOTAL COMPENSATION	350,733.	63,093.	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	203,622.
OCA WESLEY MORTGAGE REIT FUND LLC 485 LEXINGTON AVENUE NEW YORK, NY 10017	INVESTMENT MNGT	108,449.
BERSON & CORRADO 25 WEST 43RD STREET NEW YORK, NY 10036	ACCOUNTING SERVICES	87,000.
	TOTAL COMPENSATION	399,071.

ATTACHMENT 16

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

GRANT ADMINISTRATOR - C/O USJF
145 EAST 32ND STREET
NEW YORK, NY 10016
212-481-8761

ATTACHMENT 17

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

ATTACHMENT 18

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, 2011

Recipient Name and Purpose	Status	Relationship	Unpaid January 1, 2011	Grants Authorized 2011	Paid	Unpaid December 31, 2011
Precollege Education						
AmerAsian School in Okinawa (1-15-22 Shimashi Ginowan City Okinawa 901-2213 Japan) To support the salary for a new instructor at the school.	Public Charity Equivalent	N/A	$ 30,332		$ 30,332	
AmerAsian School in Okinawa (1-15-22 Shimashi Ginowan City Okinawa 901-2213 Japan) To support the salary for a qualified teacher at the school.	Public Charity Equivalent	N/A		$ 33,018		$ 33,018
Association for Asian Studies (825 Victors Way, Suite 310 Ann Arbor, MI 48108) To support special Japan-related sections for two issues of Education About Asia on Japan's Democracy.	Public Charity	N/A	37,500		37,500	
Buddhist Film Foundation (Zaentz Media Center 2600 Tenth Street, Suite 409 Berkeley, CA 94710-3104) To support the production and distribution of a new classroom edition DVD and study guide to accompany the feature documentary Shugendo Now in an effort to foster greater understanding between everyday Japanese and American citizens.	Public Charity	N/A		9,000	9,000	
Calloway County Board of Education (2110 College Farm Road Murray, KY 42071) To support matching funds needed to hire a full-time Japanese language teacher.	Public Charity	N/A		10,000	10,000	
Center Grove Community School Corporation 4800 West Stones Crossing Road Greenwood, IN 46143) To support a United States-Japan Day event for one hundred fifty students as part of the 2011 Elgin Heinz Outstanding Teacher Award.	Public Charity	N/A		5,000	5,000	
Creative Connections (Mathews Park, 303 West Avenue Norwalk, CT 06850) To support an arts-related cultural exchange project for pre-college students in the United States and Japan.	Public Charity	N/A		10,000	10,000	
Five Colleges (97 Spring Street Amherst MA 01002) To support a series of Japan-focused webinars taught by expert faculty for K-12 teachers throughout the United States.	Public Charity	N/A		9,526	9,526	
Institute of International Education (809 United Nations Plaza New York, New York 10017) To support a US Higher Education Fair in Japan.	Public Charity	N/A		5,000	5,000	
(carried forward)			67,832	81,544	116,358	33,018

UNITED STATES - JAPAN FOUNDATION
Schedule of Grants Paid and Approved for Future Payment
EIN #13-3054425
December 31, 2011 and 2010

Recipient Name and Purpose	Status	Relationship	Unpaid January 1, 2011	Grants Authorized 2011	Paid	Unpaid December 31, 2011
(brought forward)			$ 67,832	$ 81,544	$ 116,358	$ 33,018
Precollege Education (continued)						
Japan Society (333 East 47th Street New York, NY 10017) To support a social networking project for secondary schools.	Public Charity	N/A	14,916		14,916	
Japan Society of San Diego and Tijuana (4883 Ronson Court, Suite K San Diego, CA 92111) To support the Japanese Cultural and Academic Proficiency Competition (J-CAP) for high school students studying Japanese	Public Charity	N/A	20,000		20,000	
Japan Society of San Diego and Tijuana (4883 Ronson Court, Suite K San Diego, CA 92111) To support a Japanese language competition held annually in February for high school students currently studying Japanese in the San Diego area.	Public Charity	N/A		10,000	10,000	
Japan-America Society of Washington, DC (1819 L Street NW, Level 1B Washington DC 20036) To support a national Japanese language and culture competition for high school students.	Public Charity	N/A	50,490		50,490	
Jotetsu University of Education (1, Yamayashiki-machi, Joetsu-shi 943-8512 Japan) To support the collaborative development of curriculum materials by educators in the US and Japan focused on Education for Sustainable Development.	Public Charity	N/A	38,462	(124)	38,338	
Lincoln Memorial University (6965 Cumberland Gap Pkwy Harrogate, TN 37752) To support the LMU-Kanto study abroad program	Public Charity	N/A	9,560		9,560	
Midori Foundation (352 Seventh Avenue, Suite #301 New York, NY 10001) To support Midori and Friends' music education programs in underprivileged elementary schools in the New York City area	Public Charity	N/A		25,000	25,000	
P.S. 116: The Mary Lindley Murray School (210 East 33rd Street New York, NY 10016) To support the planning, building, and installation of a Japanese garden in The Mary Lindley Murray School yard.	Public Charity	N/A	5,000		5,000	
(carried forward)			206,260	116,420	289,662	33,018

