Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return 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

2011

For calendar year 2011 or tax year beginning , **and ending**

Name of foundation: ASTELLAS USA FOUNDATION

A Employer identification number: 52-1820099

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

Room/suite:

B Telephone number: 847-317-8800

City or town, state, and ZIP code: DEERFIELD, IL 60015

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)* ▶$ 31,920,458.

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

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

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

		(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	0.		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	1,165,840.	1,165,840.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<85,202.>			
	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	25,000.	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,105,638.	1,165,840.		
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	12,900.	0.		9,675.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	12,626.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	739.	0.		739.
	23 Other expenses STMT 5	4,043.	0.		477.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	30,308.	0.		10,891.
	25 Contributions, gifts, grants paid	1,836,783.			1,930,116.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,867,091.	0.		1,941,007.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<761,453.>			
	b **Net investment income** (if negative, enter -0-)		1,165,840.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	34,706.	85,640.	85,640.
	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	13,096.	12,640.	12,640.
	10a	Investments - U.S. and state government obligations STMT 7	31,030,493.	31,481,765.	31,481,765.
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	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 8 ▶ 5,349.	8,914.	5,348.	5,348.
	15	Other assets (describe ▶ STATEMENT 9)	372,813.	335,065.	335,065.
	16	**Total assets** (to be completed by all filers)	31,460,022.	31,920,458.	31,920,458.
Liabilities	17	Accounts payable and accrued expenses	12,000.	12,900.	
	18	Grants payable	941,667.	858,334.	
	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)	953,667.	871,234.	
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	30,506,355.	31,049,224.	
	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**	30,506,355.	31,049,224.	
	31	**Total liabilities and net assets/fund balances**	31,460,022.	31,920,458.	

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	30,506,355.
2	Enter amount from Part I, line 27a	2	<761,453.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,304,322.
4	Add lines 1, 2, and 3	4	31,049,224.
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	31,049,224.

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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 NOTES 5% INTEREST	P	08/15/01	08/15/11
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.		2,985,202.	<85,202.>
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				<85,202.>
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	<85,202.>
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 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))
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
2006	1,545,439.	31,843,524.	.048532

2	**Total** of line 1, column (d)	2	.287824
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	.057565
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	31,539,384.
5	Multiply line 4 by line 3	5	1,815,565.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,658.
7	Add lines 5 and 6	7	1,827,223.
8	Enter qualifying distributions from Part XII, line 4	8	1,941,007.

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	11,658.
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	11,658.
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	11,658.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,640.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	12,640.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	982.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 982. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ HTTP://WWW.ASTELLASUSAFOUNDATION.ORG/

14 The books are in care of ▶ MR STEPHEN KNOWLES Telephone no.▶8473178862

Located at ▶THREE PARKWAY NORTH, DEERFIELD, IL ZIP+4 ▶60015

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.)* 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 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** No: X

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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 10		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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	31,194,846.
b	Average of monthly cash balances			1b	450,895.
c	Fair market value of all other assets			1c	373,938.
d	**Total** (add lines 1a, b, and c)			1d	32,019,679.
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	32,019,679.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	480,295.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	31,539,384.
6	**Minimum investment return** Enter 5% of line 5			6	1,576,969.

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	1,576,969.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,658.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	11,658.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,565,311.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,565,311.
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	1,565,311.

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	1,941,007.
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	1,941,007.
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	11,658.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	1,929,349.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,565,311.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: , ,		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007 338,247.				
c From 2008 318,609.				
d From 2009 401,866.				
e From 2010 338,622.				
f **Total** of lines 3a through e	1,397,344.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,941,007.				
a Applied to 2010, 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 2011 distributable amount				1,565,311.
e Remaining amount distributed out of corpus	375,696.			
5 Excess distributions carryover applied to 2011 (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	1,773,040.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	1,773,040.			
10 Analysis of line 9:				
a Excess from 2007 338,247.				
b Excess from 2008 318,609.				
c Excess from 2009 401,866.				
d Excess from 2010 338,622.				
e Excess from 2011 375,696.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE ATTACHED STATEMENT				1,930,116.
Total			▶ **3a**	1,930,116.
b *Approved for future payment* SEE ATTACHED STATEMENT				858,334.
Total			▶ **3b**	858,334.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,165,840.	
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	<85,202.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a REFUND PRIOR GRANT					25,000.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,080,638.	25,000.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,105,638.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date 5/11/12

Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
ROBERT J COURSEY	Robert J Coursey	5/9/12		P01056321

Firm's name ▶ MUELLER & CO., LLP

Firm's EIN ▶ 36-2658780

Firm's address ▶ 2230 POINT BLVD, STE 700
ELGIN, IL 60123

Phone no. 847-888-8600

Form **990-PF** (2011)

123622
12-02-11

2011 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	06	30	10	168	36M	43	10,697.			10,697.	1,783.		3,566.
	* TOTAL 990-PF PG 1 DEPR & AMORT							10,697.		0.	10,697.	1,783.	0.	3,566.

128102
05-01-11

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	1,165,840.	0.	1,165,840.
TOTAL TO FM 990-PF, PART I, LN 4	1,165,840.	0.	1,165,840.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND PRIOR GRANT	25,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	25,000.	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	12,900.	0.		9,675.
TO FORM 990-PF, PG 1, LN 16B	12,900.	0.		9,675.

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	12,626.	0.		0.
TO FORM 990-PF, PG 1, LN 18	12,626.	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	128.	0.		128.
FILING FEE	349.	0.		349.
AMORTIZATION	3,566.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,043.	0.		477.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS	1,304,322.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,304,322.

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		31,481,765.	31,481,765.
TOTAL U.S. GOVERNMENT OBLIGATIONS			31,481,765.	31,481,765.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			31,481,765.	31,481,765.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SOFTWARE	10,697.	5,349.	5,348.
TOTAL TO FM 990-PF, PART II, LN 14	10,697.	5,349.	5,348.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	372,813.	335,065.	335,065.
TO FORM 990-PF, PART II, LINE 15	372,813.	335,065.	335,065.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

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 LENAHAN 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)

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

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2011

Attachment Sequence No. 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
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 2010 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 2012. 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 2011	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 2011 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	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
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	

116251
11-21-11 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2011)

