

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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









OMB No 1545-0052


2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation UNITED STATES-JAPAN FOUNDATION		A Employer identification number 13-3054425	
% CHRISTINE MANAPAT-SIMS		B Telephone number (see instructions) (212) 481-8753	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 145 EAST 32ND STREET Suite			
City or town, state, and ZIP code NEW YORK, NY 10016		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 82,939,697		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 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)	86,675			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,965	10,965		
	4 Dividends and interest from securities.	1,545,885	1,545,885		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,532,580			
	b Gross sales price for all assets on line 6a <u>12,377,296</u>				
	7 Capital gain net income (from Part IV, line 2)		1,532,580		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-3,154	-3,154		
	12 Total. Add lines 1 through 11	3,172,951	3,086,276		
	13 Compensation of officers, directors, trustees, etc	661,080	68,198		592,882
	14 Other employee salaries and wages	263,957	5,399		258,558
	15 Pension plans, employee benefits	397,935	44,051		353,884
	16a Legal fees (attach schedule)	14,316	0	0	14,316
	b Accounting fees (attach schedule)	125,000	58,700	0	66,300
	c Other professional fees (attach schedule)	556,593	556,593		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	22,909			
	19 Depreciation (attach schedule) and depletion	37,035			
	20 Occupancy	352,953	11,676		341,277
	21 Travel, conferences, and meetings	201,373	48,364		153,009
	22 Printing and publications				
	23 Other expenses (attach schedule)	674,607	2,395		661,860
	24 Total operating and administrative expenses. Add lines 13 through 23	3,307,758	795,376	0	2,442,086
	25 Contributions, gifts, grants paid	1,045,523			1,003,153
	26 Total expenses and disbursements. Add lines 24 and 25	4,353,281	795,376	0	3,445,239
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,180,330			
	b Net investment income (if negative, enter -0-)		2,290,900		
	c Adjusted net income (if negative, enter -0-)				

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	10,083,224	3,457,503	3,457,503
	2	Savings and temporary cash investments	513,230	969,424	969,424
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ 245,666 Less allowance for doubtful accounts ▶ _____	170,880	245,666	245,666
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 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	102,444	130,853	130,853
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	9,819,049 	10,440,248	10,440,248
	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)	53,911,476 	67,117,331	67,117,331
	14	Land, buildings, and equipment basis ▶ _____ 1,687,556 Less accumulated depreciation (attach schedule) ▶ _____ 1,248,729	439,916 	438,827	438,827
15	Other assets (describe ▶ _____)	 4,187,397 	139,845 	139,845	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	79,227,616	82,939,697	82,939,697	
Liabilities	17	Accounts payable and accrued expenses	43,538	53,891	
	18	Grants payable	138,126	180,496	
	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 ▶ _____)	 46,741 	96,794	
	23	Total liabilities (add lines 17 through 22)	228,405	331,181	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	78,828,331	82,362,850	
	25	Temporarily restricted	170,880	245,666	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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)	78,999,211	82,608,516	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	79,227,616	82,939,697	

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 78,999,211
2	Enter amount from Part I, line 27a	2 -1,180,330
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 77,818,881
5	Decreases not included in line 2 (itemize) ▶ _____ 	5 -4,789,635
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 82,608,516

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
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	1,532,580
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

If "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))
2011	3,459,067	82,771,983	0 04179
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

2	Total of line 1, column (d).	2	0 210495
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 042099
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	79,163,849
5	Multiply line 4 by line 3.	5	3,332,719
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	22,909
7	Add lines 5 and 6.	7	3,355,628
8	Enter qualifying distributions from Part XII, line 4. 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	8	3,481,185

Part VIExcise 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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	22,909	
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	22,909	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	22,909	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	102,197		
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	102,197	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	79,288	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	79,288	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ JA				

