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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

ASTELLAS USA FOUNDATION

52-1820099

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

1 ASTELLAS WAY

B Telephone number

847-317-8800

City or town, state, and ZIP code

NORTHBROOK, IL 60062

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 changeD 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 foundationE 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

J Accounting method: ☐ Cash ☒ Accrual

(from Part II, col. (c), line 16)

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

\$ 30,664,118. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

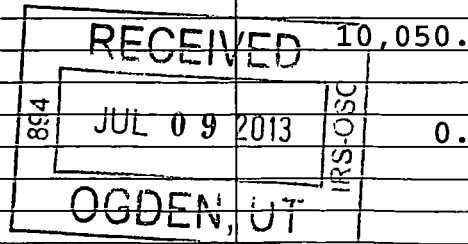
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A		
	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	1,066,569.	1,066,569.		STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	<76,357.>				
	b Gross sales price for all assets on line 6a	2,900,000.				
	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					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	216,642.	0.		STATEMENT 2		
12 Total. Add lines 1 through 11	1,206,854.	1,066,569.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 3	13,400.	0.		10,050.
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 4	11,658.	0.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications		518.	0.		518.
	23 Other expenses	STMT 5	3,690.	0.		124.
	24 Total operating and administrative expenses. Add lines 13 through 23		29,266.	0.		10,692.
25 Contributions, gifts, grants paid		1,688,670.			2,147,003.	
26 Total expenses and disbursements. Add lines 24 and 25		1,717,936.	0.		2,157,695.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		<511,082.>				
b Net investment income (if negative, enter -0-)			1,066,569.			
c Adjusted net income (if negative, enter -0-)				N/A		



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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II. Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	85,640.	57,482.	57,482.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	12,640.	11,680.	11,680.
	10a Investments - U.S. and state government obligations STMT 7	31,481,765.	30,295,670.	30,295,670.
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 10,697.			
	Less accumulated depreciation STMT 6 ▶ 8,915.	5,348.	1,782.	1,782.
	15 Other assets (describe ▶ STATEMENT 8)	335,065.	297,504.	297,504.
	16 Total assets (to be completed by all filers)	31,920,458.	30,664,118.	30,664,118.
	17 Accounts payable and accrued expenses	12,900.	13,400.	
	18 Grants payable	858,334.	400,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	871,234.	413,400.	
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	31,049,224.	30,250,718.	
	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	31,049,224.	30,250,718.		
31 Total liabilities and net assets/fund balances	31,920,458.	30,664,118.		

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	31,049,224.
2 Enter amount from Part I, line 27a	2	<511,082.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	30,538,142.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS ON INVESTMENTS	5	287,424.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,250,718.

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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 US TREASURY NOTES SER C	P	08/15/02	08/13/12
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 2,900,000.		2,976,357.	<76,357.>
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			<76,357.>
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	<76,357.>
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). If (loss), enter -0- in Part I, line 8		3	N/A

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))
2011	1,929,349.	31,539,384.	.061173
2010	1,919,971.	32,131,419.	.059754
2009	1,989,738.	32,298,929.	.061604
2008	1,918,483.	32,575,398.	.058894
2007	2,010,595.	34,054,945.	.059040

2 Total of line 1, column (d)	2	.300465
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	.060093
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	31,269,861.
5 Multiply line 4 by line 3	5	1,879,100.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,666.
7 Add lines 5 and 6	7	1,889,766.
8 Enter qualifying distributions from Part XII, line 4	8	2,157,695.

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)		1	10,666.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	10,666.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	10,666.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	11,680.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	3,000.
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	14,680.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	4,014.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 4,014. Refunded ☒			

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?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL		
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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		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? Website address ► <u>HTTP://WWW.ASTELLASUSAFFOUNDATION.ORG/</u>	13	X	
14	The books are in care of ► <u>MR STEPHEN KNOWLES</u> Telephone no. ► <u>8473178862</u> Located at ► <u>THREE PARKWAY NORTH, DEERFIELD, IL</u> ZIP+4 ► <u>60015</u>			
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 N/A			
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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.) N/A	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 2012 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 2012.) N/A	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 2012?	4b	X

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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)?

