



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2008

Department of the Treasury
Internal Revenue Service

**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.

For calendar year 2008, or tax year beginning **AUG 1, 2008**, and ending **JUL 31, 2009**

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
GYNESIS WOMEN'S INTERNATIONAL FOUNDATION
C/O WILMINGTON TRUST COMPANY # 58300-000

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1100 NORTH MARKET STREET

City or town, state, and ZIP code
WILMINGTON, DE 19890-0900

A Employer identification number
51-0412529

B Telephone number
(302) 651-8248

C If exemption application is pending, check here ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

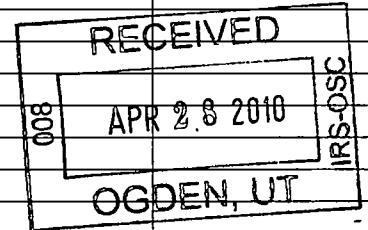
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 4,930,875.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	869.	869.		
	4 Dividends and interest from securities	34,393.	34,393.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<34,887.>			
	b Gross sales price for all assets on line 6a	13,731.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<34,241.>	<34,241.>		
	12 Total. Add lines 1 through 11	<33,866.>	1,021.		
	13 Compensation of officers, directors, trustees, etc	171,670.	85,835.		85,835.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,000.	2,000.		0.
	c Other professional fees	15,478.	15,478.		0.
	17 Interest				
	18 Taxes	1,362.	115.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	11,230.	11,230.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	201,740.	114,658.		85,835.
	25 Contributions, gifts, grants paid	1,138,921.			1,138,921.
	26 Total expenses and disbursements. Add lines 24 and 25	1,340,661.	114,658.		1,224,756.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,374,527.>			
	b Net investment income (if negative, enter -0-)		0.		
	c Adjusted net income (if negative, enter -0-)			N/A	



SCANNED APR 29 2010

11 P

GYNESIS WOMEN'S INTERNATIONAL FOUNDATION

Form 990-PF (2008)

C/O WILMINGTON TRUST COMPANY # 58300-000

51-0412529

Page 2

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			
	2 Savings and temporary cash investments	1,274,166.	856,027.	856,027.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	98,184.	99,035.	83,581.
	c Investments - corporate bonds STMT 11	273,617.	286,400.	268,801.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	4,228,338.	3,306,557.	3,722,465.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 13)	45,242.	1.	1.
	16 Total assets (to be completed by all filers)	5,919,547.	4,548,020.	4,930,875.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
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)	0.	0.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	5,919,547.	4,548,020.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	5,919,547.	4,548,020.	
	31 Total liabilities and net assets/fund balances	5,919,547.	4,548,020.	

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	5,919,547.
2 Enter amount from Part I, line 27a	2	<1,374,527.>
3 Other increases not included in line 2 (itemize) ▶ REFUND OF OVERPAID 990PF TAXES	3	3,000.
4 Add lines 1, 2, and 3	4	4,548,020.
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	4,548,020.

Form 990-PF (2008)

823511
01-02-09

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 PASSED THROUGH S/T CAP GAIN PSHIP SEE LIST	P	VARIOUS	07/31/09
b PASSED THROUGH L/T CAP LOSS PSHIP SEE LIST	P	VARIOUS	07/31/09
c CAPITAL GAINS DIVIDENDS			
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 2,029.			2,029.
b		48,618.	<48,618.>
c 11,702.			11,702.
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			2,029.
b			<48,618.>
c			11,702.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<34,887.>
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))
2007	782,770.	6,739,647.	.116144
2006	1,020,780.	7,592,409.	.134447
2005	360,757.	8,770,933.	.041131
2004	504,214.	7,011,964.	.071908
2003	230,111.	6,998,252.	.032881

2 Total of line 1, column (d)	2	.396511
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	.079302
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	5,570,025.
5 Multiply line 4 by line 3	5	441,714.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	441,714.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,224,756.

