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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

**2009**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>Sanofi-Aventis Patient Assistance Foundation</b>		A Employer identification number <b>43-1614543</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) <b>908-981-5000</b>
	City or town, state, and ZIP code <b>Bridgewater, NJ 08807</b>		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	<b>321,376,881</b>			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		<b>0</b>		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	10a Gross profit or (loss) (attach schedule)	<b>0</b>			
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	<b>321,376,881</b>	<b>0</b>	<b>0</b>	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
25 Contributions, gifts, grants paid	<b>321,376,881</b>			<b>321,376,881</b>	
26 Total expenses and disbursements. Add lines 24 and 25	<b>321,376,881</b>	<b>0</b>	<b>0</b>	<b>321,376,881</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<b>0</b>				
b Net investment income (if negative, enter -0-)		<b>0</b>			
c Adjusted net income (if negative, enter -0-)			<b>0</b>		

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .					
	<b>2</b> Savings and temporary cash investments . . . . .					
	<b>3</b> Accounts receivable ▶ Less: allowance for doubtful accounts ▶					
	<b>4</b> Pledges receivable ▶ Less: allowance for doubtful accounts ▶					
	<b>5</b> Grants receivable . . . . .					
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) . . . . .					
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶					
	<b>8</b> Inventories for sale or use . . . . .					
	<b>9</b> Prepaid expenses and deferred charges . . . . .					
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)					
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .					
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
	<b>12</b> Investments—mortgage loans . . . . .					
	<b>13</b> Investments—other (attach schedule) . . . . .					
	<b>14</b> Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
	<b>15</b> Other assets (describe ▶ )					
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	0	0	0		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .					
	<b>18</b> Grants payable . . . . .					
	<b>19</b> Deferred revenue . . . . .					
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b> Other liabilities (describe ▶ )					
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	<b>24</b> Unrestricted . . . . .					
	<b>25</b> Temporarily restricted . . . . .					
	<b>26</b> Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>					
	<b>27</b> Capital stock, trust principal, or current funds . . . . .					
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund					
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds					
	<b>30</b> <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	0	0			
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	0	0			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	0
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	0
<b>3</b> Other increases not included in line 2 (itemize) ▶	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	0
<b>5</b> Decreases not included in line 2 (itemize) ▶	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	0

**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.)
<b>1a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	{ }		<b>3</b>	

**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 page 18 of the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	260,740,827		0
2007	177,414,396		0
2006	221,676,217		0
2005	217,845,821		0
2004	114,668,984		0
<b>2</b> Total of line 1, column (d)			<b>2</b> 0
<b>3</b> 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			<b>3</b> 0
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			<b>4</b>
<b>5</b> Multiply line 4 by line 3			<b>5</b> 0
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b>
<b>7</b> Add lines 5 and 6			<b>7</b> 0
<b>8</b> 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 on page 18.			<b>8</b> 321,376,881

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2	<b>3</b>	0	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	0	
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2009 estimated tax payments and 2008 overpayment credited to 2009	<b>6a</b>		
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	0	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		✓
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N	A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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?	✓	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ _____		
<b>b</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? <i>If "No," attach explanation.</i>	✓	
<b>9</b> 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV.</i>		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		✓

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

<b>11</b>	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 page 20 of the instructions)	<b>11</b>		✓
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		✓
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	<b>13</b>	✓	
<b>14</b>	The books are in care of ▶ <b>Sanofi-Aventis US Inc.</b> Telephone no. ▶ <b>908-981-5000</b> Located at ▶ <b>55 Corporate Drive, Bridgewater, NJ</b> ZIP+4 ▶ <b>08807</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <b>15</b>			

**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
<b>1a</b> 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? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/>	<b>1b</b>	<b>N A</b>
<b>c</b> 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 2009? . . . . .	<b>1c</b>	✓
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 page 20 of the instructions.) . . . . .	<b>2b</b>	<b>N A</b>
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2009 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i> ) . . . . .	<b>3b</b>	<b>N A</b>
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	✓
<b>b</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 2009?	<b>4b</b>	✓

**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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☒ N ☐ A  
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** ☐ ☒ ☐  
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? **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 (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Gregory Irace 55 Corp Dr. Bridgewater NJ 08807	President	0	0	0
Laurent Gilhodes 55 Corp Dr. Bridgewater NJ 08807	V. President	0	0	0
Richard Thomson 55 Corp Dr. Bridgewater NJ 08807	Treasurer	0	0	0
Stacy Silkworth 55 Corp Dr. Bridgewater NJ 08807	Secretary	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A				

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		
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** (see page 24 of the instructions)