☒ 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b****X****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?

If "Yes" to 6b, file Form 8870.

6b**X****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?**N/A****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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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**0**

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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	31,069,163.
b	Average of monthly cash balances	1b	365,922.
c	Fair market value of all other assets	1c	310,967.
d	Total (add lines 1a, b, and c)	1d	31,746,052.
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	31,746,052.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	476,191.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,269,861.
6	Minimum investment return. Enter 5% of line 5	6	1,563,493.

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	1,563,493.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,666.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,666.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,552,827.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,552,827.
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	1,552,827.

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	2,157,695.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	2,157,695.
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	5	10,666.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,147,029.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,552,827.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	338,247.			
b From 2008	318,609.			
c From 2009	401,866.			
d From 2010	338,622.			
e From 2011	375,696.			
f Total of lines 3a through e	1,773,040.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,157,695.				
a Applied to 2011, 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 2012 distributable amount				1,552,827.
e Remaining amount distributed out of corpus	604,868.			
5 Excess distributions carryover applied to 2012 (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	2,377,908.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	338,247.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,039,661.			
10 Analysis of line 9:				
a Excess from 2008	318,609.			
b Excess from 2009	401,866.			
c Excess from 2010	338,622.			
d Excess from 2011	375,696.			
e Excess from 2012	604,868.			

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 ATTACHED STATEMENT				2,147,003.
Total			3a	2,147,003.
b <i>Approved for future payment</i>				
SEE ATTACHED STATEMENT				400,000.
Total			3b	400,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	1,066,569.		
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	<76,357.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a REFUND PRIOR GRANT						216,642.
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		990,212.		216,642.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,206,854.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | | | |
|--|--------------|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Ye |
| | 1a(1) | |
| | 1a(2) | |
| | 1b(1) | |
| | 1b(2) | |
| | 1b(3) | |
| | 1b(4) | |
| | 1b(5) | |
| | 1b(6) | |
| | 1c | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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 _____

OFFICER
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

ROBERT J COURSEY

Preparer's signature

Robert S. Cony

Date

5/13/13

Check ☐ if
self-employed

PTIN

P01056321

Firm's name ► **MUELLER & CO., LLP**

Firm's EIN ► 36-2658780

Firm's address ▶ 1707 N RANDALL RD, STE 200
ELGIN, IL 60123

Phone no. **847-888-8600**

Form **990-PF** (2012)

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	SOFTWARE	063010168	36M	43		10,697.			10,697.	5,349.		3,566.
	* TOTAL 990-PF PG 1					10,697.		0.	10,697.	5,349.	0.	3,566.
	DEPR & AMORT											

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	1,066,569.	0.	1,066,569.
TOTAL TO FM 990-PF, PART I, LN 4	1,066,569.	0.	1,066,569.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND PRIOR GRANT	216,642.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	216,642.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND AUDIT	13,400.	0.		10,050.
TO FORM 990-PF, PG 1, LN 16B	13,400.	0.		10,050.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	11,658.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,658.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	109.	0.		109.	
FILING FEE	15.	0.		15.	
AMORTIZATION	3,566.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	3,690.	0.		124.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT	6
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE	
SOFTWARE	10,697.	8,915.	1,782.	1,782.	
TO 990-PF, PART II, LN 14	10,697.	8,915.	1,782.	1,782.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US GOVT BONDS	X		30,295,670.	30,295,670.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			30,295,670.	30,295,670.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			30,295,670.	30,295,670.	