GYNESIS WOMEN'S INTERNATIONAL FOUNDATION

Form 990-PF (2008)

C/O WILMINGTON TRUST COMPANY # 58300-000

51-0412529

Page 4

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

<p>1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)</p> <p>b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b</p> <p>c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)</p>	1	0.
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	0.
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	0.
6 Credits/Payments:		
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	5,720.
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	5,720.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	5,720.
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax 5,720. Refunded 0.	11	0.

Part VII-A Statements Regarding Activities

<p>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?</p> <p>b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</p> <p>c Did the foundation file Form 1120-POL for this year?</p> <p>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.</p> <p>e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.</p> <p>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.</p> <p>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</p> <p>4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?</p> <p>b If "Yes," has it filed a tax return on Form 990-T for this year?</p> <p>5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.</p> <p>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?</p> <p>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.</p> <p>8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE</p> <p>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</p> <p>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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV</p> <p>10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses</p>	<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> </thead> <tbody> <tr><td>1a</td><td></td><td>X</td></tr> <tr><td>1b</td><td></td><td>X</td></tr> <tr><td>1c</td><td></td><td>X</td></tr> <tr><td>2</td><td></td><td>X</td></tr> <tr><td>3</td><td></td><td>X</td></tr> <tr><td>4a</td><td></td><td>X</td></tr> <tr><td>4b</td><td></td><td></td></tr> <tr><td>5</td><td></td><td>X</td></tr> <tr><td>6</td><td>X</td><td></td></tr> <tr><td>7</td><td>X</td><td></td></tr> <tr><td>8b</td><td>X</td><td></td></tr> <tr><td>9</td><td></td><td>X</td></tr> <tr><td>10</td><td></td><td>X</td></tr> </tbody> </table>		Yes	No	1a		X	1b		X	1c		X	2		X	3		X	4a		X	4b			5		X	6	X		7	X		8b	X		9		X	10		X
	Yes	No																																									
1a		X																																									
1b		X																																									
1c		X																																									
2		X																																									
3		X																																									
4a		X																																									
4b																																											
5		X																																									
6	X																																										
7	X																																										
8b	X																																										
9		X																																									
10		X																																									

Form 990-PF (2008)

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NO WEB SITE</u>	13	X	
14	The books are in care of ► <u>WILMINGTON TR - CARECE RUFE</u> Telephone no. ► <u>(302) 651-8248</u> Located at ► <u>1100 NORTH MARKET STREET, WILMINGTON, DE</u> ZIP+4 ► <u>19890-0900</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	<input type="checkbox"/> 15		

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 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 2008) 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 2008?	4b	X

Form 990-PF (2008)

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If you answered "Yes" to 6b, also 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 14		171,670.	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

Form 990-PF (2008)

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

Form **990-PF** (2008)

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	1,810,348.
b	Average of monthly cash balances	1b	618,101.
c	Fair market value of all other assets	1c	3,226,399.
d	Total (add lines 1a, b, and c)	1d	5,654,848.
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	5,654,848.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	84,823.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,570,025.
6	Minimum investment return. Enter 5% of line 5	6	278,501.

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	278,501.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	278,501.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	278,501.
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	278,501.

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	1,224,756.
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	1,224,756.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,224,756.

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.

Form 990-PF (2008)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				278,501.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006	550,528.			
e From 2007	457,164.			
f Total of lines 3a through e	1,007,692.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 1,224,756.				
a Applied to 2007, 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 2008 distributable amount				278,501.
e Remaining amount distributed out of corpus	946,255.			
5 Excess distributions carryover applied to 2008 (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	1,953,947.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				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 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,953,947.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006	550,528.			
d Excess from 2007	457,164.			
e Excess from 2008	946,255.			

