

Reviewed Financial Statements

SASAKAWA PEACE FOUNDATION USA, INC.

Washington, DC

March 31, 2013 and 2012

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Independent Accountant's Review Report

To the Board of Directors
Sasakawa Peace Foundation USA, Inc.
Washington, DC

We have reviewed the accompanying statements of financial position of Sasakawa Peace Foundation USA, Inc. as of March 31, 2013 and 2012, and the related statements of activities and cash flows for the years then ended. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Organization management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance that there are no material modifications that should be made to the financial statements. We believe that the results of our procedures provide a reasonable basis for our report.

Based on our reviews, we are not aware of any material modifications that should be made to the 2013 and 2012 financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

CST Group, CPAs, PC

July 15, 2013

STATEMENTS OF FINANCIAL POSITION
SASAKAWA PEACE FOUNDATION USA, INC.

	March 31,	
	2013	2012
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,098,219	\$ 1,477,720
Accounts receivable	199,748	189,193
Grant receivable	41,542	0
Prepaid expenses	1,145	1,645
Prepaid excise taxes	0	8,795
TOTAL CURRENT ASSETS	1,340,654	1,677,353
PROPERTY AND EQUIPMENT		
Land	1,200,000	1,200,000
Building and improvements	4,419,646	3,925,500
Furniture and equipment	337,454	335,729
Collection of books and videos	153,449	153,346
	6,110,549	5,614,575
Less: accumulated depreciation	(2,482,037)	(2,311,241)
	3,628,512	3,303,334
OTHER ASSETS		
Lease acquisition costs	358,676	331,663
Website development costs	7,000	16,000
Less: accumulated amortization	(223,315)	(186,333)
	142,361	161,330
Restricted cash - tenant security deposits	111,891	111,680
	254,252	273,010
	\$ 5,223,418	\$ 5,253,697

See independent accountant's review report and notes to financial statements.

STATEMENTS OF FINANCIAL POSITION
SASAKAWA PEACE FOUNDATION USA, INC.

	March 31,	
	<u>2013</u>	<u>2012</u>
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable	\$ 74,605	\$ 119,277
Property taxes payable	0	102,835
Accrued vacation	9,314	14,418
Excise taxes payable	6,987	0
Deferred rental income	<u>14,881</u>	<u>350</u>
TOTAL CURRENT LIABILITIES	<u>105,787</u>	<u>236,880</u>
 TENANT SECURITY DEPOSITS	 68,427	 114,344
 UNRESTRICTED NET ASSETS	 <u>5,049,204</u>	 <u>4,902,473</u>
	 <u>\$ 5,223,418</u>	 <u>\$ 5,253,697</u>

See independent accountant's review report and notes to financial statements.

STATEMENTS OF ACTIVITIES
SASAKAWA PEACE FOUNDATION USA, INC.

	For the Years Ended March 31,					
	2013			2012		
	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted	Total
REVENUES, GAINS, AND OTHER SUPPORT						
Rental income	\$ 1,809,739	\$ 0	\$ 1,809,739	\$ 1,755,479	\$ 0	\$ 1,755,479
Grant income	290,337	0	290,337	76,368	0	76,368
Contributions	6,540	0	6,540	4,373,697	0	4,373,697
Interest and dividends	2,655	0	2,655	4,472	0	4,472
Loss on asset disposals	0	0	0	(56)	0	(56)
Net assets released from restriction	0	0	0	16,910	(16,910)	0
TOTAL REVENUES, GAINS, AND OTHER SUPPORT	2,109,271	0	2,109,271	6,226,870	(16,910)	6,209,960
EXPENSES						
Program:						
Seminars	284,695	0	284,695	336,976	0	336,976
Library	113,606	0	113,606	134,708	0	134,708
Grants and contributions	81,060	0	81,060	4,521,558	0	4,521,558
General and administrative	480,760	0	480,760	313,547	0	313,547
Fund raising:						
Rental property	1,001,206	0	1,001,206	991,767	0	991,767
Care for Japan	1,213	0	1,213	29,778	0	29,778
TOTAL EXPENSES	1,962,540	0	1,962,540	6,328,334	0	6,328,334
CHANGE IN NET ASSETS	146,731	0	146,731	(101,464)	(16,910)	(118,374)
NET ASSETS, BEGINNING OF YEAR	4,902,473	0	4,902,473	5,003,937	16,910	5,020,847
NET ASSETS, END OF YEAR	\$ 5,049,204	\$ 0	\$ 5,049,204	\$ 4,902,473	\$ 0	\$ 4,902,473

