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.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 07/01, 2013, and ending 06/30, 2014

Name of foundation TOYOTA USA FOUNDATION C/O CORPORATE TAX DEPARTMENT G301

A Employer identification number 95-3255038

Number and street (or P O box number if mail is not delivered to street address) 19001 S WESTERN AVENUE — Room/suite

B Telephone number (see instructions) (310) 468-4456

City or town, state or province, country, and ZIP or foreign postal code TORRANCE, CA 90501

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ 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) ▶ $ 110,351,809

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities		2,304,018		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,843,049			
	b Gross sales price for all assets on line 6a 8,272,178				
	7 Capital gain net income (from Part IV, line 2)		6,113,367		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	379,609	13,292.		
	12 **Total.** Add lines 1 through 11	3,222,658	8,430,677		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest ATCH 3		19,953		
	18 Taxes (attach schedule) (see instructions) ATCH 4	72,949	30,837		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	533,222.	537,471		18,591
	24 **Total operating and administrative expenses** Add lines 13 through 23	606,171	588,261		18,591
	25 Contributions, gifts, grants paid	5,162,944			5,492,438
	26 **Total expenses and disbursements** Add lines 24 and 25	5,769,115	588,261		5,511,029
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-2,546,457			
	b **Net investment income** (if negative, enter -0-)		7,842,416		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	3,185	3,025	3,025
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 6	25,838	7,889	7,889
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 7	105,766,974	110,340,895	110,340,895
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	105,795,997	110,351,809	110,351,809
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	2,393,187	2,063,693	
	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 ▶)	525,315	145,706	
	23	**Total liabilities** (add lines 17 through 22)	2,918,502.	2,209,399	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	102,877,495	108,142,410	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ [ ] check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	102,877,495	108,142,410	
	31	**Total liabilities and net assets/fund balances** (see instructions)	105,795,997	110,351,809	

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	102,877,495
2	Enter amount from Part I, line 27a	2	-2,546,457
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	7,811,372
4	Add lines 1, 2, and 3	4	108,142,410
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	108,142,410

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,113,367
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	4,220,136	105,758,038	0 039904
2011	5,100,535	101,447,845	0 050277
2010	4,925,664	100,138,043	0 049189
2009	4,700,040	89,336,168	0 052611
2008	2,400,000	84,743,337	0 028321

2	**Total** of line 1, column (d)	2	0 220302
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 044060
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	108,256,837
5	Multiply line 4 by line 3	5	4,769,796
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	78,424
7	Add lines 5 and 6	7	4,848,220
8	Enter qualifying distributions from Part XII, line 4	8	5,511,029

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	78,424
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	78,424
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	78,424
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 97,844		
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	97,844
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	19,420
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 19,420 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW TOYOTA COM

14 The books are in care of ▶ TOYOTA MOTOR SALES USA, INC Telephone no ▶ 310-468-4456

Located at ▶ FIN'L RPTG DEPT 19001 S WESTERN AVE TORRANCE, CA ZIP+4 ▶ 90501

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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 instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ATCH 9		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 . . . . . . ▶

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
NONE		0
Total number of others receiving over $50,000 for professional services ▶		

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 N/A	
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 N/A	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	109,716,460
b	Average of monthly cash balances	1b	188,958
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	109,905,418
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	109,905,418
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,648,581
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	108,256,837.
6	**Minimum investment return.** Enter 5% of line 5	6	5,412,842.