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

No

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

No

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
See Additional Data Table				

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
DAVID JAMES 145 EAST 32ND STREET NEW YORK, NY 10016	PROGRAM OFFICER 40 0	127,982	21,757	
TERSA SHAM 145 EAST 32ND STREET NEW YORK, NY 10016	EXECUTIVE SECRETARY 40 0	87,782	17,198	
KELLY NIXON 145 EAST 32ND STREET NEW YORK, NY 10016	PROJECT DIRECTOR 40 0	46,527	13,868	
YOKU MOCHIZUKI 145 EAST 32ND STREET NEW YORK, NY 10016	ADMINISTRATIVE ASST 40 0	56,064	11,788	
TOMOYUKI WATANABE 145 EAST 32ND STREET NEW YORK, NY 10016	ASSISTANT 40 0	53,514	751	
Total number of other employees paid over \$50,000.				0

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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
OFFIT ADVISORS 140 BROADWAY NEW YORK, NY 10005	INVESTMENT ADVISORY	223,032
BERSON & CORRADO 25 WEST 43RD STREET NEW YORK, NY 10036		
	ACCOUNTING SERVICES	87,000
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
1US-JAPAN LEADERSHIP PROGRAM - A PROGRAM WHICH DEVELOPS A NETWORK AMONG GENERATIONS OF LEADERS IN EACH COUNTRY THROUGH CONFERENCES, A WEBSITE, NEWSLETTERS AND FREQUENT REUNIONS	579,507
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
1NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	71,580,925
b	Average of monthly cash balances.	1b	8,788,465
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	80,369,390
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	0
3	Subtract line 2 from line 1d.	3	80,369,390
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,205,541
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	79,163,849
6	Minimum investment return. Enter 5% of line 5.	6	3,958,192

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	3,958,192
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	22,909
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,909
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,935,283
4	Recoveries of amounts treated as qualifying distributions.	4	26,851
5	Add lines 3 and 4.	5	3,962,134
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,962,134

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	3,445,239
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	35,946
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	3,481,185
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	22,909
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,458,276
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,962,134
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			483,678	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,481,185				
a Applied to 2011, but not more than line 2a			483,678	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				2,997,507
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				964,627
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . . 0				

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

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

GRANT ADMINISTRATOR - CO USJF
145 EAST 32ND STREET
NEW YORK, NY 10016
(212) 481-8761

b

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

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

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

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

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,025,568
b Approved for future payment See Additional Data Table				
Total			3b	180,496

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	10,965	
4	Dividends and interest from securities.			14	1,545,885	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory	525990	92	18	1,532,488	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a PASS THRU INCOME FROM LIMITED PARTNERSHIPS	525990	637	18	-3,791	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e).		729		3,085,547	
13	Total. Add line 12, columns (b), (d), and (e).					13 3,086,276

[illegible]

Part XVII

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

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)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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

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.

2013-11-07

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒

Yes

☐

No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
MARIE ARRIGO	MARIE ARRIGO			
Firm's name	EISNERAMPER LLP	Firm's EIN		
	750 THIRD AVENUE			
Firm's address	NEW YORK, NY 100172703	Phone no	(212) 949-8700	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUBLICLY TRADED SECURITIES			
ONSET LP (PASS THRU)			
FARALLON (PASS THRU)			
GEMELLI LP (PASS THRU)			
JP MRGN EURO PLD (PASS THRU)			
JP MRGN US POOLED (PASS THRU)			
JP MRGN US DIRECT (PASS THRU)			
OCA ASHMORE LP (PASS THRU)			
OCA BRIGADE LP (PASS THRU)			
OCA WESLY LP (PASS THRU)			
OCA DEVELOPING LP (PASS THRU)			
OCM OPPOR LP (PASS THRU)			
PLAINS AMER LP (PASS THRU)			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,377,296		11,876,651	500,645
129			129
124,729			124,729
		26,533	-26,533
		34,585	-34,585
621,292			621,292
		54,222	-54,222
		11,780	-11,780
58,575			58,575
13,355			13,355
339,026			339,026
1,659			1,659
198			198

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			500,645
			129
			124,729
			-26,533
			-34,585
			621,292
			-54,222
			-11,780
			58,575
			13,355
			339,026
			1,659
			198

