

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation RYUJI UENO FOUNDATION INC		A Employer identification number 47-3532204	
Number and street (or P O box number if mail is not delivered to street address) 1623 28TH STREET NW		Room/suite	B Telephone number (see instructions) (301) 941-8111
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20007		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) \$ 75,158,390	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u>(Part I, column (d) must be on cash basis)</u>	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)	46,149,486			
	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 . . .	1,198,766	1,198,766		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 	-351,686			
	b Gross sales price for all assets on line 6a 57,197,609				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	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)				
	12 Total. Add lines 1 through 11	46,996,566	1,198,766		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	139,645	20,947		118,698
	15 Pension plans, employee benefits	5,919	888		5,031
	16a Legal fees (attach schedule) 	1,843	276		1,567
	b Accounting fees (attach schedule) 	24,319	9,728		14,591
	c Other professional fees (attach schedule) 	106,632	0		106,632
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	6,067	1,170		4,897
	19 Depreciation (attach schedule) and depletion . . .	110,780	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	56,581	0		56,581
	22 Printing and publications	7,904	0		7,904
	23 Other expenses (attach schedule) 	376,385	125,142		251,243
	24 Total operating and administrative expenses. Add lines 13 through 23	836,075	158,151		567,144
	25 Contributions, gifts, grants paid	533,880			533,880
	26 Total expenses and disbursements. Add lines 24 and 25	1,369,955	158,151		1,101,024
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	45,626,611			
	b Net investment income (if negative, enter -0-)		1,040,615		
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	215,998	147,918	147,918
	2 Savings and temporary cash investments	13,818,915	295,601	295,620
	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			
	10a Investments—U S and state government obligations (attach schedule)	0	2,066,137	1,922,275
	b Investments—corporate stock (attach schedule)	10,050,000	27,360,149	24,608,996
	c Investments—corporate bonds (attach schedule)	4,730,717	25,945,620	25,954,358
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	995,037	955,037
	14 Land, buildings, and equipment basis ▶ <u>6,370,617</u> Less accumulated depreciation (attach schedule) ▶ <u>112,224</u>	777	6,258,393	7,181,641
15 Other assets (describe ▶ _____)	2,327,129	14,092,545	14,092,545	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	31,143,536	77,161,400	75,158,390	
Liabilities	17 Accounts payable and accrued expenses	8,569	2,742	
	18 Grants payable			
	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 ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	8,569	2,742	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	31,133,967	77,157,658	
	25 Temporarily restricted	1,000	1,000	
	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)	31,134,967	77,158,658	
31 Total liabilities and net assets/fund balances (see instructions) .	31,143,536	77,161,400		

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	31,134,967
2 Enter amount from Part I, line 27a	2	45,626,611
3 Other increases not included in line 2 (itemize) ▶ _____	3	397,080
4 Add lines 1, 2, and 3	4	77,158,658
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	77,158,658

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	-352,686
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 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))
2017	883,633	17,199,255	0 051376
2016	2,398,760	1,813,773	1 322525
2015	238,202	163,202	1 459553
2014			
2013			

2 Total of line 1, column (d)	2	2 833454
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 944485
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	58,719,975
5 Multiply line 4 by line 3	5	55,460,136
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,406
7 Add lines 5 and 6	7	55,470,542
8 Enter qualifying distributions from Part XII, line 4	8	16,028,655

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	20,812
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	0
3	Add lines 1 and 2.	3	20,812
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	20,812
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	0
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	27,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	27,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	13
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	6,175
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 6,175 Refunded ☐	11	0

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). 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	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? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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	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? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW RUENO ORG	13	Yes	
14	The books are in care of ► THE LAW OFFICES OF KEI S TOLLIVER Telephone no ► (202) 846-7268			

Located at ► 2001 L STREET NW SUITE 750 WASHINGTON DC

ZIP+4 ► 20036

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 2018, 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 the instructions for exceptions and filing requirements for FinCEN Form 114. 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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?		☐ 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 2018 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 2018).	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 2018?	4b		No

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

		Yes	No
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 4945(d)(4)(A)? 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No	

