


Form 990-PF



Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.








OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

| | | | |
|--|--|--|--|
| 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) 145 EAST 32ND STREET Suite | | Room/suite | |
| City or town, state or province, country, and ZIP or foreign postal 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"/> | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 88,716,514 | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |
| 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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small> | | (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) | 20,236 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 420,620 | 420,620 | | |
| | 4 Dividends and interest from securities. | 1,178,047 | 1,178,047 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 976,100 | | | |
| | b Gross sales price for all assets on line 6a 33,630,390 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 978,960 | | |
| | 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) |  46,669 | 104,348 | | |
| | 12 Total. Add lines 1 through 11 | 2,641,672 | 2,681,975 | | |
| | 13 Compensation of officers, directors, trustees, etc | 444,105 | 69,775 | | 374,329 |
| | 14 Other employee salaries and wages | 414,380 | 8,168 | | 406,213 |
| | 15 Pension plans, employee benefits | 384,377 | 38,064 | | 346,313 |
| | 16a Legal fees (attach schedule) |  3,798 | 0 | 0 | 3,798 |
| | b Accounting fees (attach schedule) |  126,000 | 59,100 | 0 | 66,900 |
| | c Other professional fees (attach schedule) |  772,430 | 772,430 | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) |  16,769 | | | |
| | 19 Depreciation (attach schedule) and depletion |  41,477 | | | |
| | 20 Occupancy | 335,430 | 11,180 | | 324,250 |
| | 21 Travel, conferences, and meetings | 176,795 | 40,276 | | 136,519 |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) |  696,508 | 6,041 | | 702,485 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 3,412,069 | 1,005,034 | 0 | 2,360,807 |
| | 25 Contributions, gifts, grants paid | 1,222,171 | | | 1,260,190 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 4,634,240 | 1,005,034 | 0 | 3,620,997 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | -1,992,568 | | | |
| | b Net investment income (if negative, enter -0-) | | 1,676,941 | | |
| | 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 | 3,457,503 | 740,079 | 740,079 |
| | 2 | Savings and temporary cash investments | 969,424 | 1,661,804 | 1,661,804 |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 4 | Pledges receivable ▶ 155,098 Less allowance for doubtful accounts ▶ _____ | 245,666 | 155,098 | 155,098 |
| | 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 | 130,853 | 84,310 | 84,310 |
| | 10a | Investments—U S and state government obligations (attach schedule) | | | |
| | b | Investments—corporate stock (attach schedule) | 10,440,248 | 10,291,618 | 10,291,618 |
| | 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) | 67,117,331 | 75,178,532 | 75,178,532 |
| | 14 | Land, buildings, and equipment basis ▶ 1,668,264 Less accumulated depreciation (attach schedule) ▶ 1,230,676 | 438,827 | 437,588 | 437,588 |
| 15 | Other assets (describe ▶ _____) | 139,845 | 167,485 | 167,485 | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 82,939,697 | 88,716,514 | 88,716,514 | |
| Liabilities | 17 | Accounts payable and accrued expenses | 53,891 | 41,874 | |
| | 18 | Grants payable | 180,496 | 134,598 | |
| | 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 ▶ _____) | 96,794 | 153,205 | |
| | 23 | Total liabilities (add lines 17 through 22) | 331,181 | 329,677 | |
| 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 | 82,362,850 | 88,231,739 | |
| | 25 | Temporarily restricted | 245,666 | 155,098 | |
| | 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) | 82,608,516 | 88,386,837 | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 82,939,697 | 88,716,514 | |

| 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 82,608,516 |
| 2 | Enter amount from Part I, line 27a | 2 -1,992,568 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 7,770,889 |
| 4 | Add lines 1, 2, and 3 | 4 88,386,837 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 88,386,837 |

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 | | | (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 | |
| 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 | 978,960 |
| 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)) |
| 2012 | 3,458,276 | 79,163,849 | 0 043685 |
| 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 |

| | | | |
|---|--|---|------------|
| 2 | Total of line 1, column (d). | 2 | 0 217283 |
| 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 043457 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | 4 | 83,072,418 |
| 5 | Multiply line 4 by line 3. | 5 | 3,610,078 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 16,769 |
| 7 | Add lines 5 and 6. | 7 | 3,626,847 |
| 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 | 3,661,235 |