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
THOMAS JOHNSON	CHAIRMAN 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
SHINJI FUKUKAWA	VICE-CHAIRMAN 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
YUSUKE SARAYA	BOARD SECRETARY 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
GEORGE R PACKARD	PRESIDENT 40 0	275,000	42,500	
145 EAST 32ND STREET NEW YORK,NY 10016				
TAKEO TAKUMA	VICE-PRESIDENT 40 0	223,286	453,566	
145 EAST 32ND STREET NEW YORK,NY 10016				
GERALD L CURTIS	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
ROBIN CHANDLER DUKE	TRUSTEE 1 0	0	0	
145 EAST 32ND STREET NEW YORK,NY 10016				
JANE MACK GOULD	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
YORIKO KAWAGUCHI	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
SHIN'ICHI KITAOKA	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
YATARO KOBAYASHI	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
AKIRA KOJIMA	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
TARO KONO	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
JAMES LINTOTT	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
ALEXANDRA MUNROE	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
T TIMOTHY RYAN JR	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
YOHEI SASAKAWA	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
THOMAS W STRAUSS	TRUSTEE 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
satoru murase	trustee 1 0	0	0	0
145 EAST 32ND STREET NEW YORK,NY 10016				
MARIA CRISTINA MANAPAT-SIMS	ASST SECRETARY/TREASURER 40 0	162,794	27,675	0
145 EAST 32ND STREET NEW YORK,NY 10016				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Association of American Geographers 1710 16th Street NW Washington, DC 20009	None	501(c)(3)	To support the first year of a two-year project to develop online educational resources that support teaching collaborations between high schools in the United States and Japan	30,000
Boys School of St Paul's Parish 11152 Falls Road Brooklandville, MD 21022	None	501(c)(3)	To support the purchase of technology to help improve the reading, writing, listening, and speaking skills of students in Mr William Matsuzaki's Japanese language classes as part of the 2012 Elgin Heinz Outstanding Teacher Award	5,000
Cooperating School Districts of the St Louis Subur 1460 Craig Rd St Louis, MO 63146	None	501(c)(3)	To support an in-depth professional development program for St Louis area high school teachers to critically examine U S -Japan relations through a careful reading and analysis of four books by John Dower	31,922
Five Colleges 97 Spring Street Amherst, MA 01002	None	501(c)(3)	To support year two of a series of Japan-focused webinars taught by expert faculty for K-12 teachers throughout the United States	9,438
Japan-America Society of Washington DC 1819 L Street NW Level 1B Washington, DC 20036	None	501(c)(3)	To support a national Japanese language and culture competition for high school students	50,490
Lincoln Memorial University 6965 Cumberland Gap Parkway Harrogate, TN 37752	None	501(c)(3)	To support the LMU-Kanto study abroad program	7,000
Midori Foundation 352 Seventh Avenue Suite 301 New York, NY 37752	None	501(c)(3)	To support Midori and Friends' music education programs in underprivileged elementary schools in the New York City area	30,000
President and Fellows of Middlebury College Monterey Institute of International 460 pierce street Monterey, CA 93940	None	501(c)(3)	To support the first year of a three-year education program designed to promote awareness of nonproliferation and international peace and security issues and the development of critical thinking skills among high school students in the US and Japan	50,118
Primary Source 101 Walnut Street Watertown, MA 02472	None	501(c)(3)	To support an educational program focused on Japanese history and culture through the use of film and as part of the United States-Japan Foundation's Distinguished Service Award	10,000
The Board of Trustees of the Leland Stanford Junior University 340 Panama Street Stanford, CA 94305	None	501(c)(3)	To support the creation of new theme-focused materials for teaching Japanese language, taking the Great East Japan Earthquake and Tsunami of March 11, 2011 as the centripetal point	50,875
The Mountain Institute 3000 Connecticut Avenue NW Suite 138 Washington, DC 20008	None	501(c)(3)	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	40,000
The Young Mens Christian Association of Oak Park 255 South Marion Street Oak Park, IL 60302	None	501(c)(3)	To support the Global Teen Service-Learning Program in Japan	20,000
Trinity College 300 Summit Street Hartford, CT 06106	None	501(c)(3)	To support the Scott M Johnson '97 Memorial Fund that supports the College's partnership with the Institute of International Education's Scholar Rescue Fund in order to bring to the College Visiting Scholars in Residence who are foreign nationals whose academic and intellectual work has put his or her career, liberty, and/or personal safety at hazard in his or her home country	15,000
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301	None	501(c)(3)	To support a professional development program for secondary world history teachers in the Rocky Mountain and Plains states focused on Japan's intercultural and foreign relations throughout history	35,969
University of Pennsylvania 3541 Walnut Street P221 Philadelphia, PA 19104	None	501(c)(3)	To support the second year of a program to prepare educators in the Greater Philadelphia Region to teach about contemporary Japan in the aftermath of the 2011 disasters	78,426