Form 4562 (2011) ASTELLAS USA FOUNDATION 52-1820099 Page 2

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												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
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 2011 tax year.					
43 Amortization of costs that began before your 2011 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
African Medical & Research Foundation	Public	4 West 43rd Street, 2nd Floor, New York, NY 10036	US	20,000	Scientific Research
American Red Cross (Japan Earthquake Relief)	Public	P O Box 4002018, Des Moines, IA 50340	US	100,000	Community Assistance
American Red Cross (Thai Flood Victims)	Public	P O Box 4002018, Des Moines, IA 50340	US	25,000	Community Assistance
Biotechnology Institute	Public	1201 Maryland Avenue, SW Suite 900, Washington, DC 20024	US	100,000	Scientific Research
California International Relations	Public	1020 N Street, Suite 516, Sacramento CA 95814	US	5,000	Cultural Support
Camp Trillium	Public	Camp Trillium 940 Queensdale Avenue East Hamilton, Ontario L8V 1N4	Canada	5,000	Community Assistance
Canadian Foundation for Infections Disease	Public	Canadian Foundation for Infectious Diseases P O Box 3711, Station C Ottawa, ON K1Y 4J8	Canada	10,000	Scientific Research
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	25,000	Community Assistance
CHATS - Home Assistance to Seniors	Public	126 Wellington Street West, Ste 2N9, Aurora, Ontario L4G 2N9	Canada	5,000	Community Assistance
Chicago Family Health Center	Public	9119 S Exchange Avenue, Chicago, IL 60617	US	5,000	Community Assistance
Chicago Horticultural Society	Public	1000 Lake Cook Road, Glencoe, IL 60022	US	5,000	Community Assistance
Coalition For At-Risk Youth	Public	8306 Wilshire Blvd, Suite 1806, Beverly Hills, CA 90211	US	5,000	Community Assistance
Cold Springs Harbor Laboratory	Public	Cold Springs Harbor Laboratory 1 Bungtown Rd Cold Springs Harbor, NY 11724	US	50,000	Scientific Research
Community Health and Men's Promotion	Public	Community Health and Men's Promotion, 4133 Green Hawk Trail Decatur, GA 30035	US	5,000	Community Assistance
Community Partners for Sustainable Works	Public	1744 Pearl Street, Santa Monica, CA 90405	US	5,000	Community Assistance
CPRIT Foundation	Public	CPRIT Foundation 700 East 11th Street Austin, TX 78701	US	15,000	Scientific Research
Foundation for Special Education District of Lake County	Public	Foundation Special Ed District Lake Cnty 18160 Gages Lake Rd Gages Lake, IL 60030	US	16,180	Community Assistance
Foundation Special Ed District Lake County	Public	Foundation Special Ed District Lake Cnty 18160 Gages Lake Rd Gages Lake, IL 60030	US	38,500	Community Assistance
Gilda's Club New York City	Public	195 West Houston Street, New York, NY 10014	US	5,000	Scientific Research
Glenview Park Foundation	Public	Glenview Park Foundation 800 Waukegan Rd Glenview, IL 60025	US	5,000	Community Assistance
Harold Pump Foundation	Public	18300 Roscoe Blvd , Northridge, CA 91325	US	30,000	Community Assistance
Health for Friends, Inc	Public	Health for Friends, Inc 317 East Himes Norman, OK 73069	US	20,000	Community Assistance
iBio Institute	Public	65 E Wacker Place, Suite 1600, Chicago, IL 60601	US	300,000	Community Assistance
International Volunteers in Urology, Inc (IVU)	Public	757 E South Temple, #110, Salt Lake City, UT 84102	US	25,000	Health Policy
Japan-America Student Conference (JASC)	Public	1150 18th Street NW, Suite LL2, Washington, DC 20036	US	5,000	Cultural Support
JapanFest, Inc	Public	3121 Maple Drive, Suite 224, Atlanta, GA 30305	US	5,000	Cultural Support
Juvenile Welfare	Public	30 N Michigan Avenue, Suite 1226, Chicago, IL 60602	US	3,000	Community Assistance
Keck Institute of Applied Life Sciences	Public	Keck Institute of Applied Life Sciences 535 Watson Drive Claremont, CA 91711	US	50,000	Scientific Research
Lake County Crisis Center	Public	Lake County Crisis Center; 2710 17th St Suite 100, Zion IL 60099	US	5 000	Community Assistance
Lungevity	Public	LUNGevity Foundation 435 N LaSalle St Suite 310 Chicago, IL 60654	US	15,000	Scientific Research
Marine Science Institute	Public	500 Discovery Parkway, Redwood City, CA 94063	US	15,000	Scientific Research
Markham Stouffville Hospital Foundation	Public	Markham Stouffvile Hospital Foundation 381 Church Street Box 1800 Markham ON L3P 7P3	Canada	10,000	Community Assistance
Midtown Educational Foundation	Public	Midtown Educational Foundation 718 South Loomis Street Chicago, IL 60607	US	83,333	Community Assistance
Midtown Educational Foundation - Scholarship	Public	Midtown Educational Foundation 718 South Loomis Street Chicago, IL 60607	US	50 000	Community Assistance
Miracles Made Thru Research	Public	8941 Biloba Street, Orland Park, IL 60462	US	5,000	Scientific Research