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 | 16,769 |
| 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 | 16,769 |
| 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 | 16,769 |
| 6 | Credits/Payments | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 79,288 |
| 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 | 79,288 |
| 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 <input type="checkbox"/> | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . <input type="checkbox"/> | 10 | 62,519 |
| 11 | Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 62,519 Refunded <input type="checkbox"/> | 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? | 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)? | 1b | | No |
| | <i>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.</i> | | | |
| 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 <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0 | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0 | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | 2 | | No |
| 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? <i>If "Yes," attach a conformed copy of the changes</i> | 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? <i>If "Yes," attach the statement required by General Instruction T.</i> | 5 | | No |
| 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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | 7 | Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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? <i>If "No," attach explanation.</i> | 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | 9 | | No |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | 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 ▶ <u>www.us-jf.org</u> | | | | | | |
| 14 | The books are in care of ▶ <u>CHRISTINE MANAPAT-SIMS</u> Telephone no ▶ <u>(212) 481-8753</u> Located at ▶ <u>145 EAST 32ND STREET NEW YORK NY</u> ZIP +4 ▶ <u>10016</u> | | | | | |
| 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 ▶ <table><tr><td>15</td><td></td></tr></table> | 15 | | | | |
| 15 | | | | | | |
| 16 | At any time during calendar year 2013, 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 Yes | No | | |
| See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ <u>JA</u> | | | | | | |

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 2013?. | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ <u>20____</u> , <u>20____</u> , <u>20____</u> , <u>20____</u> | | | |
| 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 ▶ <u>20____</u> , <u>20____</u> , <u>20____</u> , <u>20____</u> | | | |
| 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 2013 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 2013.</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 2013? | 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).

✓

YesNo

(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?

✓

YesNo

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 JANES 145 EAST 32ND STREET NEW YORK, NY 10016 | PROGRAM OFFICER 40 0 | 130,717 | 22,222 | 0 |
| KELLY NIXON 145 EAST 32ND STREET NEW YORK, NY 10016 | PROJECT DIRECTOR 40 0 | 71,086 | 12,085 | |
| TERESA SHAM 145 EAST 32ND STREET NEW YORK, NY 10016 | EXECUTIVE SECRETARY 40 0 | 84,048 | 14,288 | |
| AYA TSUJITA 145 EAST 32ND STREET NEW YORK, NY 10016 | ADMINISTRATIVE ASST 40 0 | 74,391 | 14,514 | |
| TOMOYUKI WATANABE 145 EAST 32ND STREET NEW YORK, NY 10016 | ASSISTANT 40 0 | 132,780 | 9,398 | |
| Total number of other employees paid over \$50,000. | | | | 0 |

Form 990-PF (2013)

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 | 231,353 |
| 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 |
|--|----------|
| 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 | 544,231 |
| 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 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 | 82,217,238 |
| b | Average of monthly cash balances. | 1b | 2,007,085 |
| c | Fair market value of all other assets (see instructions). | 1c | 113,157 |
| d | Total (add lines 1a, b, and c). | 1d | 84,337,480 |
| 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 | 84,337,480 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 1,265,062 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 83,072,418 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 4,153,621 |

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 | 4,153,621 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. | 2a | 16,769 |
| b | Income tax for 2013 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 16,769 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 4,136,852 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 7,493 |
| 5 | Add lines 3 and 4. | 5 | 4,144,345 |
| 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 | 4,144,345 |

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 | 3,620,997 |
| 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 | 40,238 |
| 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 | 3,661,235 |
| 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 | 16,769 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 3,644,466 |
| 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 2012 | (c) 2012 | (d) 2013 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 4,144,345 |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only. | | | 964,627 | |
| b Total for prior years 2011 , 2010 , 2009 | | | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008. | | | | |
| b From 2009. | | | | |
| c From 2010. | | | | |
| d From 2011. | | | | |
| e From 2012. | 0 | | | |
| f Total of lines 3a through e. | 0 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,661,235 | | | | |
| a Applied to 2012, but not more than line 2a | | | 964,627 | |
| 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 2013 distributable amount. | | | | 2,696,608 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0 | | | 0 |
| 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 2012 Subtract line 4a from line 2a Taxable amount—see instructions | | | | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | 1,447,737 |
| 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 2008 not applied on line 5 or line 7 (see instructions). . . | | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 0 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009. . . . | | | | |
| b Excess from 2010. . . . | | | | |
| c Excess from 2011. . . . | | | | |
| d Excess from 2012. . . . | | | | |
| e Excess from 2013. . . . | 0 | | | |

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| | | | | | | |
| 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 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 address 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 | 1,260,190 |
| b Approved for future payment ArtSpire a program of NYFA 20 Jay Street 7th Floor Brooklyn, NY 11201 | None | PC | To support the completion of the file titled, Touching the Sound The Improbable Journey of Nobuyuki Tsujii produced by Peter Rosen | 30,000 |
| Michigan State University 427 N Shaw Lane Room 301 East Lansing, MI 48824 | None | PC | To support a high school science exchange and curriculum development program between students and teachers in Michigan and Shiga Prefecture, Japan | 72,098 |
| Shelburne Art Center PO Box 52 Sheleburne, VT 05482 | NOne | PC | 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 |
| Total | | |  3b | 134,598 |