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
White River Rotary Charitable Fund PO Box 4003 White River Junction, VT 05001	None	501(c)(3)	To support the creation of a new non-profit organization titled US-Japan Technical Connections	9,200
Youth Arts New York PO Box 363 Old Chelsea Station New York, NY 10113	None	501(c)(3)	To support interactive workshops in NYC high schools and the UN that provide an opportunity for atomic bomb survivors (hibakusha) to pass the legacy of the bombings of Hiroshima and Nagasaki to a new generation to empower them to build a world free of the threat of nuclear war	24,000
National Committee on American Foreign Policy 320 Park Avenue 8th Floor New York, NY 10022	None	501(c)(3)	To support a track II US-Japan-ROK strategic dialogue on enhancing trilateral security cooperation	25,000
Asian Cultural Council 6 W 48th St Suite 12 New York, NY 10036	None	501(c)(3)	To support a project titled Voices from Japan Despair and Hope from Disaster	30,000
Chicago Council on Global Affairs 332 s michigan avenue Suite 1100 Chicago, IL 60604	None	501(c)(3)	To support an in-depth examination of US perceptions of Japan and the US-Japan alliance as part of the Council's 2012 Public Opinion Study "Global Views 2012 "	30,000
International Center for Journalists 2000 M Street NW Suite 250 Washington, DC 20036	None	501(c)(3)	To support reporting tours to Japan for select US journalists in order the understand Japan's present challenges and opportunities against the backdrop of the Japan-US relationship	45,609
Japan Cultural Center and Gardens of Saginaw Inc 420 Pond St Saginaw, MI 48601	None	501(c)(3)	To support a Japan Festival to be held in September 2012	3,000
Japan Society of Boston 420 Pond St Boston, MA 02130	None	501(c)(3)	To support a feasibility study for the creation of a permanent home for the Japan Society of Boston	10,000
John Manjiro-Whitfield Commemorative Center 200 Cabrini Blvd Apt 51 New York, NY 10033	None	501(c)(3)	To support an operating partnership with the National Association of Japan-America Societies to establish a permanent presence for CIE-U S in the United States, with the aim of strengthening and institutionalizing its America-Japan Grassroots Summit program	30,000
Key West Harry S Truman Foundation 111 Front Street Key West, FL 33040	None	501(c)(3)	To support research about President Harry S Truman's decision to drop the atomic bomb as well as the impact the bombing had on the people of Hiroshima and Nagasaki	14,950
President William McKinley High School 1039 S King Street Honolulu, HI 96814	None	501(c)(3)	To support events and talks at McKinley High School in Hawaii related to an upcoming dedication ceremony of an original Sadako Sasaki origami crane to the Pearl Harbor Visitor Center and as part of the 2012 Elgin Heinz Outstanding Teacher Award	5,000
S & R Foundation 1623 28th Street NW Washington, DC 20007	None	501(c)(3)	To support Overtures S&R Foundation Artist Concert Series at the Kennedy Center during the Centennial Celebration of the gift of cherry trees from Japan	10,000
Simmons College 300 The Fenway Boston, MA 02115	None	501(c)(3)	To support year three of a series of workshops in Japan that aims to strengthen the capacity of women to provide leadership and work effectively in the non-profit sector	51,590
Solomon R Guggenheim Foundation 1071 Fifth Avenue New York, NY 10128	None	501(c)(3)	To support educational and public outreach components of the Solomon R Guggenheim's exhibition titled Gutai Splendid Playground	50,000
The Japanese Medical Society of America Suite 1600 New York, NY 10017	None	501(c)(3)	To support for travel to Japan by members of the 9/11 community in order to help residents of Tohoku, Japan recover from the March 11, 2011 disasters	50,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
AmerAsian School in Okinawa 1-15-22 Shimashi Okinawa, Ginowan City 901-2213 JA	None	Exempt	To support the salary for a qualified teacher at the school	30,776
Foundation for International School in Asia 5-25-5 3F Hiroo Tokyo, Shibuya 150-0012 JA	None	Exempt	To support five full scholarships for American junior high school students to attend the summer camp in Karuizawa, Japan from July 20 to 30, 2012 directed by the International School of Asia	25,853
Hiroshima University 1-3-2 Kagamiyama Higashi-Hiroshima, Kagamiyama 739-8511 JA	None	Exempt	To support a peace education and intercultural understanding project between U S School Teachers and Japanese Junior High School Students in Hiroshima, Japan	14,036
Institute for International Policy Studies 3-2-2 Toranomon Tokyo, Minato-ku 105-0001 JA	None	Exempt	To support a research project that will examine ways to overcome domestic restrictions in Japan that impede the US-Japan Alliance during time of change the Northeast Asian strategic environment	63,806
Rebuild Japan Initiative Foundation 2-23-1 Akasaka Minato-ku Tokyo, Minato-ku 107-0052 JA	None	Exempt	To review Japan's lost decade	30,101
University of Niigata Prefecture 1-17-8 Nishikata Tokyo, Bunkyo-ku 113-0024 JA	None	Exempt	To support a project on how to reinvent the Japan-US Alliance	8,409
Total			3a	1,025,568