Morikami	Public	4000 Morikami Park Road, Delray Beach, FL 33446	US	95,000	Cultural Support
National Association of Japan-American Societies (NAJAS)	Public	National Association of Japan-America Societies 1225 19th St NW Suite 700 Washington, D	US	35 000	Cultural Support
National Governors Association Center for Best Practices	Public	National Governors Association Center for Best Practices 444 North Capitol Street Suite 267	US	25,000	Community Assistance
National Kidney Foundation, Inc	Public	5335 Wisconsin Avenue NW, Suite 300, Washington, DC 20015	US	50 000	Scientific Research
National Minority AIDS Council	Public	1931 13th Street NW, Washington, DC 20009	US	25,000	Health Policy
Nature Conservancy (The)	Public	4705 University Dr , #290, Durham, NC 27707	US	10,000	Scientific Research
NCSL Foundation for State Legislatures	Public	NCSL Foundation for State Legislatures 7700 East First Place Denver, CO 80027	US	20 000	Health Policy
No Wooden Nickel	Public	840 Brown Avenue, Evanston, IL 60202	US	5,000	Community Assistance
North Carolina Science Fair Foundation	Public	5955 Sentinel Drive, Raleigh, NC 27609	US	2,500	Scientific Research
Ocean Park Community Center	Public	OPCC - Ocean Park Community Center 1453 - 16th Street Santa Monica, CA 90404	US	50,000	Community Assistance
Pan-Massachusetts Challenge	Public	Pan-Massachusetts Challenge 77 4th Avenue Needham, MA 02494	US	50,000	Scientific Research
Pancreatic Cancer Action Network	Public	1500 Rosecrans Avenue, Suite 200, Manhatten Beach, CA 90266	US	10,000	Scientific Research
Research Foundation of SUNY	Public	Center for Science & Math Education, Stony Brook University, Stony Brook, NY 11794	US	15,713	Scientific Research
Roseland Training Center	Public	Roseland Training Center 235 East 136th Place Chicago, IL 60827-1816	US	5,000	Community Assistance
Science Buddies	Public	P O Box 5038, Carmel, CA 93921	US	30,000	Community Assistance
Society for Women's Health Research	Public	1025 Connecticut Avenue, Ste 601, Washington, DC 20036	US	15,000	Health Policy
St Jude Children's Research Center	Public	St Jude Children's Research Hospital Foundation Relations 501 St Jude Place Memphis, TN	US	25,000	Scientific Research
Starlight Children's Foundation	Public	2770 14th Avenue, Suite 100, Markham, ON L3R 0J1	Canada	20,000	Community Assistance
The Center for Information and Study on clinical Research Participation	Public	56 Commercial Wharf, East Boston, MA 02110	US	10,000	Scientific Research
The Children's Breakfast Club	Public	The Children's Breakfast Club 101 McNabb Street Markham, ON L3R 4H8	Canada	10,000	Community Assistance
The Cove School, Inc	Public	The Cove School, Inc 350 Lee Road Northbrook, IL 60062	US	20 000	Community Assistance
The Japan America Society of Chicago	Public	20 N Clark St , Suite 750, Chicago, IL 60602	US	9,800	Cultural Support
The John Buck Company Foundation	Public	The John Buck Company Foundation One North Wacker Drive suite 2400 Chicago, IL 60606	US	6,000	Community Assistance
The Organic Pantry Project	Public	1323 Pinehurst Drive, Glenview, IL 60025	US	12 890	Community Assistance
The Regents of the University of CA	Public	650 Charles E Young Drive South, Los Angeles, CA 90024	US	25,000	Community Assistance
UC Santa Cruz Foundation	Public	1156 High Street Santa Cruz, CA 95064	US	25,000	Scientific Research
University of Alberta Foundation USA Inc	Public	311 Pembina Hall, University of Alberta, Edmonton, AB T6G 2H8	Canada	20,000	Community Assistance
University of California San Francisco	Public	100 Medical Center Way, Box 0905, San Francisco, CA 94143	US	15,000	Community Assistance
University of Illinois at Chicago College	Public	University of Illinois at Chicago College of Pharmacy 833 S Wood St Suite 184 Chicago, IL 6	US	25,000	Community Assistance
University of Illinois at Chicago College Research	Public	University of Illinois at Chicago College of Pharmacy 833 S Wood St Suite 184 Chicago, IL 6	US	10,000	Community Assistance
University of Oklahoma Foundation Inc	Public	University of Oklahoma Foundation, Inc 339 W Boyd Street Norman, OK 73019-5142	US	30,000	Community Assistance
Wesley Child Care Center, Inc	Public	727 Harlem Avenue, Glenview, IL 60025	US	32,200	Community Assistance
WINGS Program, Inc	Public	WINGS Program, Inc 1355 Remington Road, Suite M Schaumburg, IL 60173	US	35,000	Community Assistance
Women in Government	Public	Women In Government 1319 F Street NW, Suite 710 Washington, DC 20004	US	50,000	Community Assistance
Yellow Brick House	Public	Yellow Brick House 52 West Beaver Creek Unit 4 Richmond Hill, ON L4B 1L9	Canada	5,000	Community Assistance
York Region Food Network	Public	York Region Food Network 510 Penrose Street Newmarket, Ontario L3Y 1A2	Canada	5,000	Community Assistance
				1,930,116	