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
RYUJI UENO 28307 MALLARD DRIVE EASTON, MD 21601	PRESIDENT 15 00	0	0	0
KEI S TOLLIVER 2001 L STREET NW SUITE 750 WASHINGTON, DC 20036	SECRETARY & TREASURER 1 00	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
RYOSUKE YANAGITANI 4521 WETHERILL ROAD BETHESDA, MD 20816	ARTISTIC DIRECTOR 40 00	88,055	12,500	0

Total number of other employees paid over \$50,000.  0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JODI MACKLIN INTERIOR DESIGN 4817 DORSET AVENUE CHEVY CHASE, MD 20815	INTERIOR DESIGN	387,451
TUCKERS HEATING AND COOLING LLC 4650 WEDGEWOOD BLVD 102 FREDERICK, MD 21703	HVAC	99,720
RILL ARCHITECTS 4833 RUGBY AVE BETHEDA, MD 20814	ARCHITECT	66,645
OCCASIONS CATERERS 655 TAYLOR ST NE WASHINGTON, DC 20017	CATERING	59,531
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 SUPPORTING MUSICAL EDUCATION AND DEVELOPMENT OF YOUNG MUSICIANS	259,729
2 PRESERVATION OF TOP QUALITY AUTOMOBILES	11,603
3 PRESERVATION OF TOP QUALITY INSTRUMENTS	660
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 7013 NATELLI WOODS FACILITY	5,914,299
2 TEAMFUND PARTNERSHIP IS ORGANIZED FOR THE PRINCIPAL PURPOSES OF IMPROVING THE LIVES OF LOW-RESOURCE, UNDERSERVED POPULATIONS BY INCREASING ACCESS TO AFFORDABLE, APPROPRIATE AND SUSTAINABLE MEDICAL TECHNOLOGIES THAT EFFECTIVELY ADDRESS PRIORITY UNMET CLINICAL NEEDS	1,000,000
All other program-related investments See instructions	
3 _____	

Total. Add lines 1 through 3 ►	6,914,299

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	51,265,955
b	Average of monthly cash balances.	1b	8,348,233
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	59,614,188
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	59,614,188
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	894,213
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	58,719,975
6	Minimum investment return. Enter 5% of line 5.	6	2,935,999

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	2,935,999
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	20,812
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	20,812
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,915,187
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,915,187
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,915,187

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	1,101,024
b	Program-related investments—total from Part IX-B.	1b	6,914,299
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	8,013,332
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	16,028,655
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	16,028,655

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,915,187
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				231,629
d From 2016.				2,308,071
e From 2017.				23,976
f Total of lines 3a through e.	2,563,676			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 16,028,655				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				2,915,187
e Remaining amount distributed out of corpus	13,113,468			
5 Excess distributions carryover applied to 2018 (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	15,677,144			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	15,677,144			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				231,629
c Excess from 2016.				2,308,071
d Excess from 2017.				23,976
e Excess from 2018.				13,113,468

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 2018, 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)					
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) 2018	(b) 2017	(c) 2016	(d) 2015	
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)) RYUJI UENO	
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	
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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
a The name, address, and telephone number or email address of the person to whom applications should be addressed	
b The form in which applications should be submitted and information and materials they should include	
c Any submission deadlines	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

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.

Sign Here	*****	2019-11-14	*****	May the IRS discuss this return with the preparer shown below? (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	RICHARD E MORRIS		2019-11-14		P00190795
	Firm's name ► COUNCILOR BUCHANAN & MITCHELL PC				Firm's EIN ► 52-1711839
Firm's address ► 7910 WOODMONT AVE STE 500 BETHESDA, MD 20814					Phone no (301) 986-0600

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
1	GOLDMAN SACH 723-5			2018-01-04
1	GOLDMAN SACH 723-5		2017-12-19	2018-02-13
	GOLDMAN SACH 723-5		2018-01-29	2018-02-13
	GOLDMAN SACH 775-4		2017-10-02	2018-01-10
	GOLDMAN SACH 645-5			2018-12-21
	GOLDMAN SACH 646-3			2018-12-19
	CAPITAL GAINS DIVIDENDS	P		

