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Form 990-PF



Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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▶ 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 ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶ \$ 88,716,514		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☐ Cash ☒ Accrual Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	20,236			
	2 Check ▶ ☐ 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
Liabilities	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
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)	96,794	153,205	
	23	Total liabilities (add lines 17 through 22)	331,181	329,677	
		Foundations that follow SFAS 117, check here ▶ ☒ 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 ▶ ☐ 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 ☐ and enter "N/A" on line 1		1	16,769		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)							
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2			
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		7	79,288		
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 ☒ 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	62,519		
11		Enter the amount of line 10 to be Credited to 2014 estimated tax 62,519 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?	1a	Yes	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)? <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>	1b		No
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? <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) 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  www.us-jf.org				
14	The books are in care of  CHRISTINE MANAPAT-SIMS Telephone no  (212) 481-8753			
	Located at  145 EAST 32ND STREET NEW YORK NY ZIP+4  10016			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here 			
	and enter the amount of tax-exempt interest received or accrued during the year.	15		
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	No
	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?  Yes  No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 	1b		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?  Yes  No			
	If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  No			
b	If "Yes," did it have excess business holdings in 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).

☒ 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 JANES	PROGRAM OFFICER	130,717	22,222	0
145 EAST 32ND STREET NEW YORK, NY 10016	40 0			
KELLY NIXON	PROJECT DIRECTOR	71,086	12,085	
145 EAST 32ND STREET NEW YORK, NY 10016	40 0			
TERESA SHAM	EXECUTIVE SECRETARY	84,048	14,288	
145 EAST 32ND STREET NEW YORK, NY 10016	40 0			
AYA TSUJITA	ADMINISTRATIVE ASST	74,391	14,514	
145 EAST 32ND STREET NEW YORK, NY 10016	40 0			
TOMOYUKI WATANABE	ASSISTANT	132,780	9,398	
145 EAST 32ND STREET NEW YORK, NY 10016	40 0			
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	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				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				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 Shinchirō 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 Shinichirō 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 Shibuya-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
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Organization type (check one)

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 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).

Name of organization UNITED STATES-JAPAN FOUNDATION	Employer identification number 13-3054425
---	---

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	Tanaka Memorial Foundation C/O UNITED STATES-JAPAN FOUNDATION NEW YORK, NY 10016	\$ 10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 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
EXPRESS 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			