UNITED STATES - JAPAN FOUNDATION
Schedule of Grants Paid and Approved for Future Payment
EIN #13-3054425
December 31, 2011 and 2010

Recipient Name and Purpose	Status	Relationship	Unpaid January 1, 2011	Grants Authorized 2011	Paid	Unpaid December 31, 2011
(brought forward)			$ 206,260	$ 116,420	$ 289,662	$ 33,018
Precollege Education (continued)						
Rochester Institute of Technology (National Technical Institute for the Deaf 1 Lomb Memorial Drive Rochester, NY 14623) To support a pilot program for high school students who are deaf from Japan and the US to enhance and enrich their understanding of the cultures (deaf and hearing) of each country by comparing and contrasting them over a 12 month period.	Public Charity	N/A	35,030		35,030	
South Lakes High School/Fairfax County Public Schools (Office of Budget Services Gatehouse Administration Center, Suite 4100 Fairfax, VA 22042) To support the incorporation of kanji-learning technology into Japanese language classes at South Lakes High School as part of the 2010 Elgin Heinz Outstanding Teacher Award.	Public Charity	N/A	5,000		5,000	
The Association of Teachers of Japanese (1424 Broadway 366 UCB Boulder, CO 80309-366) To support an on-line professional development course for Japanese language Teachers titled Using Technology in the Japanese Language Classroom.	Public Charity	N/A		4,000	4,000	
The Board of Trustees of the Leland Stanford Junior University (Office of Sponsored Programs 340 Panama Street Stanford, CA 94305) To support the creation of new Japanese language instructional materials at the InterUniversity Center for Japanese Language Studies.	Public Charity	N/A		10,000	10,000	
The Japan-America Society of Washington, DC (1819 L Street NW, Level 1B Washington DC 20036) To support a national Japanese language and culture competition for high school students.	Public Charity	N/A		50,490	50,490	
The Mountain Institute (3000 Connecticut Avenue, NW Suite 138 Washington, DC 20008) 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.	Public Charity	N/A	40,000			40,000
(carried forward)			286,290	180,910	394,182	73,018

UNITED STATES - JAPAN FOUNDATION
Schedule of Grants Paid and Approved for Future Payment
EIN #13-3054425
December 31, 2011 and 2010

Recipient Name and Purpose	Status	Relationship	Unpaid January 1, 2011	Grants Authorized 2011	Paid	Unpaid December 31, 2011
(brought forward)			$ 286,290	$ 180,910	$ 394,182	$ 73,018
Precollege Education (continued)						
The Woodlands High School (6101 Research Forest Drive The Woodlands, Texas 77381) To support Japanese performing artists to visit The Woodlands High School to perform for students and as part of the 2011 Elgin Heinz Outstanding Teacher Award	Public Charity	N/A		5,000	5,000	
The Young Men's Christian Association of Greater Seattle (909 Fourth Ave Seattle, Washington 98104) To support a one-month long intensive language program for US high school students to study Japanese language in Kobe, Japan.	Public Charity	N/A		12,000	12,000	
University of Pennsylvania (Office of Research Services Franklin Building 3541 Walnut Street, P221 Philadelphia, PA 19104) To support a program to prepare educators in the Greater Philadelphia region to teach about contemporary Japan in the aftermath of the 2011 disasters.	Public Charity	N/A		78,426	78,426	
World Affairs Council of Oregon (1200 SW Park Avenue, Third Floor Portland, OR 97204) To support Teach East Asia Educator and Youth Forums in 2011.	Public Charity	N/A	7,240		7,240	
Subtotal for Precollege Education			293,530	276,336	496,848	73,018
US-Japan Policy						
Council on Foreign Relations (58 E 68th Street New York, NY 10021) To support a project on Japan's Political Transition and the U.S.-Japanese Alliance.	Public Charity	N/A	44,812		44,812	
Council on Foreign Relations (58 E 68th Street New York, NY 10021) To support the second year of a study to analyze domestic political change in In Japan and its effect on the US-Japan Alliance	Public Charity	N/A		44,813	44,813	
Research and Development Initiative, Chuo University (1-13-27 Kasuga, Bunkyo-ku Tokyo 112-8551 Japan) To support a program that brings together a bi-national team of leading academics to draw up a grand strategy for Japan with the aim of enhancing the US-Japan alliance	Public Charity Equivalent	N/A	2,608			2,608
Subtotal for US - Japan Policy			47,420	44,813	89,625	2,608
(carried forward)			340,950	321,149	586,473	75,626

UNITED STATES - JAPAN FOUNDATION
Schedule of Grants Paid and Approved for Future Payment
EIN #13-3054425
December 31, 2011 and 2010