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	5,412,842
2a	Tax on investment income for 2013 from Part VI, line 5	2a	78,424		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	78,424
3	Distributable amount before adjustments Subtract line 2c from line 1			3	5,334,418
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,334,418
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	5,334,418

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	5,511,029
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,511,029
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	78,424
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,432,605

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				5,334,418
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			19,300	
b	Total for prior years 20 11 ,20 10 ,20 09				
3	Excess distributions carryover, if any, to 2013				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	Total of lines 3a through e				
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 5,511,029				
a	Applied to 2012, but not more than line 2a			19,300	
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				5,334,418
e	Remaining amount distributed out of corpus	157,311			
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	157,311			
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				
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	157,311			
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 157,311				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)**

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATCH 10

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

ATCH 11

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

ATCH 12

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT A				5,492,438
Total . . . . . . ▶ **3a**				5,492,438
b Approved for future payment				
SEE ATTACHMENT B				2,080,342
Total . . . . . . ▶ **3b**				2,080,342

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,843,049	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13					379,609
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,843,049	379,609

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 3,222,658

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 5/11/15 — Title TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROSEMARIE BROWN		4/21/15		P01278077
Firm's name ▶ GRANT THORNTON LLP			Firm's EIN ▶ 36-6055558	
Firm's address ▶ 515 S FLOWER STREET, 7TH FLOOR LOS ANGELES, CA 90071			Phone no 2136271717	

TOYOTA USA FOUNDATION C/O CORPORATE 95-3255038

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		RUSSELL INSTITUTIONAL CORE BOND PROPERTY TYPE SECURITIES				P	VARIOUS	VARIOUS
1,632,116		1,407,562.					224,554	
		RUSSELL INSTITUTIONAL INTERNATIONAL EQUI PROPERTY TYPE SECURITIES				P	VARIOUS	VARIOUS
863,525		740,439					123,086	
		RUSSELL INSTITUTIONAL LARGE CAP US EQUIT PROPERTY TYPE SECURITIES				P	VARIOUS	VARIOUS
5,073,856		3,881,853					1,192,003	
		RUSSELL INSTITUTIONAL SMALL CAP US EQUIT PROPERTY TYPE SECURITIES				P	VARIOUS	VARIOUS
702,682		542,763					159,919	
		RUSSELL INSTITUTIONAL CORE BOND PROPERTY TYPE SECURITIES				P	VARIOUS	VARIOUS
							208,321	
		RUSSELL INSTITUTIONAL CORE BOND PROPERTY TYPE SECURITIES				P	VARIOUS	VARIOUS
							-297,381	
		RUSSELL INSTITUTIONAL INTERNATIONAL EQUI PROPERTY TYPE SECURITIES				P	VARIOUS	VARIOUS
							120,581	
		RUSSELL INSTITUTIONAL INTERNATIONAL EQUI PROPERTY TYPE SECURITIES				P	VARIOUS	VARIOUS
							84,054	
		RUSSELL INSTITUTIONAL LARGE CAP US EQUIT PROPERTY TYPE SECURITIES				P	VARIOUS	VARIOUS
							2,286,991.	
		RUSSELL INSTITUTIONAL LARGE CAP US EQUIT PROPERTY TYPE SECURITIES				P		
							1,515,064	
		RUSSELL INSTITUTIONAL SMALL CAP US EQUIT PROPERTY TYPE SECURITIES				P	VARIOUS	VARIOUS
							256,486	
		RUSSELL INSTITUTIONAL SMALL CAP US EQUIT PROPERTY TYPE SECURITIES				P	VARIOUS	VARIOUS
							239,689	
TOTAL GAIN(LOSS)							6,113,367	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RUSSELL CORE BOND FUND		1,632,676
RUSSELL INTERNATIONAL EQUITY FUND		164,572
RUSSELL LARGE CAP U.S. EQUITY		447,586
RUSSELL SMALL CAP U.S EQUITY		59,184.
TOTAL		2,304,018

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME		7
OTHER INCOME(LOSS) FROM K-1		13,285
DEFERRED FEDERAL EXCISE TAX BENEFIT	379,609.	
TOTALS	379,609	13,292

ATTACHMENT 3

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE		19,953.
TOTALS		19,953

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CURRENT EXCISE TAX	72,949.	
FOREIGN TAXES PAID		30,837
TOTALS	72,949	30,837

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER FEES AND EXPENSES	533,222	514,472	18,591
OTHER EXPENSES FROM P/S		22,999	
TOTALS	533,222	537,471.	18,591

ATTACHMENT 6

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXCISE TAX	7,889.	7,889.
TOTALS	7,889.	7,889.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS-EQUITIES	33,170,554.	33,170,554
MUTUAL FUNDS-BONDS	77,170,341	77,170,341
TOTALS	110,340,895.	110,340,895

ATTACHMENT 8

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		7,811,372.
	TOTAL	7,811,372.