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	335,065.	297,504.	297,504.
TO FORM 990-PF, PART II, LINE 15	335,065.	297,504.	297,504.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
COLLETTE TAYLOR THREE PARKWAY NORTH DEERFIELD, IL 60015	PRESIDENT 1.00	0.	0.	0.
STEVE KNOWLES THREE PARKWAY NORTH DEERFIELD, IL 60015	TREASURER 1.00	0.	0.	0.
ROBIN ANDREWS THREE PARKWAY NORTH DEERFIELD, IL 60015	SECRETARY 10.00	0.	0.	0.
MASAFUMI NOGIMORI 3-11 NIHONBASHI-HONCHO 2-CHOME, CHUOKU TOKYO, JAPAN 103-8411	DIRECTOR 1.00	0.	0.	0.
YASUO ISHII 3-11 NIHONBASHI-HONCHO 2-CHOME, CHUOKU TOKYO, JAPAN 103-8411	DIRECTOR 1.00	0.	0.	0.
YOSHIROU MIYOKAWA 3-11 NIHONBASHI-HONCHO 2-CHOME, CHUOKU TOKYO, JAPAN 103-8411	DIRECTOR 1.00	0.	0.	0.
MASAO YOSHIDA 3-11 NIHONBASHI-HONCHO 2-CHOME, CHUOKU TOKYO, JAPAN 103-8411	DIRECTOR 1.00	0.	0.	0.

SEF KURSTJENS 3-11 NIHONBASHI-HONCHO 2-CHOME, CHUOKU TOKYO, JAPAN 103-8411	DIRECTOR 1.00	0.	0.	0.
STEVEN RYDER THREE PARKWAY NORTH DEERFIELD, IL 60015	DIRECTOR 1.00	0.	0.	0.
JENNIFER LENAHA THREE PARKWAY NORTH DEERFIELD, IL 60015	ASSISTANT TREASURER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Form **4562**Department of the Treasury
Internal Revenue Service (99)

Name(s) shown on return

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

2012Attachment
Sequence No **179****ASTELLAS USA FOUNDATION****FORM 990-PF PAGE 1****52-1820099****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs	MM	S/L	
i Nonresidential real property	/		27.5 yrs	MM	S/L	
	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	0.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?		☐ Yes ☐ No		24b If "Yes," is the evidence written?		☐ Yes ☐ No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L		
		%				S/L		
		%				S/L		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization					
(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year:					
43 Amortization of costs that began before your 2012 tax year				43	3,566.
44 Total. Add amounts in column (f). See the instructions for where to report				44	3,566.