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 N/A	
All other program-related investments. See page 24 of the instructions	
3 N/A	
Total. Add lines 1 through 3	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions) . . . . .	<b>1c</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . . <b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) . . . . .	<b>4</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5 . . . . . <b>2a</b>	
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.) . . . . . <b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions) . . . . .	<b>6</b>
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b> 321,376,881
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:	
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b> 321,376,881
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) . . . . .	<b>5</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b> 321,376,881

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .				<b>0</b>
<b>2</b> Undistributed income, if any, as of the end of 2009:				
<b>a</b> Enter amount for 2008 only . . . . .			<b>0</b>	
<b>b</b> Total for prior years: 20____, 20____, 20____		<b>0</b>		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004 . . . . .	<b>114,668,984</b>			
<b>b</b> From 2005 . . . . .	<b>217,845,821</b>			
<b>c</b> From 2006 . . . . .	<b>221,676,217</b>			
<b>d</b> From 2007 . . . . .	<b>177,414,396</b>			
<b>e</b> From 2008 . . . . .	<b>260,740,827</b>			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	<b>992,346,245</b>			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$ <b>321,376,881</b>				
<b>a</b> Applied to 2008, but not more than line 2a . . . . .			<b>0</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		<b>0</b>		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .				
<b>d</b> Applied to 2009 distributable amount . . . . .				<b>0</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>321,376,881</b>			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	<b>1,313,723,126</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>0</b>		
<b>c</b> 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 . . . . .		<b>0</b>		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		<b>0</b>		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			<b>0</b>	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 . . . . .				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	<b>114,668,984</b>			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	<b>1,199,054,142</b>			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2005 . . . . .	<b>217,845,821</b>			
<b>b</b> Excess from 2006 . . . . .	<b>221,676,217</b>			
<b>c</b> Excess from 2007 . . . . .	<b>177,414,396</b>			
<b>d</b> Excess from 2008 . . . . .	<b>260,740,827</b>			
<b>e</b> Excess from 2009 . . . . .	<b>321,376,881</b>			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	0	0	0	0	0
<b>b</b> 85% of line 2a . . . . .	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

**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 page 28 of 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 page 28 of the 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:

Sanofi-Aventis Patient Assistance Foundation, 55 Corporate Drive, Bridgewater, NJ 08807

**b** The form in which applications should be submitted and information and materials they should include:

Not Applicable

**c** Any submission deadlines:

Not Applicable

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Award prescription drugs to patients with income below the federal poverty level and not receiving any other assistance.

**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
<b>a Paid during the year</b> See the attached list of prescription drugs that were dispensed free of charge under the Foundation's patient assistance program. These products are given out to patients through MDs. (The detail of each recipient's name and address is available upon request. It is a report with hundreds of pages.)	None		To provide free drugs to patients below poverty level and are not receiving any other assistance.	321,376,881
<b>Total</b>			<b>3a</b>	321,376,881
<b>b Approved for future payment</b>				
<b>Total</b>			<b>3b</b>	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(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 . . . . .					
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					
9	Net income or (loss) from special events . . . . .					
10	Gross profit or (loss) from sales of inventory . . . . .					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e) . . . . .		0		0	0
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	0

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

[illegible]

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

- |          |  |              |            |           |
|----------|--|--------------|------------|-----------|
| <b>1</b> | 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?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
|          | (1) Cash . . . . .   | <b>1a(1)</b> |            | ✓         |
|          | (2) Other assets . . . . .   | <b>1a(2)</b> |            | ✓         |
| <b>b</b> | Other transactions:  |              |            |           |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> |            | ✓         |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> |            | ✓         |
|          | (3) Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> |            | ✓         |
|          | (4) Reimbursement arrangements . . . . .   | <b>1b(4)</b> |            | ✓         |
|          | (5) Loans or loan guarantees . . . . .   | <b>1b(5)</b> |            | ✓         |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> |            | ✓         |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    |            | ✓         |
| <b>d</b> | 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. |              |            |           |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge.

Richard H. Thomson  
Signature of officer or trustee

5/5/2010  
Date

Treasurer

**Signature of officer or trustee**

Date \_\_\_\_\_

**Title**

**Sign Here**

**Paid  
Preparer's  
Use Only**

Preparer's  
signature

Firm's name (or yours if self-employed), address, and ZIP code

Date \_\_\_\_\_

Check if self-employed ► ☐

Preparer's identifying  
number (see **Signature** on  
page 30 of the instructions)

EIN ►

Phone no.

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2009**

Name of the organization

Sanofi-Aventis Patient Assistance Foundation

Employer identification number

43 : 1614543

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ .....