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
MICHAEL ROUSE 19001 S WESTERN AVENUE TORRANCE, CA 90501	PRESIDENT (EFFECTIVE 5/5/14) 2 50
MARTIN SMITH 19001 S WESTERN AVENUE TORRANCE, CA 90501	SECRETARY (EFFECTIVE 5/5/14) 2 50
KIYOHISA FUNASAKI 19001 S WESTERN AVENUE TORRANCE, CA 90501	TREASURER (EFFECTIVE 5/5/14) 2 50
CHUCK BROWN 19001 S WESTERN AVENUE TORRANCE, CA 90501	DIRECTOR 2 50
KEVIN BUTT 19001 S WESTERN AVENUE TORRANCE, CA 90501	DIRECTOR (EFFECTIVE 5/5/14) 2 50
BOB DALY 19001 S WESTERN AVENUE TORRANCE, CA 90501	DIRECTOR (EFFECTIVE 5/5/14) 2.50

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
MIKE GOSS 19001 S WESTERN AVENUE TORRANCE, CA 90501	DIRECTOR (EFFECTIVE 5/5/14) 2 50
ZACK HICKS 19001 S WESTERN AVENUE TORRANCE, CA 90501	DIRECTOR (EFFECTIVE 5/5/14) 2 50
LATONDRA NEWTON 19001 S WESTERN AVENUE TORRANCE, CA 90501	DIRECTOR (EFFECTIVE 5/5/14) 2 50
JULIA WADA 19001 S WESTERN AVENUE TORRANCE, CA 90501	DIRECTOR (EFFECTIVE 5/5/14) 2 50
YOSHIMI INABA 19001 S WESTERN AVENUE TORRANCE, CA 90501	PRESIDENT (VACATED 5/5/14) 2 50
JIM LENTZ 19001 S WESTERN AVENUE TORRANCE, CA 90501	DIRECTOR (VACATED 5/5/14) 2 50

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

ATTACHMENT 9 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
PATRICIA PINEDA 19001 S WESTERN AVENUE TORRANCE, CA 90501	ASST SECRETARY (VACATED 5/5/14) 2 50
DIAN OGILVIE 19001 S WESTERN AVENUE TORRANCE, CA 90501	SECRETARY (VACATED 5/5/14) 2 50
ROBERT C DALY 19001 S WESTERN AVENUE TORRANCE, CA 90501	DIRECTOR (VACATED 5/5/14) 2 50
HIROSHI NISHIDA 19001 S WESTERN AVENUE TORRANCE, CA 90501	TREASURER (VACATED 5/5/14) 2 50