See independent accountant's review report and notes to financial statements.

STATEMENTS OF CASH FLOWS
SASAKAWA PEACE FOUNDATION USA, INC.

	Year Ended March 31,	
	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ 146,731	\$(118,374)
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Loss on asset disposals	0	56
Depreciation and amortization	223,778	196,747
Accounts receivable	(10,555)	(49,859)
Grant receivable	(41,542)	0
Prepaid expenses	500	(1,645)
Prepaid excise taxes	8,795	(8,542)
Lease acquisition costs	(27,013)	(40,541)
Restricted cash - tenant security deposits	(211)	(209)
Accounts payable	(44,672)	(64,833)
Property taxes payable	(102,835)	102,835
Accrued vacation	(5,104)	3,711
Excise taxes payable	6,987	0
Deferred rental income	14,531	(2,603)
Tenant security deposits	(45,917)	17,299
NET CASH PROVIDED BY OPERATING ACTIVITIES	123,473	34,042
CASH FLOWS FROM INVESTING ACTIVITIES		
Outlays for building improvements	(494,146)	(550,204)
Purchases of furniture and equipment	(1,725)	(5,223)
Purchases of books and videos	(103)	(983)
Outlays for website redesign	(7,000)	0
NET CASH USED BY INVESTING ACTIVITIES	(502,974)	(556,410)
NET CHANGE IN CASH AND CASH EQUIVALENTS	(379,501)	(522,368)
CASH AND CASH EQUIVALENTS, beginning of year	1,477,720	2,000,088
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 1,098,219	\$ 1,477,720

See independent accountant's review report and notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

SASAKAWA PEACE FOUNDATION USA, INC.

March 31, 2013 and 2012

NOTE A - ORGANIZATION, PURPOSE, AND SIGNIFICANT ACCOUNTING POLICIES

Sasakawa Peace Foundation USA, Inc. (the Foundation) was incorporated on September 24, 1990 as a not-for-profit private foundation and commenced operations in March 1991. The Foundation's initial program emphasis was on fostering a better understanding of contemporary Japan in the United States by providing a library of research, survey and other noncommercial publications, and by maintaining an art gallery. In October 1996, after the re-evaluation of its activities, the Foundation terminated the art gallery operations and has initiated new programs to promote better understanding and dialogue between the U.S. and Asia.

The Foundation received a grant from the Sasakawa Peace Foundation Japan (SPF-Japan) in order to accomplish the initial program goal, and the Foundation invested the grant, as required by SPF Japan, to acquire a building in Washington, DC to house a library and an art gallery. The library and art gallery opened on December 2, 1992 after extensive renovation to the acquired building. The Foundation derives income from renting space in the building to commercial tenants and uses the income to maintain the building and support the Foundation's activities.

The following is a summary of significant accounting policies followed in the preparation of these financial statements:

Financial Statement Presentation

The Foundation reports information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. There are currently no permanently restricted net assets.

Cash and Cash Equivalents

The Foundation considers highly liquid investments including money market funds and certificates of deposit with a maturity of three months or less when purchased to be cash equivalents.

Accounts Receivable

Receivables are carried at their estimated collectible amounts and primarily consist of outstanding rents, which may bear interest. Such amounts are periodically evaluated for collectability based on the past credit history of the tenant. No allowance for doubtful accounts is considered necessary for the years ended March 31, 2013 and 2012.