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
b <i>Approved for future payment</i>				
Council on Foreign Relations58 E 68th Street New York, NY 10021	None	501(c)(3)	To support the third year of a study to analyze domestic political change in Japan and its effect on the US-Japan alliance	46,683
Shelburne Art CenterPO Box 52 Shelburne, VT 05482	None	501(c)(3)	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	32,500
AmerAsian School in O kinawa1-15-22 Shimashi O kinawa, Ginowan City 901-2213 JA	None	Exempt	To support the salary for a qualified teacher at the school	31,313
Global Fund for Educational Assistance1-5-7 Jinnan Tokyo, Shibuya-ku 150-0041 JA	None	Exempt	To support a summer leadership program that provides opportunities for highly motivated high school students from Tohoku, Japan to experience variousleadership and educational modules in the United States	50,000
Rebuild Japan Initiative Foundation2-23-1 Akasaka Minato-ku Tokyo, Minato-ku 107-0052 JA	None	Exempt	To review Japan's lost decade	20,000
Total  3b				180,496

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

2012

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	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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 33¹/₃% 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
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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
 ____	See Additional Data Table _____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
 ____	 _____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
 ____	 _____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
 ____	 _____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
 ____	 _____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
 ____	 _____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
 ____	 _____ _____ _____	 \$ _____	 Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization UNITED STATES-JAPAN FOUNDATION	Employer identification number 13-3054425
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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
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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
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

Additional Data

Software ID:

Software Version:

EIN: 13-3054425

Name: UNITED STATES-JAPAN FOUNDATION

Form 990 Schedule B, 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
<u>1</u>	Jane Gould C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	The Jewish Federation C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	Yusuke Saraya C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>	LYNTON FONDATION C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	\$ 8,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>5</u>	Tanaka Memorial Foundation C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>6</u>	Rozenkranz Foundation C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>7</u>	Jane Mac C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

TY 2012 Accounting Fees Schedule**Name:** UNITED STATES-JAPAN FOUNDATION**EIN:** 13-3054425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	87,000	43,500		43,500
AUDIT AND TAX RETURN				
PREPARATION FEES	38,000	15,200		22,800

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: UNITED STATES-JAPAN FOUNDATION

EIN: 13-3054425

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
APARTMENT		790,725	474,439	SL	40	19,768			
APARTMENT IMPROVEM		241,370	141,157	SL	27	7,303			
LEASEHOLD IMPROVE		230,685	225,434	SL		488			
EQUIPMENT		138,324	84,388	SL	7	9,300			
FURNITURE & FIXTUR		286,452	286,276	SL	7	176			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Expenditure Responsibility Statement