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 2008, 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 the 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				
EDITIONS PER DES FEMMES, 5 RUE DE MEZIERES, 75006 PARIS FRANCE	NO REL'SHIP	CHARITY ORGAN'N	HISTORICAL ALBUM OF "EDITIONS DES FEMMES"	1070861.
INSTITUT D'ENSEIGNEMENT ER DE RECHERCHE SCIENCES FEMMES, 2 T RUE DE VERNEUIL	NO REL'SHIP	CHARITY ORGAN'N	PREPARTION CONFERENCE L'INSTITUTE OCEANIQUE PARIS	68,060.
Total			3a	1138921.
b Approved for future payment				
NONE				
Total			3b	0.

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

Form **990-PF** (2008)

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PASSED THROUGH S/T CAP GAIN PSHIP SEE LIST	PURCHASED	VARIOUS	07/31/09	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,029.	0.	0.	0.	2,029.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PASSED THROUGH L/T CAP LOSS PSHIP SEE LIST	PURCHASED	VARIOUS	07/31/09	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	48,618.	0.	0.	<48,618.>

CAPITAL GAINS DIVIDENDS FROM PART IV	11,702.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<34,887.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
INTEREST (NON PARTNERSHIP)	23.
INTEREST FROM PSHP SEE LIST	846.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	869.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
DIVIDENDS FROM STOCKS (W/T ONLY)				
NON-PARTNERSHIPS	34,393.	0.	34,393.	
LONG TERM CAP GAINS DIVIDENDS	11,702.	11,702.	0.	
TOTAL TO FM 990-PF, PART I, LN 4	46,095.	11,702.	34,393.	

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
FOREIGN CURRENCY TRANSLATION GAIN/(LOSS)	5,320.	5,320.		
INT'L VENTURE IV LP UNCATEGORIZED ATTRIBUTES	<39,561.>	<39,561.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	<34,241.>	<34,241.>		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION FEE, WIL TR	2,000.	2,000.		0.
TO FORM 990-PF, PG 1, LN 16B	2,000.	2,000.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES, WIL TR	15,478.	15,478.		0.	
TO FORM 990-PF, PG 1, LN 16C	15,478.	15,478.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD FROM INVESTMENTS	115.	115.		0.	
QUARTERLY FORM 990PF ESTIMATED TAXES	1,247.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,362.	115.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PRTFLO DED FR PSHP SEE LIST	10,848.	10,848.		0.	
CORP FEES & P. O. BOX FEES	382.	382.		0.	
TO FORM 990-PF, PG 1, LN 23	11,230.	11,230.		0.	

FOOTNOTES				STATEMENT	9
-----------	--	--	--	-----------	---

GYNESIS WOMEN'S INTERNATIONAL FOUNDATION FORM 990PF
FISCAL YEAR ENDED JULY 31, 2008 PAGE ONE LINE 25 GRANTS

THIS TAX EXEMPT PRIVATE FOUNDATION IS AWARE OF THE INTERNAL REVENUE CODE 53.4945-5(B)(5) ENTITLED "CERTAIN GRANTS TO FOREIGN ORGANIZATIONS'. IN REGARDS TO SUCH GRANTS MADE BY THIS ENTITY, THE REQUIREMENTS THEREIN HAVE BEEN SATISFIED BY GRANT AGREEMENTS WHICH IMPOSE RESTRICTIONS ON THE USE OF GRANTS SUBSTANTIALLY EQUIVALENT TO THE LIMITATIONS IMPOSED ON A DOMESTIC PRIVATE FOUNDATION UNDER SECTION 4945D THESE RESTRICTIONS ARE PHRASED IN APPROPRIATE TERMS UNDER FOREIGN LAWS AND CUSTOMS AND UNDER SUCH FOREIGN LAWS AND CUSTOMS THE PROPER LEVEL OF INTERNAL CONTROL HAS BEEN ACHIEVED.