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)
3,129,897		3,148,122	-18,225
10,800,000		10,699,800	100,200
36,000,000		36,516,000	-516,000
857,204		858,138	-934
1,434,973		1,473,701	-38,728
4,816,947		4,833,534	-16,587
137,588			137,588

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	
			-18,225
			100,200
			-516,000
			-934
			-38,728
			-16,587
			137,588

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>				
NATIOANL CHERRY BLOSSOM FESTIVAL 1250 H STREET NW SUITE 1000 WASHINGTON, DC 20005			TO SUPPORT 2018 NATIONAL CHERRY BLOSSOM FESTIVAL	100,000
THE JOHNS HOPKINS SCHIZOPHRENIA CENTER 600 NORTH WOLFE ST BALTIMORE, MD 21287			TO SUPPORT RESEARCH ACTIVITIES FOR JOHNS HOPKINS SCHIZOPHRENIA CENTER	56,320
HEIFETZ INTERNATIONALA MUSIC INSTITUTE 107 E BEVERLEY STREET STAUNTON, VA 24401			TO PROVIDE FUND FOR 3 SCHOLARSHIPS FOR UENO AWARDS	12,910
Total ▶ 3a				533,880

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>				
NEW ORCHESTRA OF WASHINGTON 12320 PARKLAWN DRIVE ROCKVILLE, MD 20852			TO SUPPORT MUSICAL EDUCATION AND THE DEVELOPMENT OF YOUNG MUSICIANS	50,000
THE JOHNS HOPKINS SCHIZOPHRENIA CENTER 600 NORTH WOLFE ST BALTIMORE, MD 21287			TO SUPPORT RESEARCH ACTIVITIES FOR JOHNS HOPKINS SCHIZOPHRENIA CENTER	172,500
DAVID VALDERRAMA 52 CHAMBERS ST ROOM 113 NEW YORK, NY 10007		I	SCHOLARSHIP FOR NEW YORK CITY DEPARTMENT OF EDUCATION ALL CITY HIGH SCHOOL MUSIC PROGRAM	1,000
Total ▶ 3a				533,880

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>				
YOUNG CONCERT ARTISTS 1776 BROADWAY SUITE 1500 NEW YORK, NY 10019			TO SUPPORT YOUNG CONCERT ARTIST	2,500
ASTRAL 230 SOUTH BROAD STREET SUITE 300 PHILADELPHIA, PA 19102			CO-SPONSOR THE ASTRAL 2018 LAUREATES DINNER	2,500
YOUNG CONCERT ARTISTS 1776 BROADWAY SUITE 1500 NEW YORK, NY 10007			TO SUPPORT YOUNG CONVERT ARTISTS	18,000
Total ▶ 3a				533,880

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>				
YOUNG CONCERT ARTISTS 1776 BROADWAY SUITE 1500 NEW YORK, NY 10007			BOARD CONTRIBUTION 2018	3,000
OMOTESENKE DOMONKAI EASTERN REGION USA INC 29 HICKORY LN CLOSTER, NJ 07624			TO SUPPORT OMOTESENKE DOMONKAI EASTERN REGION USA INC TO PROMOTE JAPANESE TEA PHILOSOPHY	10,000
WETA TV3939 CAMPBELL AVENUE ARLINGTON, VA 22203			TO SUPPORT WETA TB	2,000
Total ▶ 3a				533,880

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 Paid during the year				
SUBURBAN HOSPITAL FOUNDATION 8600 OLD GEORGETOWN RD BETHESDA, MD 20814			"OURS TO GROW" DONATION	300
SHENANDOAH UNIVERSITY 1460 UNIVERSITY DR WASHINGTON, VA 22601			DEAN'S DISCRETIONARY FUND FOR DR UENO'S CLASS	2,000
YOUNG CONCERT ARTISTS 1776 BROADWAY SUITE 1500 NEW YORK, NY 10007			FINALS EVE SOIREE MUSICAL CONTRIBUTION	350
Total ► 3a				533,880