Grantee	Charity Status	Address	Amount	Purpose
American Red Cross (Super Storm Sandy)	Public	P O Box 4002018, Des Moines, IA 50340-2018	US 135,000	Community Assistance
Biotechnology Institute	Public	1201 Maryland Avenue, SW Suite 900, Washington, DC 20024	US 100,000	Scientific Research
California Biotechnology Foundation	Public	1215 K Street, Suite 970, Sacramento, CA 95814	US 10,000	Health Policy
Camp Trillium	Public	940 Queensdale Avenue East Hamilton, Ontario L8V 1N4	Canada 10,000	Community Assistance
Cancer Support Community - Santa Monica	Public	1990 S Bundy Dr, #100, Los Angeles, CA 90025	US 25,000	Community Assistance
CASA Lake County	Public	1020 North Milwaukee Avenue, Suite 312, Deerfield, IL 60015	US 10,000	Community Assistance
CHATS - Home Assistance to Seniors	Public	126 Wellington Street West, Ste 2N9, Aurora, Ontario L4G 2N9	Canada 10,000	Community Assistance
Chicago Botanic Garden	Public	1000 Lake Cook Road, Glencoe, IL 60022	US 200,000	Scientific Research
Chicago Horticultural Society	Public	1000 Lake Cook Road, Glencoe, IL 60022	US 5,000	Community Assistance
Civ Impact, Inc	Public	829 North A Street, Oxnard, CA 93030	US 5,000	Community Assistance
Cold Springs Harbor Laboratory	Public	1 Bungtown Rd Cold Springs Harbor, NY 11724	US 70,000	Scientific Research
Community Health	Public	2611 W Chicago Avenue, Chicago, IL 60622	US 7,500	Community Assistance
Community Health and Men's Promotion	Public	4133 Green Hawk Trail Decatur, GA 30035	US 7,500	Community Assistance
Donate Life California	Public	3465 Camino Del Rio South, Suite 410, San Diego CA 92108	US 25,000	Health Policy
Dress for Success Worldwide	Public	1680 N Vine Street, Suite 900, Hollywood CA 90028	US 10,000	Community Assistance
Duke University	Public	512 S Mangum Street Suite 400, Durham, NC 27701	US 25,000	Scientific Research
Foundation Special Ed District Lake County	Public	18160 Gages Lake Rd Gages Lake, IL 60030	US 32,600	Community Assistance
Friends of the World Food Program Inc	Public	1819 L Street NW, Suite 900, Washington DC 20036	US 200,000	Community Assistance
Gilda's Club New York City	Public	195 West Houston Street, New York, NY 10014	US 30,000	Scientific Research
Glenview Park Foundation	Public	800 Waukegan Rd Glenview, IL 60025	US 10,000	Community Assistance
Harold Pump Foundation	Public	18300 Roscoe Blvd, Northridge, CA 91325	US 30,000	Community Assistance
Health for Friends, Inc	Public	317 East Himes Norman, OK 73069	US 20,000	Community Assistance
Lake County Crisis Center	Public	2710 17th St Suite 100, Zion IL 60099	US 5,000	Community Assistance
Lungevity	Public	435 N LaSalle St Suite 310 Chicago, IL 60654	US 15,000	Scientific Research
Marne Science Institute	Public	500 Discovery Parkway, Redwood City, CA 94063	US 15,000	Scientific Research
Markham Stouffville Hospital Foundation	Public	381 Church Street Box 1800 Markham, ON L3P 7P3	Canada 25,000	Community Assistance
Midtown Educational Foundation	Public	718 South Loomis Street Chicago, IL 60607	US 83,333	Community Assistance
Midtown Educational Foundation - MAC Luncheon	Public	718 South Loomis Street, Chicago, IL 60607	US 5,000	Community Assistance
National Kidney Foundation Inc	Public	5335 Wisconsin Avenue NW, Suite 300 Washington, DC 20015	US 50,000	Scientific Research
New Foundation Center	Public	444 W Frontage Road, Northfield IL 60093	US 5,000	Community Assistance
North Shore Senior Center	Public	161 Northfield Road, Northfield, IL 60093	US 42,000	Community Assistance
O'Brien School for the Masses	Public	527 West Maple Street, Hinsdale, IL 60521	US 60,070	Community Assistance
Ocean Park Community Center	Public	1453 16th Street Santa Monica, CA 90404	US 50,000	Community Assistance
Pan-Massachusetts Challenge	Public	77 4th Avenue Needham, MA 02494	US 75,000	Scientific Research
Rochester Institute of Technology	Public	116 Lomb Memorial Drive, Bldg 87 3rd Floor, Rochester, NY 14623	US 25,000	Scientific Research
Rutgers University Foundation	Public	191 Ryders Lane, New Brunswick, NJ 08901	US 15,000	Community Assistance
Society for Women's Health Research	Public	1025 Connecticut Avenue, Ste 601, Washington, DC 20036	US 50,000	Health Policy
SPCA of Wake County	Public	200 Pettfinder Lane, Raleigh, NC 27603-6075	US 5,000	Community Assistance
St Jude Children's Research Center	Public	501 St Jude Place Memphis, TN 38105	US 25,000	Scientific Research
Starlight Children's Foundation	Public	2770 14th Avenue, Suite 100, Markham, ON L3R 0J1	Canada 35,000	Community Assistance
Stop Cancer	Public	2566 Overland Avenue, Suite 790, Los Angeles, CA 90064	US 35,000	Scientific Research
The Children's Flight of Hope	Public	130 Edinburgh South Drive, Suite 203, Cary NC 27511	US 10,000	Community Assistance
The Council of State Governments	Public	2760 Research Park Drive, Lexington, KY 40511	US 10,000	Health Policy
The Cove School Inc	Public	350 Lee Road Northbrook, IL 60062	US 175,000	Community Assistance
The Leukemia & Lymphoma Society	Public	1311 Mamaroneck Avenue, Suite 310 White Plains, NY 10605	US 125,000	Health Policy
UC Santa Cruz Foundation	Public	1158 High Street Santa Cruz, CA 95064	US 50,000	Scientific Research
University of California San Francisco	Public	100 Medical Center Way Box 0905, San Francisco, CA 94143	US 10,000	Community Assistance
University of Oklahoma Foundation Inc	Public	339 W Boyd Street Norman, OK 73019-5142	US 25,000	Community Assistance
Wesley Child Care Center Inc	Public	727 Harlem Avenue, Glenview IL 60025	US 34,000	Community Assistance
WINGS Program Inc	Public	1355 Remington Road Suite M Schaumburg, IL 60173	US 25,000	Community Assistance
Women in Government	Public	1319 F Street NW, Suite 710 Washington, DC 20004	US 50,000	Community Assistance
Yellow Brick House	Public	52 West Beaver Creek Unit 4 Richmond Hill, ON L4B 1L9	Canada 10,000	Community Assistance
York Region Food Network	Public	510 Penrose Street Newmarket, Ontario L3Y 1A2	Canada 10,000	Community Assistance
YouthBuild Lake County	Public	1636 Krstan Avenue North Chicago, IL 60064	US 5,000	Community Assistance
YWCA Lake County	Public	2133 Belvidere Road Waukegan, IL 60085	US 5,000	Community Assistance
ZERO - The Project to End Prostate Cancer	Public	515 King Street, Suite 420, Alexandria, VA 22314	US 5,000	Scientific Research
			2,147,003	