ATTACHMENT 10

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

THE FOUNDATION ADMINISTRATOR
601 LEXINGTON AVE 49TH FLOOR
NEW YORK, NY 10022
212-715-7486

ATTACHMENT 11

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

PROPOSAL WITH DOLLAR AMOUNT REQUESTED, EXPLANATION OF PROJECT, USE OF FUNDS

ATTACHMENT 12

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

NO INDIVIDUALS, UNIONS, MILITARY ORGANIZATIONS, RELIGIOUS GROUPS, POLITICAL ORGANIZATIONS OR CANDIDATES

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
DEFERRED FEDERAL EXCISE TAX BENEFIT					379,609
TOTALS					379,609

TOYOTA USA FOUNDATION
PART XV
GRANT AND CONTRIBUTIONS PAID DURING THE YEAR
FYE 6-30-2014

95-3255038

RECIPIENT	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT CONTRIBUTION	AMOUNT
a) PAID AND APPROVED DURING THE YEAR			
Biotech Partners 800 Dwight Way, B52-2 Berkeley, CA 94710	Public Charity	Biotech Partners seeks funding to support Biotech Partners expansion to grow from serving 120 high school students at two high schools to serving approximately 268 students in three high schools by 2015-2016 and ultimately 600 students annually at six high schools by 2017-2018	$ 100,000
The Center for Education Innovation 200 Lamar St, Ste 100 S Jackson, MS 39201	Public Charity	The Center for Education Innovation (CEI) seeks to implement Mississippians Integrating Science, Technology, Engineering, and Math (MI-STEM) targeting approximately 230 PK-5TH grade students annually at Brown Elementary School (BES)	$ 150,000
Center for Inspired Teaching 1436 U St NW, Ste 400 Washington, DC 20009	Public Charity	Inspired Teaching will implement and replicate a powerful STEM education program for K-12 students and their teachers that will create Next Generation Science Standards-aligned curricula, train teachers in engaging, inquiry-based instruction, and ensure that students in the public schools in the nation's capital and other school districts experience 21st century science instruction that will develop their problem solving, critical thinking, and literacy skills	$ 200,000
Conservancy of Southwest Florida Florida 1495 Smith Preserve WayNaples, FL 34102	Public Charity	A grant from the Toyota Foundation will enable Center for Inspired Teaching to improve content and curriculum before, during, and after each program, add new materials and technology, and provide STEM-based, interactive programs at both our 21-acre Nature Center and in classrooms across Southwest Florida, improving student science comprehension, increasing interest in STEM fields, and inspiring a conservation ethic	$ 175,000
The Green Schools Alliance (GSA) 590 Madison Ave, 20th Floor New York, NY 10022	Public Charity	GSA will use a grant from Toyota to expand the impact of the GCC as follows 1) expand outreach and recruitment of new schools through marketing and promotional materials, 2) broaden current Challenge offerings to include transporation, water and composting, 3) recruit, train and support Regional Coordinators, 4) convert current HTML website to new Drupal 7 site to create better user experience with reporting and analytics, and 5) develop and distribute new educational training and recognition materials	$ 100,000
The Huron River Watershed Council 1100 N Main St Ste 210 Ann Arbor, MI 48104	Public Charity	The Huron River Watershed Council (HRWC) proposes to work with a dozen middle and high school programs in this southeast Michigan watershed to teach students scientific study of local waterways, to connect their results to community decisions, and to teach students stewardship and recreational skills related to the river	$ 125,000