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 Paid during the year				
NATIOANL CHERRY BLOSSOM FESTIVAL 1250 H STREET NW SUITE 1000 WASHINGTON, DC 20005			TO SUPPORT 2019 NATIONAL CHERRY BLOSSOM FESTIVAL	100,000
OAK HILL HISTORIC PRESERVATION FOUNDATION 3001 R STREET NW WASHINGTON, DC 20007			TO SUPPORT OAK HILL CEMETERY HISTORIC PRESERVATION FOUNDATION	500
Total ▶ 3a				533,880

TY 2018 Accounting Fees Schedule**Name:** RYUJI UENO FOUNDATION INC**EIN:** 47-3532204

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	24,319	9,728		14,591

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

TY 2018 Depreciation Schedule

Name: RYUJI UENO FOUNDATION INC

EIN: 47-3532204

Depreciation Schedule

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
COMPUTER	2016-01-04	952	143	SL	5 000000000000	95	0		
PRINTER	2016-02-18	534	80	SL	5 000000000000	53	0		
VIDEO CAMERA	2016-03-24	735	110	SL	5 000000000000	73	0		
FURNITURE	2018-09-10	351,340		SL	7 000000000000	25,096	0		
FURNITURE	2018-11-27	36,112		SL	7 000000000000	2,579	0		
BUILDING - 7013 NATELLI WOODS	2018-07-16	4,891,334		SL	27 500000000000	81,522	0		
LAND - 7013 NATELLI WOODS	2018-07-16	923,245		L		0	0		
IMPROVEMENTS - 7013 NATELLI WOODS	2018-11-29	99,720		SL	27 500000000000	453	0		
RYUJI UENO FUND BUILDING	2018-08-20	66,645		SL	27 500000000000	909	0		

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

TY 2018 Gain/Loss from Sale of Other Assets Schedule

Name: RYUJI UENO FOUNDATION INC

EIN: 47-3532204

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
1978 LOTUS ESPIRT	2018-01	PURCHASED	2018-10		21,000	20,000		0	1,000	

TY 2018 Investments Corporate Bonds Schedule

Name: RYUJI UENO FOUNDATION INC

EIN: 47-3532204

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS INVESTMENTS - FIXED INCOME	25,945,620	25,954,358

TY 2018 Investments Corporate Stock Schedule**Name:** RYUJI UENO FOUNDATION INC**EIN:** 47-3532204**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS INVESTMENTS - PUBLIC STOCK	27,360,149	24,608,996

TY 2018 Investments Government Obligations Schedule**Name:** RYUJI UENO FOUNDATION INC**EIN:** 47-3532204**US Government Securities - End
of Year Book Value:**

2,066,137

**US Government Securities - End
of Year Fair Market Value:**

1,922,275

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2018 Investments - Other Schedule**Name:** RYUJI UENO FOUNDATION INC**EIN:** 47-3532204**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOLDMAN SACHS INVESTMENTS - PRIVATE LLP INTEREST	AT COST	995,037	955,037

**TY 2018 Land, Etc.
Schedule****Name:** RYUJI UENO FOUNDATION INC**EIN:** 47-3532204

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	952	714	238	
PRINTER	534	400	134	
VIDEO CAMERA	735	551	184	
FURNITURE	351,340	25,096	326,244	
FURNITURE	36,112	2,579	33,533	
BUILDING - 7013 NATELLI WOODS	4,891,334	81,522	4,809,812	
LAND - 7013 NATELLI WOODS	923,245	0	923,245	
IMPROVEMENTS - 7013 NATELLI WOODS	99,720	453	99,267	
RYUJI UENO FUND BUILDING	66,645	909	65,736	

TY 2018 Legal Fees Schedule**Name:** RYUJI UENO FOUNDATION INC**EIN:** 47-3532204