b APPROVED FOR FUTURE PAYMENT

Grantee	Charity Status	Address	\$ Amount	Purpose
Chicago Botanic Garden	Public	1000 Lake Cook Road Glencoe, IL 60022	US 400,000	Scientific Research
			400,000	

The following information is provided in accordance with IRS sec 4945(h)(3) and Reg 4945-5(d) to demonstrate that the Foundation exercised expenditure responsibility regarding its grants

Grantee	Charity Status	Address	Amount		Purpose	To the Grantor's Knowledge Grantee Has Diverted a portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Camp Trillium	Public	940 Queensdale Avenue East Hamilton, Ontario L8V 1N4	Canada	10,000	Community Assistance	No	Not yet	N/A
CHATS - Home Assistance to Seniors	Public	126 Wellington Street West, Ste 2N9, Aurora, Ontario L4G 2N9	Canada	10,000	Community Assistance	No	Not yet	N/A
Markham Stouffville Hospital Foundation	Public	381 Church Street Box 1800 Markham, ON L3P 7P3	Canada	25,000	Community Assistance	No	Not yet	N/A
Starlight Children's Foundation	Public	2770 14th Avenue, Suite 100, Markham, ON L3R 0J1	Canada	35,000	Community Assistance	No	Not yet	N/A
Yellow Brick House	Public	52 West Beaver Creek Unit 4 Richmond Hill, ON L4B 1L9	Canada	10,000	Community Assistance	No	Not yet	N/A
York Region Food Network	Public	510 Penrose Street Newmarket, Ontario L3Y 1A2	Canada	10,000	Community Assistance	No	Not yet	N/A
			100,000					

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. ASTELLAS USA FOUNDATION	Employer identification number (EIN) or 52-1820099
	Number, street, and room or suite no. If a P.O. box, see instructions. 1 ASTELLAS WAY	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NORTHBROOK , IL 60062	

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

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	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

MR STEPHEN KNOWLES

- The books are in the care of ▶ **THREE PARKWAY NORTH - DEERFIELD, IL 60015**
Telephone No ▶ **8473178862** 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 **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year **2012** or
▶ ☐ tax year beginning , and ending

- 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	\$	10,666.
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	\$	11,680.
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 fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)