GYNESIS FOUNDATION IS AWARE OF THE REVENUE PROCEDURE 92-94 WHICH PROVIDES A SIMPLIFIED METHOD FOR FOUNDATIONS TO MAKE UNDER 53.4945 OF THE FEDERAL EXCISE TAX REGULATIONS. GYNESIS FOUNDATION HAS CHOSEN TO AVAIL ITSELF OF THAT PROCEDURE, AND HAS OBTAINED AFFADAVITS OF THE GRANTEE, OR LEGAL COUNSEL, THAT THE GRANTEE IS DESCRIBED IN 509A (1) (2) (3) OR 4942(J) (3)

IN ACCORDANCE WITH IRS PRIVATE LETTER RULING 200321023, GRANTS BY A PRIVATE FOUNDATION TO A FOREIGN GRANTEE WILL BE TREATED AS A QUALIFYING DISTRIBUTION UNDER 4942 AND NOT AS TAXABLE UNDER 4945 UNDER THESE CIRCUMSTANCES.

2

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS, OTHER THAN INTERNATIONAL	99,035.	83,581.
TOTAL TO FORM 990-PF, PART II, LINE 10B	99,035.	83,581.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
T ROWE PRICE INT'L INTERNATIONAL BOND FUND	286,400.	268,801.
TOTAL TO FORM 990-PF, PART II, LINE 10C	286,400.	268,801.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ARTWORK PURCHASED 7/14/2005 264,405 EUROS	COST	318,555.	318,555.
ARTWORK PURCHASED F Y E JULY 2007	COST	530,905.	530,905.
ARTWORK PURCHASED MAY/JUNE 2006	COST	2,376,939.	2,376,939.
EURO CURRENCY ON HAND (TRANSLATED TO US DOLLARS)	COST	80,155.	77,998.
PARTNERSHIPS, SEE ATTACHED SPREADSHEETS	COST	3.	418,068.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,306,557.	3,722,465.

FORM 990-PF	OTHER ASSETS		STATEMENT	13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
AGGREGATE P'SHIP CAPITAL CONTRIBUTIONS FYE 7/2004	157,500.	0.	0.	
AGGREGATE P'SHIP CAPITAL CONTRIBUTIONS FYE 7/2005	19,903.	0.	0.	
AGGREGATE P'SHIP CAPITAL WITHDRAWALS FYE 7/2006 SEE ATTACHED	<112,701.>	0.	0.	
AGGREGATE P'SHIP CAPITAL WITHDRAWALS FYE 7/2007 SEE ATTACHED	<9,576.>	0.	0.	
AGGREGATE P'SHIP CAPITAL CONTRIBUTIONS FYE 7/2008	<9,884.>	0.	0.	
P'SHIP DRAWS EXCEEDING BASIS IN YEAR 7/31/2009, REDUCED BASIS TO ZERO	0.	1.	1.	
TO FORM 990-PF, PART II, LINE 15	45,242.	1.	1.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANTOINETTE FOUQUE 4, RUE DE VERNEUIL 75007 PARIS FRANCE	PRESIDENT, DIRECTOR 1.00	160,644.	0.	0.
MICHELE IDELS 6, RUE EMILE DUCLAUX 75015 PARIS FRANCE	DIRECTOR, MEMBER 1.00	11,026.	0.	0.
FLORENCE PRUDHOMME 2, RUE DEUTSCH DE LA MEURTHE 75014 PARIS FRANCE	MEMBER 1.00	0.	0.	0.
SYLVINIA BOISSONNAS VIA CORRIDONI, 15 20122 MILAN ITALY	DIRECTOR, MEMBER 1.00	0.	0.	0.
ELISABETH NICOLI 42, RUE PIXERECOURT 75020 PARIS FRANCE	MEMBER, DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		171,670.	0.	0.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

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

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

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization GYNESIS WOMEN'S INTERNATIONAL FOUNDATION C/O WILMINGTON TRUST COMPANY # 58300-000	Employer identification number 51-0412529
	Number, street, and room or suite no. If a P.O. box, see instructions. 1100 NORTH MARKET STREET	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WILMINGTON, DE 19890-0900	