b APPROVED FOR FUTURE PAYMENT

Grantee	Charity Status	Address		$ Amount	Purpose
Chicago Botanic Garden	Public	Chicago Botanic Garden 1000 Lake Cook Road Glencoe, IL 60022	US	600,000	Scientific Research
Midtown Educational Foundation - Scholarship	Public	Midtown Educational Foundation 718 South Loomis Street Chicago, IL 60607	US	83,334	Community Assistance
National Science Teachers Association	Public	National Science Teachers Association, 1840 Wilson Blvd , Arlington VA 22201-3000	US	175,000	Scientific Research
				858,334	

ASTELLAS USA FOUNDATION 52-1820099
FORM 990-PF, PART VII-B, LINE 5
SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

The following information is provided in accordance with IRS sec 4945(h)(3) and Reg 4945-5(d) to demostrate 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	Camp Trillium 940 Queensdale Avenue East Hamilton, Ontario L8V 1N4	Canada	5,000	Community Assistance	No	Not yet	N/A
Canadian Foundation for Infections Disease	Public	Canadian Foundation for Infectious Diseases P O Box 3711, Station C Ottawa, ON K1Y 4J8	Canada	10,000	Scientific Research	No	Not yet	N/A
CHATS - Home Assistance to Seniors	Public	126 Wellington Street West, Ste 2N9, Aurora, Ontario, L4G 2N9	Canada	5,000	Community Assistance	No	Not yet	N/A
Markham Stouffvile Hospital Foundation	Public	Markham Stouffvile Hospital Foundation 381 Church Street Box 1800 Markham, ON L3P 7P3	Canada	10,000	Community Assistance	No	Not yet	N/A
Starlight Children's Foundation	Public	2770 14th Avenue, Suite 100, Markham, ON L3R 0J1	Canada	20,000	Community Assistance	No	Not yet	N/A
The Children's Breakfast Club	Public	The Children's Breakfast Club 101 McNabb Street Markham, ON L3R 4H8	Canada	10,000	Community Assistance	No	Not yet	N/A
University of Alberta Foundation USA Inc	Public	311 Pembina Hill, University of Alberta, Edmonton, AB T6G 2H8	Canada	20,000	Community Assistance	No	Not yet	N/A
Yellow Brick House	Public	Yellow Brick House 52 West Beaver Creek Unit 4 Richmond Hill, ON L4B 1L9	Canada	5,000	Community Assistance	No	Not yet	N/A
York Region Food Network	Public	York Region Food Network 510 Penrose Street Newmarket, Ontario L3Y 1A2	Canada	5,000	Community Assistance	No	Not yet	N/A
				90,000				