Recipient Name and Purpose	Status	Relationship	Unpaid January 1, 2011	Grants Authorized 2011	Paid	Unpaid December 31, 2011
(brought forward)			$ 340,950	$ 321,149	$ 586,473	$ 75,626
Communications / Public Opinion						
Asian Cultural Council (6 W 48th St # 12 New York, NY 10036) To support a project titled Voices from Japan: Despair and Hope from Disaster.	Public Charity	N/A		30,000		30,000
Iowa State University Foundation (2505 University Boulevard Ames, IA 50010) To support a multi-media project that will explore Kobo Daishi and the Shikoku Pilgrimage titled, Ritual Praxis and the Body of Belief: Exploring Folk Praxis of the Shikoku Pilgrimage.	Public Charity	N/A	37,170		37,170	
Japan NGO Center for International Cooperation (JANIC) (5F, Avaco Bldg. 203018 Nishiwaseda, Shinjuku-ku, Tokyo, 169-0051 Japan) To support a program that aims to improve the effectiveness of aid delivered by Japanese NGOs that utilize Overseas Development Assistance funds from the Japanese government.	Public Charity Equivalent	N/A	21,433	2,755	24,188	
John Manjiro-Whitfield Commemorative Center for International Exchange **(200 Cabrini Blvd., Apt. 51New York, NY 10033)** To strengthen and make sustainable its Japan-America Grassroots Summit program.	Public Charity	N/A		25,000	25,000	
John Manjiro-Whitfield Commemorative Center for International Exchange(200 Cabrini Blvd., Apt. 51New York, NY 10033) To support the Center and the 2012 Grass-Roots Summit and as part of the United States-Japan Foundation's Distinguished Service Award which was bestowed upon Mr. Minoru Makihara in 2011.	Public Charity	N/A		10,000	10,000	
Minnesota Public Radio/American Public Media (480 Cedar Street St. Paul, Minn 55101) To support a special series of reports on Japan for Marketplace that will increase public understanding of the relationship between America and Japan.	Public Charity	N/A		20,000	20,000	
National Bureau of Asian Research (George F. Russell Jr. Hall 1414 NE 42nd Street, Suite 300 Seattle, WA 98105) To support reviews of Japanese Publications by Ms Fumiko Halloran on the Japan Forum, as well as general support for the Forum.	Public Charity	N/A	15,000		15,000	
(carried forward)			414,553	408,904	717,831	105,626

UNITED STATES - JAPAN FOUNDATION
Schedule of Grants Paid and Approved for Future Payment
EIN #13-3054425
December 31, 2011 and 2010

Recipient Name and Purpose	Status	Relationship	Unpaid January 1, 2011	Grants Authorized 2011	Paid	Unpaid December 31, 2011
(brought forward)			$ 414,553	$ 408,904	$ 717,831	$ 105,626
Communications / Public Opinion (continued)						
National Bureau of Asian Research (George F. Russell Jr Hall 1414 NE 42nd Street, Suite 300 Seattle, WA 98105) To support the continuation of monthly analyses of Japanese publications by Ms. Fumiko Halloran on the Japan-US Discussion Forum and to support a portion of the Forum's operating cost.	Public Charity	N/A		15,000	15,000	
Shelburne Art Center (P.O. Box 52 Shelburne, VT 05482) 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.	Public Charity	N/A	32,500			32,500
Simmons College (300 The Fenway Boston, MA 02115) To support the Japanese Women's Leadership Initiative and Workshop Program.	Public Charity	N/A		50,000	50,000	
The Center for Independent Documentary (680 South Main Street Sharon, MA 02067) To support a 56-minute documentary about 98-year old Keiko Fukuda, who was recently awarded the 10th degree (black belt) in Judo	Public Charity	N/A		15,000	15,000	
U.S.-Japan Council Earthquake Relief Fund (1819 L Street, NW Suite 200 Washington, D.C. 20036) To directly support The U.S.-Japan Council's efforts to raise funds for immediate relief and the long-term rebuilding in Japan as a result of the recent earthquake.	Public Charity	N/A		150,000	150,000	
Subtotal for Communications / Public Opinion			106,103	317,755	361,358	62,500
Total			$ 447,053	$ 638,904	$ 947,831	$ 138,126

THIS FORM HAS BEEN FILED BY OUR OFFICE ON YOUR BEHALF

Form **8868** (Rev. January 2011) 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

THIS IS YOUR COPY

- 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.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

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.

Type or print	Name of exempt organization	Employer identification number
	UNITED STATES-JAPAN FOUNDATION	1 3 3 0 5 4 4 2 5
File by the due date for filing your return See instructions.	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	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2012 to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 20 11 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___.

2 If the tax year entered in line 1 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	$ 130,608
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.	3b	$ 130,608
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

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	Employer identification number
	UNITED STATES-JAPAN FOUNDATION	13 3054425
File by the extended due date for filing your return. See instructions.	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	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 11/15/2012 .

5 For calendar year 2011 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 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	$ 130,608
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	$ 130,608
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, 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 ▶