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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 | | | |
| 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 BRIGADE LP (PASS THRU) | | | |
| OCA STRATEGOS LP (PASS THRU) | | | |
| OCA WESLEY 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) |
|-----------------------|--|---|--|
| 33,630,390 | | 32,730,517 | 899,873 |
| 5,174 | | | 5,174 |
| | | 393,335 | -393,335 |
| 42,990 | | | 42,990 |
| 164,151 | | | 164,151 |
| 22,119 | | | 22,119 |
| 266,751 | | | 266,751 |
| 65,718 | | | 65,718 |
| | | 91,621 | -91,621 |


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 | |
| | | | 899,873 |
| | | | 5,174 |
| | | | -393,335 |
| | | | 42,990 |
| | | | 164,151 |
| | | | 22,119 |
| | | | 266,751 |
| | | | 65,718 |
| | | | -91,621 |


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 |
|---|---|---|---|---------------------------------------|
| James Lintott | CHAIRMAN 1 0 | 0 | 0 | 0 |
| 145 EAST 32ND STREET NEW YORK,NY 10016 | | | | |
| Shinichi Kataoka | VICE-CHAIRMAN 1 0 | 0 | 0 | 0 |
| 145 EAST 32ND STREET NEW YORK,NY 10016 | | | | |
| GEORGE R PACKARD | PRESIDENT 40 0 | 275,000 | 43,350 | 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 | | | | |
| Akinari Homi | 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 | | | | |
| 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 | | | | |
| ALEXANDRA MUNROE | 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 | | | | |
| Richard Samuels | Trustee 1 0 | 0 | 0 | 0 |
| 145 EAST 32ND STREET NEW YORK,NY 10016 | | | | |
| Thomas Strauss | Trustee 1 0 | 0 | 0 | 0 |
| 145 EAST 32ND STREET NEW YORK,NY 10016 | | | | |
| Daniel Tani | Trustee 1 0 | 0 | 0 | 0 |
| 145 EAST 32ND STREET NEW YORK,NY 10016 | | | | |
| Takeshi Ueshima | Trustee 1 0 | 0 | 0 | 0 |
| 145 EAST 32ND STREET NEW YORK,NY 10016 | | | | |
| Maria Cristina Manapat-Sims | ASST Secretary/Treasurer 40 0 | 169,105 | 28,748 | 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> | | | | |
| Artspire a Program of NYFA 20 Jay Street 7th Floor Brooklyn, NY 11201 | None | PC | To support Hand in Hand, a program that will bring high school students from Tohoku, Japan to perform in Rose Theater at Jazz at Lincoln Center in March | 50,000 |
| Association for Asian Studies 825 Victors Way Suite 310 Ann Arbor, MI 48108 | none | PC | To support the publication of Japan-focused articles to appear in the fall 2013 issue of Education about Asia (EAA) special section on "Maritime Asia " | 32,000 |
| Association of American Geographers 1710 Sixteenth Street NW Washington, DC 20009 | None | PC | To support the development of online educational resources that support teaching collaborations between high schools in the United States and Japan | 20,850 |
| Chicago Council on Global Affairs 332 South Michigan Ave Suite 1100 Chicago, IL 60606 | None | PC | To support an in-depth examination of U S perceptions of Japan and the U S -Japan alliance as part of the Council's 2014 Chicago Council survey | 30,000 |
| Council on Foreign Relations 58 East 68th Street New York, NY 10065 | None | PC | To support the third year of study to analyze domestic political change in Japan and its effect on the U S -Japan alliance | 46,683 |
| Creative Connections 3 Quincy Street Norwalk, CT 06850 | NONE | PC | To support an arts-related cultural exchange project for students at K-12 schools in the US and Japan | 20,820 |
| Frist Center for the Visual Arts 919 Broadway Nashville, TN 37203 | none | PC | To support educational and outreach program associated with the Frist Center's exhibition Looking East Western Artists and the Allure of Japan | 15,000 |
| Global Film Network PO Box 70 East Chatham, NY 12060 | NONE | PC | To support educational use and promotion of the film Live Your Dream The Taylor Anderson Story | 10,000 |
| Grace Church School 86 Fourth Avenue New York, NY 10003 | none | PC | To support the Yukuashi-Grace Church School sister school program | 10,000 |
| International Arts & Artists 9 Hillyer Court NW Nashville, TN 37203 | none | PC | To support a project that will bring master bamboo artists featured in the traveling exhibition modern twist contemporary bamboo art from japan to share their culturally rich and visually innovative art form with U S museum audiences on the national exhibit tour | 19,300 |
| International Center for Journalists 2000 M Street NW Washington, DC 20036 | None | PC | To support a media fellowship that will prepare and send three selected U S journalists on 12-day reporting tours to Japan | 50,000 |
| Japan Center for International Exchange 274 Madison Avenue Suite 1102 New York, NY 10016 | none | PC | To support an intensive program for U S journalists that will bring them to Japan to expose them to the dynamics of Japan's politics and its economic and foreign policymaking | 115,823 |
| Japan Center for International Exchange 274 Madison Avenue Suite 1102 New York, NY 10016 | none | PC | To support the Tadashi Yamaoto Memorial Fund that will honor his life and legacy and support substantive policy dialogues directed by the Japan Center for International Exchange | 10,000 |
| Japanese Medical Society of America 100 Park Avenue Suite 1600 New York, NY 10017 | None | PC | To support travel to Tohoku for a group of 9/11 survivors, Rotarians, and trauma experts to share post disaster recovery experiences with victims in Japan, to foster self-motivation in communities toward recovery, and to encourage sustainable long-term community support in Tohoku | 50,000 |
| Japanese Medical Support Network 100 Park Avenue Suite 1600 New York, NY 10017 | none | PC | To support the JAMSNET/Consortium for Japan Relief 2013 program titled, "The Great East Japan Earthquake Creative Responses & Social Imagination " | 5,500 |
| Total  3a | | | | 1,260,190 |