ASTELLAS USA FOUNDATION

AUDITED FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2011

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Basic Financial Statements

MUELLER & CO., LLP
MUELLER CONSULTING, LLC
2230 Point Blvd., Suite 700 ■ Elgin, Illinois 60123
847.888.8600 Fax: 847.888.0635 www.MuellerCPA.com

INDEPENDENT AUDITORS' REPORT

Board of Directors
Atellas USA Foundation
Deerfield, Illinois

We have audited the accompanying statements of financial position of Astellas USA Foundation as of December 31, 2011 and 2010, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Astellas USA Foundation as of December 31, 2011 and 2010, and the changes in net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Mueller & Co., LLP

Elgin, Illinois
April 5, 2012

ASTELLAS USA FOUNDATION

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2011 AND 2010

ASSETS

		2011	2010
Cash and cash equivalents	$	85,640	34,706
Accrued interest receivable		335,065	372,812
Prepaid excise tax		12,640	13,096
Investments		31,481,765	31,030,493
Property and equipment, net of accumulated depreciation of $3,566 in 2011 and $1,783 in 2010		5,348	8,914
	$	31,920,458	31,460,021

LIABILITIES AND NET ASSETS

Liabilities:			
Grants payable	$	858,334	941,667
Accrued expenses		12,900	12,000
		871,234	953,667
Net assets -			
Unrestricted -			
Undesignated		31,049,224	30,506,354
	$	31,920,458	31,460,021

The accompanying notes are an integral part of these financial statements.

ASTELLAS USA FOUNDATION

STATEMENTS OF ACTIVITIES

YEARS ENDED DECEMBER 31, 2011 AND 2010

		2011	2010
Change in unrestricted net assets:			
Net revenues:			
Interest Income	$	1,165,840	1,261,093
Net realized and unrealized gains on investments		1,219,120	448,086
Other income		25,000	6,565
		2,409,960	1,715,744
Program services -			
Donations		1,836,783	2,859,000
Supporting services:			
Management and general, primarily consisting of professional fees		17,681	21,039
Excise tax		12,626	13,537
		1,867,090	2,893,576
Increase (decrease) in unrestricted net assets		542,870	(1,177,832)
Net assets, beginning of year		30,506,354	31,684,186
Net assets, end of year	$	31,049,224	30,506,354

The accompanying notes are an integral part of these financial statements.

ASTELLAS USA FOUNDATION

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2011 AND 2010

		2011	2010
Cash provided by (applied to) operating activities:			
Increase (decrease) in unrestricted net assets	$	542,870	(1,177,832)
Adjustments to reconcile change in net assets to net cash applied to operating activities:			
Depreciation		3,566	1,783
Unrealized gain on investments		(1,304,322)	(544,714)
Realized loss on sale of investments		85,202	96,628
Changes in:			
Accrued interest receivable		37,747	34,231
Prepaid excise tax		456	1,537
Grants payable		(83,333)	937,667
Accrued expenses		900	(1,450)
		(716,914)	(652,150)
Cash provided by (applied to) investing activities:			
Purchases of investments		(2,132,152)	(2,893,410)
Proceeds from matures of investments		2,900,000	2,900,000
Purchases of property and equipment		-	(10,697)
		767,848	(4,107)
Net increase (decrease) in cash and cash equivalents		50,934	(656,257)
Cash and cash equivalents, beginning of year		34,706	690,963
Cash and cash equivalents, end of year	$	85,640	34,706

The accompanying notes are an integral part of these financial statements.

NOTE 1 - NATURE OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization

Astellas USA Foundation, formerly known as Yamanouchi Foundation, (the Foundation) is a not-for-profit organization founded in 1993.

The mission of the Foundation is to promote the advancement of medical and related sciences, community assistance, and the enhancement of cultural relationships between Japan and the United States.

The Foundation has its headquarters in Deerfield, Illinois.

Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Support and Expenses

Contributions received and unconditional promises to give are measured at their fair values and are reported as an increase in net assets.