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,843	276		1,567

TY 2018 Other Assets Schedule

Name: RYUJI UENO FOUNDATION INC

EIN: 47-3532204

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NONDEPRECIABLE ASSETS - FLUTE	24,400	24,400	24,400
NONDEPRECIABLE ASSETS - STEINWAY D AT FARM	84,900	84,900	84,900
NONDEPRECIABLE ASSETS - STEINWAY D AT 27 STANMORE	45,000	45,000	45,000
NONDEPRECIABLE ASSETS - 4/4 VIOLIN JT LAMY MIRECOURT C 1910	4,350	4,350	4,350
NONDEPRECIABLE ASSETS - 414 CELLO CARLO DE MARCH C 1958	13,934	13,934	13,934
NONDEPRECIABLE ASSETS - BALDWIN D	12,500	12,500	12,500
NONDEPRECIABLE ASSETS - CELLO EUGENIO PRAGA DENOA C 1879	200,000	200,000	200,000
NONDEPRECIABLE ASSETS - DOUBLE BASS	5,326	5,326	5,326
NONDEPRECIABLE ASSETS - STING RAY	862	862	862
NONDEPRECIABLE ASSETS - MARIMBA	4,149	4,149	4,149
NONDEPRECIABLE ASSETS - STEINWAY D	83,500	83,500	83,500
NONDEPRECIABLE ASSETS - VIOLIN BAP ROGERI ITALIAN C 1785	10,254	10,254	10,254
NONDEPRECIABLE ASSETS - VIOLIN BOW NICOLAS MAIRE MLRE COURT	45,000	45,000	45,000
NONDEPRECIABLE ASSETS - VIOLIN GIOVANNI BATTISTA GUADAGNINI TURIN C 1779	850,000	850,000	850,000
NONDEPRECIABLE ASSETS - VIOLIN JOESEPH GAGLIANO NAPLES C 1769	285,000	285,000	285,000
NONDEPRECIABLE ASSETS - VIOLIN NICOLO GAGLIANO NAPLES "EX-MISCHAKOFF"	390,000	390,000	390,000
NONDEPRECIABLE ASSETS - VIOLIN TA 100	666	666	666
NONDEPRECIABLE ASSETS - YAMAHA YSQ3	5,395	5,395	5,395
NONDEPRECIABLE ASSETS - VIOLIN BOW BY RON FORRESTER NY 2018		6,800	6,800
NONDEPRECIABLE ASSETS - VIOLIN BY GUY RABUT 2003		30,000	30,000
NONDEPRECIABLE ASSETS - VIOLIN BOW BY DOMINQUE PECCATTE 1850		200,000	200,000
NONDEPRECIABLE ASSETS - VIOLIN BOW BY FRANCOIS XAVIER TOURTE		220,000	220,000
NONDEPRECIABLE ASSETS - VIOLIN BOW BY RON FORRESTER NY 2018		6,800	6,800
NONDEPRECIABLE ASSETS - VIOLIN FENG JIANG 2018		32,000	32,000
NONDEPRECIABLE ASSETS - VIOLIN BY SANTINO LAVAZZA 1714		375,000	375,000
NONDEPRECIABLE ASSETS - 1973 ALFA ROMERO GTB	34,500	34,500	34,500
NONDEPRECIABLE ASSETS - 1964 HONDA S600	34,393	34,393	34,393
NONDEPRECIABLE ASSETS - 1969 NISSAN 2000 GTR	120,000	120,000	120,000
NONDEPRECIABLE ASSETS - 1970 MERCEDES-BENZ 300SEL	40,000	40,000	40,000
NONDEPRECIABLE ASSETS - 1990 LANCIA DELTA-RED	33,000	33,000	33,000