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> | | | | |
| John Manjiro-Whitfield Commemorative Center for In 200 Cabrini Blvd Apt 51 New York,NY 10033 | None | PC | To support the development of a secretariat for the U S arm of the John-Manjiro Whitfield Commemorative Center for International Exchange (CIE), at the National Association of Japan-America Societies | 25,000 |
| Lincoln Memorial University 6965 Cumberland Gap Parkway Harrogate,TN 37752 | none | PC | To support the LUM-Kanto Program, an innovative student-abroad program that brings Japanese high school students to Lincoln Memorial University for six weeks in the spring | 7,000 |
| Mercy College 555 Broadway Dobbs Ferry,NY 10522 | none | PC | To support a Japan-focused professional development program for in-service and pre-service middle school teachers in four school districts in Westchester County, New York | 74,701 |
| Michigan State University 427 N Shaw Lane Room 301 East Lansing,MI 48824 | None | PC | To support the 2013 Michigan Japanese Quiz Bowl | 12,000 |
| Michigan-Shiga Sister State Board PO Box 4715 East Lansing,MI 48826 | none | PC | To support the production and distribution of a catalogue for the Michigan-Shiga artists exchange project titled Art from the Lakes that will take place from August 1 to September 30, 2013 | 5,300 |
| Midori Foundation (Midori & Friends) 352 Seventh Avenue New York,NY 10001 | none | PC | To support Midori and Friends' music education programs in underprivileged elementary schools in the New York City area, including their Journey to Japan program | 50,000 |
| National Committee on American Foreign Policy 320 Park Avenue 8th Floor New York,NY 10022 | none | PC | To support conferences and meetings to identify the common interests of the United States, Japan, China and the ROK and to come up with practical ideas for exploiting these common interests | 50,000 |
| New York Botanical Garden 2900 Southern Boulevard Bronx,NY 10458 | none | PC | To support the Fall Flowers of Japan Poetry Tour | 25,000 |
| Ohio Northern University 525 S Main Street Ada,OH 45810 | none | PC | To support the sixth annual U S -Japan Camp, which offers an innovative academically oriented immersion program to American high school students interested in Japanese language and culture | 30,000 |
| Pacific Historic Parks 94 1187 Ka Uka Blvd Waipahu,HI 96797 | none | PC | To support the design and installation of an exhibit at the Pearl Harbor Visitor Center focusing on the end of war with Japan and the ensuing peace treaty that will feature a tiny origami crane donated by Sadako Sasaki | 10,000 |
| President and Fellows of Middlebury College 460 pierce street Monterey,CA 93940 | None | PC | To support an education program designed to promote awareness of nonproliferation and international peace and security issues and the development of critical thinking skills amount high school students in the US and Japan | 56,709 |
| Primary Source 101 Walnut Street Watertown,MA 02472 | none | PC | To support a year-long project designed to engage K-12 educators- via an online platform- in better understanding history, culture, and people of Japan | 24,686 |
| Rector and Visitors of the University of Virginia 277 299 Newcomb Rd S Charlottesville,VA 22901 | none | PC | To support scriptwriting and research for a documentary film tentatively titled The Slow Way Home that asks what the divergence in the way America and Japanese children get to school tells us about both societies | 39,941 |
| San Francisco Film Society 39 Mesa Street Suite 100 San Francisco,CA 94129 | None | PC | To support a documentary file about Japanese artist Yayoi Kusama titled Kusama Princess of Polka Dots | 15,000 |
| Sand Lake Elementary School 7500 Jewel Lake Road Anchorage,AK 99502 | None | PC | To support the enhance understanding of Japanese language and culture at the K-12 level in the Anchorage School District as part of the 2013 Elign Heinz Outstanding Teacher Award Program | 5,000 |
| Total  3a | | | | 1,260,190 |