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990
 ☐ Form 990-EZ
 ☐ Form 990-T (sec. 401(a) or 408(a) trust)
 ☐ Form 1041-A
 ☐ Form 5227
 ☐ Form 8870
☐ Form 990-BL
☒ Form 990-PF
☐ Form 990-T (trust other than above)
☐ Form 4720
☐ Form 6069

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

WILMINGTON TR - CARECE RUFÉ

- The books are in the care of ☒ **1100 NORTH MARKET STREET - WILMINGTON, DE 19890-0900**
 Telephone No ☒ **(302) 651-8248** FAX No. ☒ **302 651 1414**

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

- 4 I request an additional 3-month extension of time until **JUNE 15, 2010**.
- 5 For calendar year _____, or other tax year beginning **AUG 1, 2008**, and ending **JUL 31, 2009**
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED IN ORDER TO ACCUMULATE THE INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN

8a	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.	8a	\$	0.
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 and any amount paid previously with Form 8868.	8b	\$	5,720.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature ☒ *Elizabeth M. Cerro* Title ☒ **ELIZABETH CERRO, TRUST OFF** Date ☒ **3/9/2010**

Form 8868 (Rev. 4-2009)

Balance Sheet details for 990PF Part II Page Two

Accounts: 058300-000,058300-001 of the Gynesis Women's Foundation
As of Date 07/31/2009

Account	Description	Quantity	Market Value	Price	Federal Tax Cost	Unrealized Gain/Loss
058300-000	ALTA BIOPHARMA PARTNERS II L P	309 2970	6,618 96	21 4000	7,876 15	(1,257 19)
058300-000	SOFINNOVA VENTURES V, L P	1,000 0000	33,570 00	33 5700	35,262 04	(1,692 04)
058300-000	CV SOFINNOVA VENTURES PARTNERS III	500 0000	17,405 00	34 8100	18,198 75	(793 75)
058300-000	THE INTERNATIONAL VENTURE CAPITAL GROUP OF AMERICA IV, L P	739 1180	5,587 73	7 5600	8,746 82	(3,159 09)
	AGGREGATE P'SHIP TAX BASIS ACCRETIONS F Y E 7/2004	27,882 8770	268,800 74	9 7100	286,400 24	(17,599 50)
	AGGREGATE P'SHIP TAX BASIS ACCRETIONS F Y E 7/2005	3,434 2200	20,399 27	5 9400	28,954 66	(8,555 39)
	AGGREGATE P'SHIP TAX BASIS ACCRETIONS F Y E 7/2006	400,618 0500	400,618 05	1 0000	400,618 05	0 00
	AGGREGATE P'SHIP TAX BASIS ACCRETIONS F Y E 7/2007	434,283 5620	1,171,067 75		656,677 71	385,007 04
	AGGREGATE P'SHIP TAX BASIS ACCRETIONS F Y E 7/2008	54,793 1200	77,998 01	1 4235	80,155 23	0 00
	AGGREGATE P'SHIP TAX BASIS ACCRETIONS F Y E 7/2009, see w/p attached	54,793 1200	77,998 01		80,155 23	0 00
		(1,351 5500)	(1,351 55)	1 0000	(1,351 55)	0 00
			0 00		0 00	0 00
A subtotal		(1,351.5500)	(1,351.55)		(1,351.55)	0 00

(129,379 00)