Expenses are recorded when incurred in accordance with the accrual basis of accounting and are classified in the statements of activities by major functions of the Foundation.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Foundation considers all highly liquid instruments with an original maturity of three months or less to be cash equivalents. At December 31, 2011 and 2010, all cash and cash equivalents are held at one financial organization.

Investments

Investments are recorded at fair market value. Fair market value is determined by using quoted market prices where available. Investment income or loss (including gains and losses on investments, interest and dividends) is included in the statement of activities as increases or decreases in net assets.

NOTE 1 - NATURE OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Property and Equipment

The cost of property and equipment is depreciated over the estimated useful lives of the related assets. Depreciation and amortization are computed under the straight-line method. The useful lives of property and equipment for purposes of computing depreciation are as follows:

Software	3 years

Depreciation and amortization expense of software charged to operations was $3,566 and $1,783 for the years ended December 31, 2011 and 2010, respectively.

Net Asset Classification

Unrestricted net assets consist of funds that are fully available, at the discretion of the Board of Trustees, for the Foundation to utilize in any of its programs or supporting services.

Subsequent Events

Subsequent events have been evaluated through April 5, 2012, the date that the financial statements were available for issue.

NOTE 2 - MARKETABLE SECURITIES

The book values and fair values of investments at December 31, 2011 and 2010, respectively, were as follows:

	2011		2010	
	Book Value	Fair Value	Book Value	Fair Value
U.S. Treasury Notes, coupons ranging from 2.125% to 5% maturity ranging from August 15, 2011 to August 15, 2021.	$32,786,087	31,481,765	31,575,207	31,030,493

NOTES TO FINANCIAL STATEMENTS
(CONTINUED)

NOTE 3 - QUALIFYING DISTRIBUTIONS

As a private foundation, qualifying distributions are required to be made for charitable, educational, or religious and scientific purposes equal to approximately 5% of the average fair market value of the Foundation's investments. All required qualifying distributions have been made through December 31, 2011.

NOTE 4 - GRANTS PAYABLE

Grants authorized by the Board of Directors for the years ended December 31, 2011 and 2010, were as follows:

	2011	2010
Balance at beginning of year	$ 941,667	4,000
Authorized during the current year	1,846,783	2,859,000
Paid during the current year	(1,930,116)	(1,921,333)
Balance at end of year	$ 858,334	941,667

NOTE 5 - INCOME TAXES

The Foundation has been determined to be exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, and accordingly, no provision has been made for either federal or state income taxes. However, the Foundation is classified as a private foundation and, as such, is subject to a federal excise tax of 2% (which can be reduced to 1% if certain conditions are satisfied) on its net investment income. For the years ended December 31, 2011 and 2010, the Foundation met those conditions and qualified for the reduced tax rate of 1%.

The Foundation has adopted accounting principles related to uncertain tax positions and has evaluated its tax positions taken for all open tax years. Currently no tax years are open and subject to examination by the Internal Revenue Service due to no returns needing to be filed.

Based on the evaluation of the Foundation's tax positions, management believes all positions would be upheld under an examination; therefore, no provision for the effects of uncertain tax positions has been recorded for the years ended December 31, 2011 and 2010.

NOTE 6 - FAIR VALUE MEASUREMENTS

Accounting standards generally accepted in the United States of America establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Foundation has the ability to access.
Level 2	Inputs to the valuation methodology include: • Quoted prices for similar assets or liabilities in active markets; • Quoted prices for identical or similar assets or liabilities in inactive markets; • Inputs other than quoted prices that are observable for the asset or liability; • Inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Financial instruments classified as Level 1 in the fair value hierarchy are investments in securities traded on a national securities exchange, or reported on the NASDAQ Global Select Market and Global Market, and are stated at the last reported sales price on the measurement date.

Within the fair value hierarchy, the Foundation's assets consisted of Level 1 inputs which had a fair value of $31,481,765 and $31,030,493 as of December 31, 2011 and 2010, respectively.