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> | | | | |
| The Board of Trustees of the Leland Stanford Junio 450 Serra Mall Stanford, CA 94305 | None | PC | To support the Ambassador Shinchī Nishimiya Memorial Fund at the Inter-University Center for Japanese Language Studies in Yokohama, Japan | 10,000 |
| The Japan-America Society of Washington DC 1819 L Street NW Washington, DC 20036 | none | PC | To support a national Japanese language and culture competition for high school students | 50,490 |
| The Japanese American Charitable Fund 15 West 44th Street New York, NY 10036 | none | PC | To support the Shinichi Nishimiya Charitable Fund | 10,000 |
| The Maureen and Mike Mansfield Foundation 1401 New York Avenue NW Washington, DC 20005 | None | PC | To support the Asian Opinion Poll Database, an online reference tool for researchers in the United States to monitor and access public opinion trends in Japan and other Asian nations | 10,000 |
| The University Corporation San Francisco State 1600 Holloway Ave San Francisco, CA 94132 | None | PC | To support the Voices from Japan Tanka- After the Tsunami project | 10,000 |
| White River Rotary Charitable Fund PO Box 4003 White River Jct, VT 05001 | None | PC | To support a vocational technical education program that will engage students from Vermont and New Hampshire in a two-week study program in Japan | 27,500 |
| Whitfield-Manjiro Friendship Society Inc 55 Morse Lane Acushnet, MA 02743 | None | PC | To support an updated DVD for the Whitfield-Manjiro house and museum | 10,000 |
| Youth Arts New York PO Box 363 New York, NY 10113 | None | PC | To support Hibakusha Stories, a project that brings bomb survivors into high school classrooms where students and educators learn about the history of the relationship of the United States and Japan from the atomic bombing of Hiroshima and Nagasaki to current dangers regarding nuclear weapons | 20,000 |
| AmerAsian School in Okinawa 1-15-22 Shimashi Okinawa, Ginowan City 901-2213 JA | None | NC | To support the salary for a qualified teacher at the school | 25,571 |
| American School in Japan 1-1-1 Nomizu Chofu-shi Tokyo, Shibuya 182-0031 JA | None | NC | To support fieldwork in Tohoku for students at the American School in Japan and as part of the 2013 Elgin Heinz Outstanding Teacher Award | 5,000 |
| Foundation for International School of Asia 5-25-5 3F Hiroo Tokyo, Shibuya 150-0012 JA | none | NC | To support scholarships for American junior high school students to attend the International School of Asia's 2013 summer school and to support their internationoal negotiation and leadership classes | 24,373 |
| Global Fund for Educational Assistance 1-5-7 Jinnan Shibya-ku Tokyo, Shibuya 150-0041 JA | None | NC | To support for a summer leadership program that provides opportunities for highly motivated high school students from Tohoku, Japan to experience various leadership and educational modules in the United States | 46,160 |
| Meiji University Global Front 408J Tokyo, Shibuya 101-8301 JA | None | NC | To support a research project on maritime security conducted in cooperation with the Asia-Pacific Center for Security Studies (APCSS) in Honolulu, Hawaii | 28,046 |
| Rebuild Japan Initiative Foundation 2-23-1 Akasaka Minato-ku Tokyo, Minato-ku 107-0052 JA | None | NC | To review Japan's lost decade | 16,832 |
| Rebuild Japan Initiative Foundation 2-23-1 Akasaka Minato-ku Tokyo, Minato-ku 107-0052 JA | None | NC | To support a critical review of the political efforts and national strategic visions that did not bear fruit during the 1990s and 2000s, the era of Japan's so-called "Lost Decades" in an effort to learn from the past in order to rebuild contemporary Japan | 49,905 |
| Total  3a | | | | 1,260,190 |

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

| | |
|--|--|
| 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 | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 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 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 for 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 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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Employer identification number
13-3054425

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| 1 | Tanaka Memorial Foundation C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016 | \$ 10,000 | <div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> <div> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <div>(Complete Part II for noncash contributions)</div> |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | <div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> <div> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <div>(Complete Part II for noncash contributions)</div> |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | <div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> <div> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <div>(Complete Part II for noncash contributions)</div> |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | <div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> <div> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <div>(Complete Part II for noncash contributions)</div> |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | <div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> <div> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <div>(Complete Part II for noncash contributions)</div> |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | <div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> <div> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <div>(Complete Part II for noncash contributions)</div> |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | <div> <div>Person</div> <div>Payroll</div> <div>Noncash</div> <div> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <div>(Complete Part II for noncash contributions)</div> |

| | |
|---|---|
| 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 |
|---------------------------|---|-----------------|-------------------------------------|
| — | <div></div> | <div></div> | <div></div> |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP 4Relationship of transferor to transferee | | |
| — | <div></div> | <div></div> | <div></div> |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP 4Relationship of transferor to transferee | | |
| — | <div></div> | <div></div> | <div></div> |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP 4Relationship of transferor to transferee | | |
| — | <div></div> | <div></div> | <div></div> |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP 4Relationship of transferor to transferee | | |
| — | <div></div> | <div></div> | <div></div> |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP 4Relationship of transferor to transferee | | |