Name: UNITED STATES-JAPAN FOUNDATION

EIN: 13-3054425

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
AMERASIAN SCHOOL IN OKINAWA	1-15-22 SHIMASHI GINOWAN CITY, OKINOWA 901-2213 JA	2012-08-01	30,776	TO SUPPORT THE SALARY FOR A NEW INSTRUCTOR AT THE SCHOOL	30,776	NO	Annually	2012-12-31	COMPLIANCE WITH GRANT REQUIREMENTS
foundation for int'l school in asia	5-25-5 hiroo tokyo, shibuya 150-0012 JA	2012-08-01	25,853	support five full scholarships for American junior high students to attend camp in Karuizawa, japan	25,853	NO	ANNUALLY	2012-12-31	COMPLIANCE WITH GRANT REQUIREMENTS
Hiroshima University	1-3-2 Kagamiyama Higashi-Hiroshima 739-8511 JA	2012-08-01	14,036	support peace education and intercultural understanding btwn US school teachers and japanese students	14,036	NO	ANNUALLY	2012-12-31	COMPLIANCE WITH GRANT REQUIREMENTS
Institute for Int'l Policy Studies	Toranomon 30 Mori Building 6F Tokyo, 3-2-2 Toranomon, 105-0001 JA	2012-08-01	63,806	support research that will examine ways to overcome domestic restrctions during time of change	63,806	NO	annually	2012-12-31	COMPLIANCE WITH GRANT REQUIREMENTS
Rebuild Japan Initiative Foundation	2-23-1 Akasaka Minato-ku Tokyo, 11 F Ark Hill Fro 107-0052 JA	2012-08-01	30,101	to review japan's lost decade	30,101	NO	annually	2012-12-31	COMPLIANCE WITH GRANT REQUIREMENTS
University of Nigata Prefecture	1-17-8 Nishikata Bunkyo-ku Tokyo 113-0024 JA	2012-08-01	8,409	to support a project on how to reinvent the japan-us alliance	8,409	NO	annually	2012-12-31	COMPLIANCE WITH GRANT REQUIREMENTS

TY 2012 Investments Corporate
Stock Schedule

Name: UNITED STATES-JAPAN FOUNDATION
EIN: 13-3054425

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	170,300	170,300
ACCENTURE	59,850	59,850
ALEXANDER AND BALDWIN INC	79,299	79,299
ALLEGHENY TECHNOLOGIES	85,312	85,312
ALLERGAN INC.	128,422	128,422
AMERCO	88,767	88,767
AMERISOURCEBERGEN CORP.	90,678	90,678
APPLE INC.	153,266	153,266
ASSISTED LIVING CONCEPTS INC.		
ATLAS AIR WORLDWIDE HOLDINGS	82,878	82,878
AVENET INC.	102,084	102,084
AVERY DENNISON CORP	39,809	39,809
BED BATH & BEYOND INC.	55,910	55,910
BIOGEN IDEC INC	43,911	43,911
CABOT CORP	84,355	84,355
CABOT OIL & GAS CORP		
CAMERON INTERNATIONAL CORP	107,274	107,274
CASEY'S GENERAL STORES INC.	75,243	75,243
CISCO SYSTEMS INC.		
CIT GROUP INC.	123,648	123,648
COCA-COLA CO.	166,750	166,750
COLGATE PALMOLIVE CO.	125,448	125,448
COMERICA INC	111,651	111,651
COMMONWEALTH		
COSTCO WHOLESALE CORP	118,476	118,476
DENBURY RES INC.		
DISCOVER FINANCIAL SERVICES	125,095	125,095
E M C CORP MASS	35,420	35,420
EBAY INC	86,697	86,697
EMERSON ELECTRIC CO.		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ENCORE WIRE CORP	97,144	97,144
EXPRESS SCRIPTS HOLDING	119,610	119,610
FAMILY DOLLAR STORES INC.		
FIFTH THIRD BANCORP		
FLUOR CORP		
FOOT LOCKER INC.	120,932	120,932
GENERAL ELECTRIC CO	146,930	146,930
GOOGLE INC.	82,056	82,056
HALLIBURTON CO.		
HYATT HOTELS CORP	116,096	116,096
INTREPID POTASH INC COM	75,154	75,154
INVESTORS BANCORP INC.	91,923	91,923
JC PENNY INC.		
JOHN CONTROLS INC	20,028	20,028
JUNIPER NETWORKS INC	94,416	94,416
KAISER ALUMINUM CORP	140,962	140,962
KEYCORP	83,737	83,737
KRAFT FOODS INC.		
LAS VEGAS SANDS CORP	36,928	36,928
LEUCADIA NATIONAL CORP	151,542	151,542
LSB INDS INC COM	42,150	42,150
M D C HOLDINGS INC	93,370	93,370
MARKET VECTORS AGRIBUSINESS		
MCDONALDS CORP	61,747	61,747
MEDCO HEALTH SOLUTIONS INC.		
MEN'S WEARHOUSE INC.	80,860	80,860
MOLEX INC.	97,248	97,248
MONDELEZ INTERNATIONAL	132,356	132,356
MONSANTO CO.	151,440	151,440
NIKE INC.	51,600	51,600