ATTACHMENT A

Institute for Earth Science Research and Education 2686 Overhill Dr Eagleville, PA 19403	Public Charity	To develop a hardware, software, science, and mentoring infrastructure to support teacher professional development and student inquiry and research in environmental science	$ 60,310
The Johns Hopkins University Center for Talented Youth 5801 Smith Ave Ste 400 Baltimore, MD 21209	Public Charity	A $750,000 grant will allow CTY to create a new STEM-focused expansion of the CTYSP and bring in three cohorts of ten low-income, underrepresented minority students, all demonstrating academic promise and interest in STEM domains, from Greater Los Angeles, Baltimore-Washington Metro, and New York Metro (NY-NJ-CT) in 2015 The project aims to directly impact these students' achievement in, enthusiasm for, and aspirations to continue in STEM fields	$ 375,500
Kettering University 1700 University Ave Flint, MI 48504	Public Charity	Kettering University seeks a $100,000 grant from Toyota USA Foundation in support of equipment for a new FIRST Community Center (FCC) -- an innovative facility at the heart of our campus that will feature experiential learning opportunities for Flint's elementary through high school students at a premier STEM institution	$ 100,000
MIND Research Institute 111 Academy, Ste 100 Irvine, CA 92617	Public Charity	To improve the math proficiency of students to enhance their academic and career success in the 21st century	$ 200,000
National Council for Science and the Environment 1101 17th St, NW, Ste 250 Washington, DC 20036	Public Charity	To develop new STEM Mentoring training workshops, resources, and evaluation to enhance the student mentor relationship, and improve student outcomes related to interest in and preparedness to pursue STEM degrees in college	$ 167,024
New York Academy of Sciences 250 Greenwish St 7 World Trade Center, 40th Floor New York, NY 10007	Public Charity	To strengthen STEM education for New York City students and create a stronger pipeline of quality STEM teachers	$ 100,000
The Oliver Scholars Program 80 Maiden Lane, Ste 706 New York, NY 10038	Public Charity	We are requesting a two-year grant of $135,000 from the Toyota USA Foundation to support the establishment of Oliver Teaches STEM, a new tier of academic services related to the sciences for Scholars in their early years of independent school	$ 62,500
Red Cloud Indian School, Inc 100 Mission Dr Pine Ridge, South Dakota 57770	Public Charity	Through Growing our Future Lakota STEM leaders at Red Cloud Indian School, Red Cloud will implement a model that strengthens the math and science curriculums in elementary, middle, and high school to ensure that Lakota students have the tools necessary to succeed in STEM education	$ 70,000
Rocking the Boat, Inc. 812 Edgewater Road Bronx, NY 10474	Public Charity	A grant from Toyota will support Rocking the Boat's On-Water Education Program, which prepares young people for successful transition to adulthood through a wide range of Bronx River environmental research and restoration activities	$ 130,000
SAE Foundation 400 Commonwealth Warrendale, PA 15096	Public Charity	Expose K-8 students to science, technology, engineering and math (STEM) from a young age	$ 200,000

ATTACHMENT A

Alamo Colleges Foundation, Inc 1300 San Pedro Ave San Antonio, TX 78212	Public Charity	To help complete funding for the purchase of a Space Mission Simulator for the Challenger Center at San Antonio College, the newest of 48 Challenger Centers worldwide that offers an exciting introduction to science and technology careers to youth of all ages	$ 200,000
Science Buddies Torres NE Corner 11th Ave, #5038 Carmel, CA 93921	Public Charity	Science Buddies proposes to improve K 12, hands-on STEM education by developing a high-impact Teacher Dashboard to work with our unique resources, providing real-time classroom management, promoting online student assessment, and helping build a community of science learners within the classroom	$ 100,000
North Alabama Science Center, Inc Sci-Quest, Hands-on Science Center 1435 Paramount Dr Huntsville, AL 35806	Public Charity	Sci-Quest proposes to launch Manufacturing the Future, a two-year project designed to bring math and science alive with two primary program components, 1) the development of an interactive engineering design lab to launch after-school engineering design clubs	$ 99,959
The Texas Alliance for Minorities in Engineering 10100 Burnet Rd, R9200 Building 16, Room 10 Austin, TX 78758	Public Charity	Toyota's grant will fund 10 Family Math and Science Nights at elementary and middle schools in Bexar County to encourage students and their families to explore STEM-related concepts and real-life educational and career opportunities through exciting, hands-on exhibits, connect students to STEM opportunities in their schools, and introduce students and their families to role models from the local STEM community	$ 50,000
Washington Nationals Youth Baseball Academy 3675 Ely Place SE Washington, DC 20019	Public Charity	To support and enhance the collaboration between the Washington Nationals Youth Baseball Academy and Higher Achievment for the purpose of providing a year-round youth-development and academic enrichment program for at-risk youth from Washington, DC's Ward 7 & 8 neighborhoods	$ 300,000
West Point Association of Graduates 698 Mills Rd West Point, NY 10996	Public Charity	$270,000 for two years in support of West Point's Center for Leadership and Diversity in Science, Technology, Engineering, and Mathematics (STEM) The requested support will provide critical funding to extend the center's national outreach and deepen the impact of its broad range of programming	$ 135,000
Wow Science Corporation 11 Hidden Dr Blackwood, NJ 08012	Public Charity	To purchase educational LEGO equipment to support 180 children annually in an eight-week summer camp for five years	$ 62,145
TOTAL PAID AND APPROVED DURING THE YEAR			**$ 3,262,438**