TY 2013 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 | 39,000 | 15,600 | | 23,400 |

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

TY 2013 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 | 494,203 | SL | 40 | 19,768 | | | |
| APARTMENT IMPROVEM | | 241,370 | 148,461 | SL | 27 | 7,303 | | | |
| LEASEHOLD IMPROVE | | 245,635 | 225,831 | SL | | 903 | | | |
| EQUIPMENT | | 149,044 | 86,212 | SL | 7 | 12,920 | | | |
| FURNITURE & FIXTUR | | 241,490 | 234,492 | SL | 7 | 583 | | | |

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

TY 2013 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 |
|---|--|------------|--------------|--|----------------------------|---------------------------|-----------------------------|----------------------|------------------------------------|
| American School in Japan | 1-1-1 Nomizu Chofushi Tokyo, Shubuya 182-0031 JA | 2013-11-20 | | Support fieldwork in Tohoku for students at the American School in Japan | 5,000 | NO | ANNUALLY | 2013-12-31 | COMPLIANCE WITH GRANT REQUIREMENTS |
| Foundation fo the Intn'l School of Asia | 5-25-5 35F Hiroo Tokyo, Shibuya 150-0012 JA | 2013-04-05 | 24,373 | Support scholarships for American junior high students to attend the Intn'l School of Asia in 2013 | | NO | annually | 2013-12-31 | COMPLIANCE WITH GRANT REQUIREMENTS |
| Meiji University | Global Front 408J Tokyo, Shibuya 101-830 JA | 2013-10-20 | | Support a research project on maritime security conducted in cooperation with APCSS in HI | 28,046 | NO | annually | 2013-12-31 | COMPLIANCE WITH GRANT REQUIREMENTS |
| Rebuild Japan Initiative Foundation | 11F Ark Hills Front Tower Tokyo, Shibuya 107-0052 JA | 2013-10-20 | | Support a critical review of the political efforts that did not bear fruit during the "lost decades" | 49,905 | NO | annually | 2013-12-31 | COMPLIANCE WITH GRANT REQUIREMENTS |

TY 2013 General Explanation Attachment**Name:** UNITED STATES-JAPAN FOUNDATION**EIN:** 13-3054425

| Identifier | Return Reference | Explanation |
|----------------------------------|--|--|
| Election to forego NOL Carryback | FORM 990-T, Page 1, Part II, Line 31 172(B)(3) | THE ABOVE NAMED TAXPAYER INCURRED A NET OPERATION LOSS IN THE TAXABLE YEAR ENDING DECEMBER 31, 2013, AND IS ENTITLED TO A TWO YEAR PERIOD WITH RESPECT TO THAT LOSS UNDER CODE SECTION 172(B)(1) OF THE INTERNAL REVENUE CODE. PURSUANT TO CODE SECTION 172(B)(3), THE TAXPAYER ELECTS TO RELINQUISH THE ENTIRE CARRY BACK PERIOD WITH RESPECT TO THE NET OPERATING LOSS INCURRED IN THE TAXABLE YEAR ENDING December 31, 2013 |