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OCCIDENTAL PETROLEUM CORP	76,610	76,610
OMNICOM GROUP INC.		
ONEOK INC.		
ORACLE CORP.	136,612	136,612
OWENS CORNING NEW COM	85,447	85,447
PEPSICO INC.	88,959	88,959
PHILIP MORRIS INTERNATIONAL	142,188	142,188
PIONEER NATURAL RESOURCES	112,985	112,985
PLEXIS CORP COM	55,212	55,212
PLUM CREEK TIMER COMPANY INC.	180,364	180,364
PROCTER & GAMBLE CO.	99,187	99,187
QUALCOMM INC.	173,208	173,208
RANGE RESOURCES CORP	57,175	57,175
RAYMOND JAMES FINANCIAL INC.	104,031	104,031
SCHLUMBERGER LTD.	62,369	62,369
SCHNITZER STEEL INDUSTRIES INC	61,722	61,722
SEACOR HOLDINGS INC	72,068	72,068
SL GREEN REALTY CORP	72,818	72,818
SPDR GOLD TRUST	2,997,370	2,997,370
SPIRIT AEROSYSTEMS HOLDINGS	41,916	41,916
STARBUCKS CORP	96,534	96,534
STRYKER CORP.	87,712	87,712
TECH DATA CORP	52,132	52,132
TJX COMPANIES INC.	50,940	50,940
TRINITY INDUSTRIES INC.	144,892	144,892
ULTRA PETROLEUM CORP		
UNILEVER	84,260	84,260
UNITED PARCEL SERVICE INC.	95,849	95,849
UNIVERSAL AMERICAN SPIN	49,908	49,908
VAIL RESORTS INC.	145,773	145,773

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VISA INC.	121,264	121,264
VISTEON CORP COM	123,248	123,248
WELLS FARGO	123,048	123,048
WHITE MOUNTAINS INS GROUP LTD.	136,990	136,990
WR BERKLEY CORP	78,685	78,685