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NONDEPRECIABLE ASSETS - 1960 ABARTH 850 ALLEMANO COUPE		82,500	82,500
NONDEPRECIABLE ASSETS - 1963 SAAB 96 RALLY		10,920	10,920
NONDEPRECIABLE ASSETS - 1965 LANCIA FULVIA 2C		23,000	23,000
NONDEPRECIABLE ASSETS - 1967 FERRARI 275 GTB		5,000,000	5,000,000
NONDEPRECIABLE ASSETS - 1967 ISO RIVOLTA		103,000	103,000
NONDEPRECIABLE ASSETS - 1967 MAZDA COSMO		115,000	115,000
NONDEPRECIABLE ASSETS - 1970 LANCIA FULVIA S1		33,000	33,000
NONDEPRECIABLE ASSETS - 1971 LOTUS ELAN S4		30,480	30,480
NONDEPRECIABLE ASSETS - 1972 BRISTOL 411		43,000	43,000
NONDEPRECIABLE ASSETS - 1973 LAMBORGUINI URRACO P250		76,000	76,000
NONDEPRECIABLE ASSETS - 1985 FERRARI 288 GTO		2,600,000	2,600,000
NONDEPRECIABLE ASSETS - 1986 FERRARI 412GT		109,916	109,916
NONDEPRECIABLE ASSETS - 1989 FERRARI MONDIAL T CONVERTIBLE		46,000	46,000
NONDEPRECIABLE ASSETS - 1993 CADILLAC ALLANTE		12,000	12,000
NONDEPRECIABLE ASSETS - 1995 FERRARI F50		2,500,000	2,500,000
NONDEPRECIABLE ASSETS - 2005 FERRARI 430		110,000	110,000

TY 2018 Other Expenses Schedule**Name:** RYUJI UENO FOUNDATION INC**EIN:** 47-3532204**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL EXPENSE	2,986	448		2,538
POSTAGE	1,871	0		1,871
OFFICE EXPENSE	23,637	0		23,637
PERFORMANCE FEES	52,866	0		52,866
CATERING FOR ARTISTS AND EVENTS	85,701	0		85,701
SUBSCRIPTIONS	454	0		454
REPAIR AND MAINTENANCE	52,102	0		52,102
BANK CHARGES	1,377	1,377		0
INSURANCE	30,306	0		30,306
COMPUTER SERVICE	585	0		585

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BUSINESS REGISTRATION	566	0		566
EVENT SPONSORSHIP	617	0		617
FOREIGN TAX PAID	21,532	21,532		0
INVESTMENT MANAGEMENT FEE	94,261	94,261		0
PORTFOLIO EXPENSES	7,524	7,524		0

TY 2018 Other Increases Schedule

Name: RYUJI UENO FOUNDATION INC
EIN: 47-3532204

Description	Amount
INVESTMENT BASIS ADJUSTMENT	397,080

TY 2018 Other Professional Fees Schedule**Name:** RYUJI UENO FOUNDATION INC**EIN:** 47-3532204

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OUTSIDE CONTRACT SERVICES	106,632	0		106,632

TY 2018 Taxes Schedule**Name:** RYUJI UENO FOUNDATION INC**EIN:** 47-3532204

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	5,761	864		4,897
FEDERAL TAX	306	306		0

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 ▶ Go to <u>www.irs.gov/Form990</u> for the latest information	OMB No 1545-0047 2018
--	---	-------------------------------------

Name of the organization RYUJI UENO FOUNDATION INC	Employer identification number 47-3532204
--	---

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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization RYUJI UENO FOUNDATION INC	Employer identification number 47-3532204
--	---

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RYUJI UENO 28307 MALLARD DRIVE EASTON, MD 21601	\$ 35,850,000	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	RYUJI UENO 28307 MALLARD DRIVE EASTON, MD 21601	\$ 100,020	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	RYUJI UENO 28307 MALLARD DRIVE EASTON, MD 21601	\$ 10,100,000	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
4	RYUJI UENO 28307 MALLARD DRIVE EASTON, MD 21601	\$ 20,480	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 RYUJI UENO FOUNDATION INC	Employer identification number 47-3532204
--	---

Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	2,000,000 SHARE OF SUCAMPO PHARMACEUTICALS STOCK	\$ 35,850 000	2018-01-29
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
3	1967 FERRARI 275 GTB, 1985 FERRARI 288 GTO, 1995 FERRARI F50	\$ 10,100 000	2018-12-10
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
4	1969 LOTUS ELAN	\$ 20 480	2018-01-15
(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 RYUJI UENO FOUNDATION INC	Employer identification number 47-3532204
--	---

Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	--

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