Property and Equipment

Property and equipment are carried at cost, less accumulated depreciation. Depreciation is recorded as an expense using the straight-line method based on the estimated useful lives of the assets, which are five years for equipment, seven years for furniture, fifteen years for qualified building improvements, and thirty-nine years for other property improvements.

Collections of Books and Videos

Collections of books and videos that are exhaustible are capitalized and depreciated over an estimated useful life of five years.

See independent accountant's review report.

NOTES TO FINANCIAL STATEMENTS

SASAKAWA PEACE FOUNDATION USA, INC.

March 31, 2013 and 2012

NOTE A - ORGANIZATION, PURPOSE, AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Website Development Costs

The costs incurred to redesign the Foundation's website are amortized over an estimated useful life of three years.

Lease Acquisition Costs

Commission fees due to the property management company for locating tenants are amortized over the terms of the respective lease agreements.

Investments

Investments in any debt and equity securities are carried at fair value, with gains and losses included in a statement of activities. Gains and losses on investments reflected in the accompanying statement of activities include gains and losses realized upon sales and unrealized gains and losses resulting from fluctuations in market values of investments. Gains and losses upon sales are calculated using the first-in first-out method.

Restricted Cash

Tenant security deposits are held in a separate bank account per applicable state law and are disbursed in accordance with the lease agreements.

Revenue Recognition

Rent from the Foundation's building is recorded as revenue on a straight-line basis over the terms of the respective leases.

Excise Taxes

The Foundation is classified as a private foundation by the Internal Revenue Service under Sections 501(c)(3) and 509(a) of the Internal Revenue Code. Accordingly, the Foundation is exempt from federal income tax, but subject to certain excise taxes on any net investment income. The Foundation is also exempt from the District of Columbia's income and franchise, personal property, and sales and use taxes.

Management has determined that the Foundation does not have any uncertain tax positions and associated unrecognized benefits that materially impact the financial statements or related disclosures.

Since tax matters are subject to some degree of uncertainty, there can be no assurance that the Foundation's tax returns will not be challenged by the taxing authorities and that the Foundation or its directors will not be subject to additional tax, penalties, and interest as a result of such challenges. Generally, the Foundation's tax returns remain open for three years for federal tax examination.

From time to time, the Foundation may be subject to interest and penalties assessed by various taxing authorities. These amounts have historically been insignificant and are classified as administrative expenses when they occur.

See independent accountant's review report.

NOTES TO FINANCIAL STATEMENTS

SASAKAWA PEACE FOUNDATION USA, INC.

March 31, 2013 and 2012

NOTE A - ORGANIZATION, PURPOSE, AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Estimates

The process of preparing financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

Reclassifications

Certain items on the 2012 Statements of Financial Position and Cash Flows have been reclassified to conform to the current year's presentation.

NOTE B - CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the Foundation to concentration of credit risk consist principally of temporary cash investments. The Foundation places its temporary cash investments with high credit quality financial institutions. At times, such investments may be in excess of Federal Deposit Insurance. At March 31, 2013 and 2012, the Foundation's uninsured cash and money market account balances totaled \$753,000 and \$1,085,000, respectively. The Foundation does not consider its credit risk to be significant.

The Foundation receives rental income from office space leased in Washington, DC and is subject to the normal fluctuations and risk associated with the real estate market in this area.

NOTE C - FOUNDING GRANT AND ONGOING SUPPORT

In March 1991, the Foundation received an initial grant from SPF-Japan (Tokyo) of 2,970,000,000 Japanese Yen (\$21,655,122) for the purpose of acquiring an office building at 1819 L Street in Washington, DC. The building was acquired in May 1991 at a cost of \$19,074,660, and the remaining balance of the grant was used to renovate the building and fund the initial program. The Foundation's Board of Directors has approved that the rental income be applied to fund current operations for the library and other programs of the Foundation.