ATTACHMENT A

TOYOTA USA FOUNDATION
PART XV
GRANT AND CONTRIBUTIONS PAID DURING THE YEAR
FYE 6-30-2014

95-3255038

RECIPIENT	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT CONTRIBUTION	AMOUNT
b) APPROVED IN PRIOR YEAR AND PAID DURING THE YEAR			
Nature Conservancy 4245 N Fairfax Dr , Ste 100 Arlington, VA 22203	Public Charity	To support "LEAF", Leaders in Environmental Action for the Future, which is building the next generation of encironmental leaders by providing students with immersive outdoor leadership experiences as well as year-round opportunities to learn	$ 2,000,000
Earth Echo International 888 16th St NW, Ste 800 Washington, DC 20006	Public Charity	To support the Water Planet Challenge, which is a nationwide program that equips educators and students to take action on environmental issues by providing training and access to interactive tools and resources	$ 180,000
Hispanic Leadership Development Foundation 200 E Grayson St , Ste 203 San Antonio, TX 78215	Public Charity	To support HLDF's annual STEM conference, which is focused on high school dropout prevention by encouraging students to earn a degree in the STEM field	$ 50,000
TOTAL APPROVED IN PRIOR YEAR AND PAID DURING THE YEAR			**$ 2,230,000**
TOTAL PAID DURING THE YEAR			**$ 5,492,438**

ATTACHMENT A

TOYOTA USA FOUNDATION
PART XV
GRANT AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT
FYE 6-30-2014

95-3255038

RECIPIENT	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT CONTRIBUTION	AMOUNT
GRANTS APPROPRIATED IN FY14			
Biotech Partners 800 Dwight Way, B52-2 Berkeley, CA 94710	Public Charity	Biotech Partners seeks funding to support Biotech Partners expansion to grow from serving 120 high school students at two high schools to serving approximately 268 students in three high schools by 2015-2016 and ultimately 600 students annually at six high schools by 2017-2018	$ 100,000
The Center for Education Innovation 200 Lamar St, Ste 100 S Jackson, MS 39201	Public Charity	The Center for Education Innovation (CEI) seeks to implement Mississippians Integrating Science, Technology, Engineering, and Math (MI-STEM) targeting approximately 230 PK-5TH grade students annually at Brown Elementary School (BES)	$ 262,945
Center for Inspired Teaching 1436 U St NW, Ste 400 Washington, DC 20009	Public Charity	Inspired Teaching will implement and replicate a powerful STEM education program for K-12 students and their teachers that will create Next Generation Science Standards-aligned curricula, train teachers in engaging, inquiry-based instruction, and ensure that students in the public schools in the nation's capital and other school districts experience 21st century science instruction that will develop their problem solving, critical thinking, and literacy skills	$ 200,000
The Huron River Watershed Council 1100 N Main St Ste 210 Ann Arbor, MI 48104	Public Charity	The Huron River Watershed Council (HRWC) proposes to work with a dozen middle and high school programs in this southeast Michigan watershed to teach students scientific study of local waterways, to connect their results to community decisions, and to teach students stewardship and recreational skills related to the river	$ 125,000
Institute for Earth Science Research and Education 2686 Overhill Dr Eagleville, PA 19403	Public Charity	To develop a hardware, software, science, and mentoring infrastructure to support teacher professional development and student inquiry and research in environmental science	$ 124,165
The Johns Hopkins University Center for Talented Youth 5801 Smith Ave Ste 400 Baltimore, MD 21209	Public Charity	A $750,000 grant will allow CTY to create a new STEM-focused expansion of the CTYSP and bring in three cohorts of ten low-income, underrepresented minority students, all demonstrating academic promise and interest in STEM domains, from Greater Los Angeles, Baltimore-Washington Metro, and New York Metro (NY-NJ-CT) in 2015 The project aims to directly impact these students' achievement in, enthusiasm for, and aspirations to continue in STEM fields	$ 375,000
National Council for Science and the Environment 1101 17th St, NW, Ste 250 Washington, DC 20036	Public Charity	To develop new STEM Mentoring training workshops, resources, and evaluation to enhance the student-mentor relationship, and improve student outcomes related to interest in and preparedness to pursue STEM degrees in college	$ 165,773