TY 2012 Investments - Other Schedule

Name: UNITED STATES-JAPAN FOUNDATION
EIN: 13-3054425

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BBH PRIV EQTY PRTNRS II LP	FMV	1,251,399	1,251,399
ONSET ENTRPRZ ASSOC II LP	FMV	39,874	39,874
FARALON CAP MGT PRTNRS LP	FMV	533,510	533,510
GEMELLI INVESTORS LP	FMV	1,460,756	1,460,756
JP MRGN EURO DIR CORP FIN INV	FMV	2,025	2,025
JP MRGN US DIR CORP FIN INV	FMV	189,734	189,734
JP MRGN EURO POOL CORP FIN INV	FMV	780,035	780,035
JP MRGN US POOLED CORP FIN INV	FMV	2,695,514	2,695,514
AVENUE ASIA INT'L LTD	FMV	86,756	86,756
CHESAPKE PRTNRS INT'L LTD	FMV	2,028,596	2,028,596
FIR TREE INT'L VAL FUND LTD	FMV	4,327	4,327
OCA BRIGADE CREDIT FUND II LLC	FMV	5,475,497	5,475,497
OCA WESLEY EMRG MRKTS FUND LLC	FMV		
OCA WESLEY MTG REIT FUND LLC	FMV	2,637,781	2,637,781
OCA DEV CNTRIES SEL FUND LP	FMV		
GEM REALTY SECURITIES LTD	FMV	2,221,422	2,221,422
OWL CREEK OVRSEAS FUND LTD	FMV	1,742,032	1,742,032
PERSHING SQ INT'L LTD	FMV	3,512,588	3,512,588
ANCHRGE CAP PRTNRS OFFSHRE LTD	FMV	2,252,761	2,252,761
MKP CREDIT OFFSHORE LTD	FMV	3,205,094	3,205,094
AURELIUS CAPITAL INT'L LTD	FMV	2,913,681	2,913,681
TACONIC OPPNTY OFFSHRE FND LTD	FMV		
ASHMORE BRASIL FUND	FMV	2,142,242	2,142,242
PLAINS ALL AMRICN PIPELINE LP	FMV		
VAN ECK FDS INT'L INVGOLD I	FMV	1,246,835	1,246,835
YACKTMAN AMG FDS YACKTMAN INST	FMV	6,788,189	6,788,189
VAN ECK FDS GLBL HRD ASS I	FMV	1,798,554	1,798,554
VANGUARD MSCI EMRG MKTS ETF	FMV	4,160,616	4,160,616
MARKET VECTORS AGRIBUSINESS	FMV	1,872,980	1,872,980
TWEEDY BROWN FD WWID HIDVYLDVA	FMV	4,601,953	4,601,953

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TCW GALILEO FDS EMERG MKT INCM	FMV	3,400,741	3,400,741
DOUBLELINE FUNDS	FMV	5,409,679	5,409,679
MATHEWS ASIA DIV INSTL	FMV	2,662,160	2,662,160

TY 2012 Land, Etc. Schedule**Name:** UNITED STATES-JAPAN FOUNDATION**EIN:** 13-3054425

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
APARTMENT	790,725	494,207	296,518	
APARTMENT IMPROVEM	241,370	148,460	92,910	
LEASEHOLD IMPROVE	230,685	225,922	4,763	
EQUIPMENT	138,324	93,688	44,636	
FURNITURE & FIXTUR	286,452	286,452		

TY 2012 Legal Fees Schedule

Name: UNITED STATES-JAPAN FOUNDATION

EIN: 13-3054425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	14,316			14,316

TY 2012 Other Assets Schedule**Name:** UNITED STATES-JAPAN FOUNDATION**EIN:** 13-3054425

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSITS	40,508	40,508	40,508
INTEREST RECEIVABLE	64,605	99,337	99,337
DUE FROM BROKER	4,082,284		

TY 2012 Other Decreases Schedule**Name:** UNITED STATES-JAPAN FOUNDATION**EIN:** 13-3054425

Description	Amount
UNREALIZED APPRECIATION ON INVESTMENTS,	0
NET OF DEFERRED EXCISE TAX BENEFIT	-4,789,635

TY 2012 Other Expenses Schedule**Name:** UNITED STATES-JAPAN FOUNDATION**EIN:** 13-3054425

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GENERAL OFFICE AND MISC	34,691	1,735		22,604
PROGRAM PROJECT/DEVELOPMENT	35,813			35,813
TELEPHONE AND FACSIMILE	9,407	470		8,937
DUES	11,385			11,385
POSTAGE AND MESSENGER	3,804	190		3,614
US-JAPAN LEADERSHIP PROGRAM	579,507			579,507

TY 2012 Other Income Schedule

Name: UNITED STATES-JAPAN FOUNDATION

EIN: 13-3054425

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NET PRTNRSHP PASS-THRU Income - other	-3,154	-3,154	

TY 2012 Other Liabilities Schedule

Name: UNITED STATES-JAPAN FOUNDATION

EIN: 13-3054425

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAXES PAYABLE	46,741	96,794

TY 2012 Other Professional Fees Schedule**Name:** UNITED STATES-JAPAN FOUNDATION**EIN:** 13-3054425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY AND				
MANAGEMENT FEES	556,593	556,593		

TY 2012 Taxes Schedule

Name: UNITED STATES-JAPAN FOUNDATION

EIN: 13-3054425

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	22,909			