TY 2013 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 | 168,652 | 168,652 |
| ACCENTURE | 49,332 | 49,332 |
| ALEXANDER AND BALDWIN INC | 165,668 | 165,668 |
| ALLEGHENY TECHNOLOGIES | 176,725 | 176,725 |
| ALLERGAN INC. | 177,728 | 177,728 |
| ALLIED WRLD ASSUR COM | 135,372 | 135,372 |
| AMERCO | 126,055 | 126,055 |
| AMERICAN CAPITAL LTD. | 172,353 | 172,353 |
| AMERICAN EXPRESS | 99,803 | 99,803 |
| AMERISOURCEBERGEN CORP. | 126,558 | 126,558 |
| APPLE INC. | | |
| ATLAS AIR WORLDWIDE HOLDINGS | | |
| AVENET INC. | | |
| AVERY DENNISON CORP | | |
| BED BATH & BEYOND INC. | 87,688 | 87,688 |
| BIOGEN IDEC INC | 171,657 | 171,657 |
| CABOT CORP | | |
| CAMERON INTERNATIONAL CORP | | |
| CASEY'S GENERAL STORES INC. | 70,039 | 70,039 |
| CIT GROUP INC. | 213,733 | 213,733 |
| CNI FINL GROUP INC. | 114,454 | 114,454 |
| COCA-COLA CO. | 161,109 | 161,109 |
| COLGATE PALMOLIVE CO. | 143,462 | 143,462 |
| COMERICA INC | 174,947 | 174,947 |
| COSTCO WHOLESALE CORP | 83,314 | 83,314 |
| CST BRANDS INC. | 114,934 | 114,934 |
| DISCOVER FINANCIAL SERVICES | 111,620 | 111,620 |
| E M C CORP MASS | 35,210 | 35,210 |
| EBAY INC | 142,649 | 142,649 |
| ENCORE WIRE CORP | 140,649 | 140,649 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---------------------------|------------------------|-------------------------------|
| EXRESS SCRIPTS HOLDING | | |
| FOOT LOCKER INC. | 105,465 | 105,465 |
| FRANKLIN RESOURCE INC. | 63,503 | 63,503 |
| GENERAL ELECTRIC CO | 182,195 | 182,195 |
| GILEAD SCIENCES INC. | 195,260 | 195,260 |
| GOOGLE INC. | 251,039 | 251,039 |
| GULFPORT ENERGY CORP | 252,520 | 252,520 |
| HYATT HOTELS CORP | 148,875 | 148,875 |
| INTREPID POTASH INC COM | 109,296 | 109,296 |
| INVESTORS BANCORP INC. | 104,878 | 104,878 |
| JC PENNY INC. | | |
| JOHNSON CONTROLS INC | 100,189 | 100,189 |
| JUNIPER NETWORKS INC | 108,336 | 108,336 |
| KAISER ALUMINUM CORP | | |
| KEYCORP | 133,462 | 133,462 |
| LAS VEGAS SANDS CORP | | |
| LEUCADIA NATIONAL CORP | 73,684 | 73,684 |
| LSB INDS INC COM | 128,393 | 128,393 |
| M D C HOLDINGS INC | 101,878 | 101,878 |
| MCDONALDS CORP | | |
| MCKESSON CORP | 86,026 | 86,026 |
| MEN'S WEARHOUSE INC. | | |
| MOLEX INC. | | |
| MONDELEZ INTERNATIONAL | 165,910 | 165,910 |
| MONSANTO CO. | 174,825 | 174,825 |
| NEWS CORP | 188,129 | 188,129 |
| NIKE INC. | 149,416 | 149,416 |
| OCCIDENTAL PETROLEUM CORP | 161,670 | 161,670 |
| ORACLE CORP | | |
| OSHKOCH CORP | 218,649 | 218,649 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| OWENS CORNING NEW COM | 169,395 | 169,395 |
| PEPSICO INC. | 149,292 | 149,292 |
| PHILIP MORRIS INTERNATIONAL | 95,843 | 95,843 |
| PIONEER NATURAL RESOURCES | 158,300 | 158,300 |
| PLEXIS CORP COM | | |
| PLUM CREEK TIMER COMPANY INC. | 118,368 | 118,368 |
| PRICELINE.COM INC. | 97,642 | 97,642 |
| PROCTER & GAMBLE CO. | 143,363 | 143,363 |
| QUALCOMM INC. | 155,925 | 155,925 |
| RALPH LAUREN CORP | 112,475 | 112,475 |
| RANGE RESOURCES CORP | 53,115 | 53,115 |
| RAYMOND JAMES FINANCIAL INC. | 124,212 | 124,212 |
| RYMAN HOSPITALITY PPTYS INC. | 118,237 | 118,237 |
| SCHLUMBERGER LTD. | | |
| SCHNITZER STEEL INDUSTRIES INC | 93,926 | 93,926 |
| SEACOR HOLDINGS INC | 125,856 | 125,856 |
| SINCLAIR BROADCAST GROUP INC. | 152,567 | 152,567 |
| SL GREEN REALTY CORP | | |
| SPDR GOLD TRUST | | |
| SPIRIT AEROSYSTEMS HOLDINGS | | |
| STARBUCKS CORP | 117,585 | 117,585 |
| STATE STREET CORP | 140,395 | 140,395 |
| STRYKER CORP | 97,682 | 97,682 |
| SUSSER HOLDINGS CORP | 212,843 | 212,843 |
| TECH DATA CORP | 59,083 | 59,083 |
| THE ESTEE LAUDER COMPANIES | 165,704 | 165,704 |
| TJX COMPANIES INC. | 133,833 | 133,833 |
| TRIBUNE CO. | 218,268 | 218,268 |
| TRINITY INDUSTRIES INC. | | |
| UNILEVER | | |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| UNITED PARCEL SERVICE INC. | 157,620 | 157,620 |
| UNIVERSAL AMERICAN SPIN CORP | 25,937 | 25,937 |
| VAIL RESORTS INC. | 81,625 | 81,625 |
| VISA INC. | 133,831 | 133,831 |
| VISTEON CORP COM | 187,528 | 187,528 |
| WELLS FARGO | 163,440 | 163,440 |
| WHITE MOUNTAINS INS GROUP LTD. | 160,419 | 160,419 |
| WR BERKLEY CORP | | |

TY 2013 Investments - Land Schedule**Name:** UNITED STATES-JAPAN FOUNDATION**EIN:** 13-3054425