ATTACHMENT B

The Oliver Scholars Program 80 Maiden Lane, Ste 706 New York, NY 10038	Public Charity	We are requesting a two-year grant of $135,000 from the Toyota USA Foundation to support the establishment of Oliver Teaches STEM, a new tier of academic services related to the sciences for Scholars in their early years of independent school	$ 72,500
Red Cloud Indian School, Inc 100 Mission Dr Pine Ridge, South Dakota 57770	Public Charity	Through Growing our Future Lakota STEM leaders at Red Cloud Indian School, Red Cloud will implement a model that will strengthen the math and science curriculums in elementary, middle, and high school to ensure that Lakota students will have the tools necessary to succeed in STEM education	$ 140,000
Science Buddies Torres NE Corner 11th Ave, #5038 Carmel, CA 93921	Public Charity	Science Buddies proposes to improve K 12, hands-on STEM education by developing a high-impact Teacher Dashboard to work with our unique resources, providing real-time classroom management, promoting online student assessment, and helping build a community of science learners within the classroom	$ 100,000
North Alabama Science Center, Inc Sci-Quest, Hands-on Science Center 1435 Paramount Dr Huntsville, AL 35806	Public Charity	Sci-Quest proposes to launch Manufacturing the Future, a two-year project designed to bring math and science alive with two primary program components, 1) the development of an interactive engineering design studio focusing on robotics and advanced manufacturing and 2) using portable components of the engineering design lab to launch after-school engineering design clubs	$ 99,959
West Point Association of Graduates 698 Mills Rd West Point, NY 10996	Public Charity	$270,000 for two years in support of West Point's Center for Leadership and Diversity in Science, Technology, Engineering, and Mathematics (STEM) The requested support will provide critical funding to extend the center's national outreach and deepen the impact of its broad range of programming	$ 135,000
Earth Echo International 888 16th Street NW, Suite 800 Washington, DC 20006	Public Charity	To support the Water Planet Challenge, which is a nationwide program that equips educators and students to take action on environmental issues by providing training and access to interactive tools and resources	$ 180,000
TOTAL APPROVED FOR FUTURE PAYMENT			**$ 2,080,342**

ATTACHMENT B

Form **8868** (Rev January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions TOYOTA USA FOUNDATION C/O CORPORATE TAX DEPARTMENT G301	Employer identification number (EIN) or 95-3255038
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 19001 S WESTERN AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions TORRANCE, CA 90501	

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

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

- The books are in the care of ▶ JEFF TOZAKI, 19001 S WESTERN AVENUE TORRANCE, CA 90501

Telephone No ▶ 310 468-4456 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15, 20 15, to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [ ] calendar year 20____ or

▶ [X] tax year beginning 07/01, 20 13, and ending 06/30, 20 14

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 95,287
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 97,844
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

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

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions TOYOTA USA FOUNDATION C/O CORPORATE TAX DEPARTMENT G301	Employer identification number (EIN) or 95-3255038
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 19001 S. WESTERN AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions TORRANCE, CA 90501	

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

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

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

• The books are in the care of ▶ JEFF TOZAKI, 19001 S. WESTERN AVENUE TORRANCE, CA 90501

Telephone No ▶ 310 468-4456 Fax No ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 05/15 , 20 15 .

5 For calendar year ______ , or other tax year beginning 07/01 , 20 13 , and ending 06/30 , 20 14

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUESTED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 95,287
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 97,844
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification must be completed for Part II only.

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

Signature ▶ Rosemarie [signature] Title ▶ CPA Date ▶ 02/17/2015

JSA
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