In 1996, the Foundation recorded an impairment loss on its office building in the amount of \$14,630,058 since the carrying amount of the property exceeded the estimated future cash flows expected from the rental income. The new fair value of the building was determined using the income capitalization approach that derived a value for income-producing property by converting anticipated monetary benefits into a property value.

See independent accountant's review report.

NOTES TO FINANCIAL STATEMENTS

SASAKAWA PEACE FOUNDATION USA, INC.

March 31, 2013 and 2012

NOTE C - FOUNDING GRANT AND ONGOING SUPPORT (continued)

For the years ended March 31, 2013 and 2012, the Foundation received grants totaling \$290,337 and \$76,368, respectively, from SPF Tokyo to assist with operating activities. Grants receivable from SPF Tokyo were \$41,542 at March 31, 2013.

NOTE D - FEDERAL EXCISE TAXES

The Foundation is subject to federal excise taxes on net investment income. The Foundation reported net investment income of \$789,085 and \$720,450 and incurred excise taxes of \$15,782 and \$7,205 in 2013 and 2012, respectively. Excise taxes payable totaled \$6,987 at March 31, 2013. Prepaid federal excise taxes totaled \$8,795 at March 31, 2013. The Foundation paid \$15,747 in excise taxes for the year ended March 31, 2013.

Under the Internal Revenue Code, the Foundation is required to make certain minimum qualifying distributions of funds related to their exempt purpose. Qualifying distributions of \$890,456 and \$5,271,997 were more than the minimum distributable amounts of \$812,391 and \$762,706 for the years ended March 31, 2013 and 2012, respectively. As of March 31, 2013, the Foundation had excess distributions of \$4,468,923, which carry forward to subsequent years.

NOTE E - LEASE ARRANGEMENTS

The Foundation is the lessor of commercial space under operating leases expiring in various years through 2023. In addition to the base rent, the tenant generally pays an allocation of the property's real estate tax. The leases usually contain provisions for renewal options. The terms of the leases generally require basic rent payments at the beginning of each month.

Minimum future rentals to be received as of March 31, 2013 for each of the next five years and in the aggregate are as follows:

<u>Year Ending March 31,</u>	
2014	\$ 1,653,155
2015	1,320,107
2016	1,141,469
2017	931,424
2018	606,029
2019 and Thereafter	<u>969,838</u>
TOTAL MINIMUM FUTURE RENTALS	<u>\$ 6,622,022</u>

See independent accountant's review report.

NOTES TO FINANCIAL STATEMENTS

SASAKAWA PEACE FOUNDATION USA, INC.

March 31, 2013 and 2012

NOTE F - RETIREMENT PLAN

Effective March 10, 2006, the Foundation adopted a retirement plan which is qualified under Section 401 of the Internal Revenue Code and which has a 401(k) provision. Employees with twelve months of service are eligible for participation in the plan. All employees are 100% vested in their contributions and vesting in the discretionary employer contributions occurs over a five-year period at 20% a year. The Foundation provided discretionary contributions totaling \$13,714 and \$6,198 to the plan for the years ended March 31, 2013 and 2012, respectively.

NOTE G - FAIR VALUE

Fair value is defined as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date. Fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity.

The recorded values of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, and deferred revenue approximate their fair values based on their short-term nature.

NOTE H - SUBSEQUENT EVENTS

Events that occur after the statement of financial position date but before the financial statements were available to be issued must be evaluated for recognition or disclosure. The effects of subsequent events that provide evidence about conditions that existed at the financial position date are recognized in the accompanying financial statements. Subsequent events that provide evidence about conditions that existed after the financial position date require disclosure in the accompanying notes.

Management evaluated the activity of the Foundation through July 15, 2013 (the date the financial statements were available to be issued) and concluded that no subsequent events have occurred that would require recognition in the financial statements.

The Foundation ended operation of the library beginning April 1, 2013 and all books and reference materials have been donated or disposed.