TY 2013 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 | 993,612 | 993,612 |
| ONSET ENTRPRZ ASSOC II LP | FMV | 39,461 | 39,461 |
| FARALON CAP MGT PRTNRS LP | FMV | 384,508 | 384,508 |
| GEMELLI INVESTORS LP | FMV | 1,403,023 | 1,403,023 |
| KKR ENERGY INCOME & GROWTH FND | FMV | 615,148 | 615,148 |
| JP MRGN EURO DIR CORP FIN INV | FMV | 1,916 | 1,916 |
| JP MRGN US DIR CORP FIN INV | FMV | 182,275 | 182,275 |
| JP MRGN EURO POOL CORP FIN INV | FMV | 682,467 | 682,467 |
| JP MRGN US POOLED CORP FIN INV | FMV | 2,149,650 | 2,149,650 |
| AVENUE ASIA INT'L LTD | FMV | 5,519 | 5,519 |
| CHESAPKE PRTNRS INT'L LTD | FMV | 3,054,453 | 3,054,453 |
| FIR TREE INT'L VAL FUND LTD | FMV | 853 | 853 |
| OCA BRIGADE CREDIT FUND II LLC | FMV | 4,514,864 | 4,514,864 |
| OCA WESLEY MTG REIT FUND LLC | FMV | 2,748,994 | 2,748,994 |
| OCA STRATEGOS RBMS FUND | FMV | 4,348,832 | 4,348,832 |
| GEM REALTY SECURITIES LTD | FMV | | |
| OWL CREEK OVRSEAS FUND LTD | FMV | | |
| PERSHING SQ INT'L LTD | FMV | 3,848,646 | 3,848,646 |
| ANCHRGE CAP PRTNRS OFFSHRE LTD | FMV | 2,711,933 | 2,711,933 |
| MKP CREDIT OFFSHORE LTD | FMV | 3,563,376 | 3,563,376 |
| AURELIUS CAPITAL INT'L LTD | FMV | 3,331,648 | 3,331,648 |
| NWI EMERGING FUND | FMV | 3,579,291 | 3,579,291 |
| ASHMORE BRASIL FUND | FMV | | |
| LYRICAL PARTNERS | FMV | 4,259,355 | 4,259,355 |
| VAN ECK FDS INT'L INVGOLD I | FMV | | |
| YACKTMAN AMG FDS YACKTMAN INST | FMV | | |
| VAN ECK FDS GLBL HRD ASS I | FMV | 2,675,473 | 2,675,473 |
| VANGUARD MSCI EMRG MKTS ETF | FMV | | |
| MARKET VECTORS AGRIBUSINESS | FMV | | |
| TWEEDY BROWN FD WWID HIDVYLDVA | FMV | 2,632,834 | 2,632,834 |

| Category / Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|--------------------------------|-----------------------|------------|-------------------------------|
| TCW GALILEO FDS EMERG MKT INCM | FMV | | |
| DOUBLELINE FUNDS | FMV | | |
| MATHEWS ASIA DIV INSTL | FMV | 2,966,290 | 2,966,290 |
| MANAGERS AMG FUNDS | FMV | 8,634,077 | 8,634,077 |
| VANGUARD FTSE EMERGING MKTS | FMV | 2,403,975 | 2,403,975 |
| VANGUARD 500 INDEX FUND | FMV | 9,030,762 | 9,030,762 |
| ABERDEEN GL SM CAP | FMV | 1,844,801 | 1,844,801 |
| EATON VANCE MUTUAL FUND | FMV | 2,570,496 | 2,570,496 |

TY 2013 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 | 513,971 | 276,754 | |
| APARTMENT IMPROVEM | 241,370 | 155,764 | 85,606 | |
| LEASEHOLD IMPROVE | 245,635 | 226,734 | 18,901 | |
| EQUIPMENT | 149,044 | 99,132 | 49,912 | |
| FURNITURE & FIXTUR | 241,490 | 235,075 | 6,415 | |

TY 2013 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 | 3,798 | | | 3,798 |

TY 2013 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 | 99,337 | 14,087 | 14,087 |
| DUE FROM BROKER | | 112,890 | 112,890 |

TY 2013 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 | 108,794 | 5,440 | | 115,372 |
| PROGRAM PROJECT/DEVELOPMENT | 24,950 | | | 24,950 |
| TELEPHONE AND FACSIMILE | 9,521 | 476 | | 9,045 |
| DUES | 6,516 | | | 6,516 |
| POSTAGE AND MESSENGER | 2,496 | 125 | | 2,371 |
| US-JAPAN LEADERSHIP PROGRAM | 544,231 | | | 544,231 |

TY 2013 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 | 46,669 | 104,348 | |

TY 2013 Other Increases Schedule**Name:** UNITED STATES-JAPAN FOUNDATION**EIN:** 13-3054425

| Description | Amount |
|---|-----------|
| UNREALIZED APPRECIATION ON INVESTMENTS, | 0 |
| NET OF DEFERRED EXCISE TAX EXPENSE | 7,770,889 |

TY 2013 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 | 96,794 | 153,205 |

TY 2013 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 | 772,430 | 772,430 | | |

TY 2013 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 | 16,769 | | | |