058300-000	CRM MID CAP VALUE FUND- INV	309 2970	6,618 96	21 4000	7,876 15	(1,257 19)
058300-000	ISHARES INC MSCI EMU INDEX FUND	1,000 0000	33,570 00	33 5700	35,262 04	(1,692 04)
058300-000	ISHARES TRUST S&P EUROPE 350 INDEX FUND	500 0000	17,405 00	34 8100	18,198 75	(793 75)
058300-000	RS MID CAP GROWTH FUND A	739 1180	5,587 73	7 5600	8,746 82	(3,159 09)
058300-000	T ROWE PRICE INTERNATIONAL TRUST NEW INTERNATIONAL BOND FUND	27,882 8770	268,800 74	9 7100	286,400 24	(17,599 50)
058300-000	WILMINGTON MULTI-MANAGER INTERNATIONAL-I	3,434 2200	20,399 27	5 9400	28,954 66	(8,555 39)
058300-000	WILMINGTON PRIME MM FUND W CLASS	400,618 0500	400,618 05	1 0000	400,618 05	0 00
	TOTAL □Principal Portfolios - U.S. Dollar	434,283 5620	1,171,067 75		656,677 71	385,007 04
058300-000	EURO CURRENCY (expressed in United States Dollars)	54,793 1200	77,998 01	1 4235	80,155 23	0 00
	TOTAL □Principal Portfolios - Euro	54,793 1200	77,998 01		80,155 23	0 00
058300-000	US DOLLAR CURRENCY	(1,351 5500)	(1,351 55)	1 0000	(1,351 55)	0 00
058300-000	WILMINGTON PRIME MM FUND W CLASS		0 00		0 00	0 00
	TOTAL □Income Portfolios - U.S. Dollar	(1,351.5500)	(1,351.55)		(1,351.55)	0 00
	TOTAL □058300-000	487,725.1320	1,247,714.21		735,481.39	385,007.04
058300-001	WILMINGTON PRIME MM FUND W CLASS	456,750 8900	456,750 89	1 0000	456,750 89	0 00
	TOTAL □Principal Portfolios - U.S. Dollar	456,750 8900	456,750 89		456,750 89	0 00
058300-001	WILMINGTON PRIME MM FUND W CLASS	9 6600	9 66	1 0000	9 66	0 00
	TOTAL □Income Portfolios - U.S. Dollar	9 6600	9 66		9 66	0 00
	TOTAL □058300-001	456,760 5500	456,760 55		456,760 55	0 00

TOTAL □058300-001

TOTAL FINANCIAL ASSETS

Artwork Investments (all purchased in prior years)
cash recap 856,027 TOTAL ASSETS, all classes, types and portfolios, before adjustment

add back: negative partnership basis "A" above to result in ZERO tax basis

TOTAL ASSETS, all classes, types and portfolios, after adjustment

\$1,192,242
3,226,399
\$4,418,641

A

129,379 00

\$4,548,020

		K-1	Alta	Sofinnova	Sofinnova	Int'l	Total
		Line #	Biopharma Partners II	Ventures Partners III	Ventures Partners V	Venture IV LP	
						no K1 provided see report	
Schedule K-1 Tax Return Attributes							
Undifferentiated allocation of profits		no K-1					
Interest		5	635	31	180	(39,561)	(39,561)
Dividends		6				846	846
S/T Capital Gains		8	419		1,610	0	2,029
L/t Capital Gains Or (Losses)		9	(4,153)	(16,013)	(28,452)		(48,618)
Other Portfolio Income		11				0	0
Net Section 1256 gain (loss)						0	0
Deductions Related to Portfolio							
Income		13				0	0
Other Deductions		13	(4,463)	(387)	(5,998)	0	(10,848)
Interest Expense		13					
Foreign Taxes Paid		16					
Tax Exempt Income		18					
Nondeductible expenses		20					
Total Attributes From K-1			(7,562)	(16,369)	(32,660)	(39,561)	(96,152)
Less: Partnership Capital Draws			(4,833)	(23,785)	(30,049)	(19,802)	(78,469)
Add: Additional Partnership Capital Paid In							0
Equals: Net change to tax basis at 7/31/2009			(12,395)	(40,154)	(62,709)	(59,363)	(174,621)

MEMO: Since the cumulative adjustments have exhausted all basis in partnerships, the adjustment is taken into income