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization  
**Sanofi-Aventis Patient Assistance Foundation**

Employer identification number  
**43 : 1614543**

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<b>Sanofi-Aventis US LLC</b> <b>55 Corporate Drive</b> <b>Bridgewater, NJ 08807</b>	\$ 321,376,881	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Employer identification number

**Part II**    **Noncash Property** (see instructions)[illegible]

<b>Sanofi-Aventis Patient Assistance Foundation</b>				
<b>FEIN: 43-1614543</b>				
<b>12/31/2009</b>				
<b>Attachment to Tax Form 990-PF</b>				
<b>Prescription Drug Donation</b>				
<b>Charity Organization</b>	<b>Donated Qty. (units)</b>	<b>Donated Product Name</b>	<b>Unit Selling Price</b>	<b>Total Sale Value</b>
AmeriCares	6,000	Diabeta 2 5mg 100 ct	63 04	378,240 00
AmeriCares	40,930	HCQ 100 ct (malaria)	122 58	5,017,199 40
AmeriCares	1,008	HCQ 500 ct (malaria)	612 86	617,762 88
AmeriCares	503	HCQ 500 ct (malaria)	612 86	308,268 58
AmeriCares	200	Lasix 40 mg 500 ct bottles	238 93	47,786 00
AmeriCares	19,950	Penlac	225 01	4,488,949 50
AmeriCares	10,189	Penlac	225 01	2,292,626 89
AmeriCares*	10,000	Allegra Oral Suspension Samples	7 43	74,300 00
Direct Relief	24,841	Penlac	225 01	5,589,473 41
Direct Relief*	90	Allegra Oral Suspension Samples	7 43	668 70
Direct Relief*	24,000	Allegra Oral Suspension Samples	7 43	178,320 00
Heart to Heart	25,380	Allegra Oral Suspension Samples	7 43	188,573 40
Heart to Heart	5,520	Allegra Oral Suspension Samples	7 43	41,013 60
Heart to Heart	28,936	Allegra Oral Suspension Samples	7 43	214,994 48
Heart to Heart	17,500	Aralan 500 mg	202 49	3,543,575 00
Heart to Heart	5,991	Benzamycin 23 3	46 6	279,180 60
Heart to Heart	495	Benzamycin 23.3	46 6	23,067 00
Heart to Heart	4,154	Priftin 150 mg 8 ct blister poucher	28.40	117,973 60
MAP	127	Lovenox 60 mg samples	537 58	68,272 66
MAP	789	Lovenox NovaPlus 120 mg	1,075 50	848,569 50
MAP	2,650	Lovenox NovaPlus 300 mg	268 49	711,498 50
MAP	67	Uroxatral 10 mg 30 ct bottle sample	113 15	7,581 05
MAP	86	Uroxatral 10 mg 7 ct blister sample	26.40	2,270 40
MAP	2,500	Rifadin 150 mg 30 ct	74 31	185,775 00
Sanofi-Aventis Patient Assistance Foundation	992	00160000 DDAVP 1MG TABS 100CT 001600 RX_US	344 54	341,783 68
Sanofi-Aventis Patient Assistance Foundation	2,208	00260000 DDAVP 0 2MG TABS 002600 RX_US	496 38	1,096,007 04
Sanofi-Aventis Patient Assistance Foundation	865	04942500 BENZACLIN GEL 25G 049425 RX_US	88 47	76,526 55
Sanofi-Aventis Patient Assistance Foundation	68	05104600 BENZAMYCIN GEL 46 6G 051046 RX_US	173 95	11,828 60
Sanofi-Aventis Patient Assistance Foundation	34,399	15061600 NASACORT AQ 16 5G 150616 RX_US	93 19	3,205,642 81
Sanofi-Aventis Patient Assistance Foundation	2,141	24500100 DDAVP 01% I-N 2 5ML 245001 RX_US	113 24	242,446 84
Sanofi-Aventis Patient Assistance Foundation	357	24515300 DDAVP INJECTION 1X10ML 245153 RX_US	338 07	120,690 99
Sanofi-Aventis Patient Assistance Foundation	2	50002405 NRPRMN10 100TB BT 000701 RX_US	85 63	171 26
Sanofi-Aventis Patient Assistance Foundation	12	50002419 NRPRMN100 100TB BT 002001 RX_US	323 92	3,887 04
Sanofi-Aventis Patient Assistance Foundation	34	50002422 CANTIL25 100TB BT 003701 RX_US	128 50	4,369 00
Sanofi-Aventis Patient Assistance Foundation	113	50002497 HIPREX 100TB BT 027761 RX_US	179 52	20,285 76

<b>Sanofi-Aventis Patient Assistance Foundation</b>				
<b>FEIN: 43-1614543</b>				
<b>12/31/2009</b>				
<b>Attachment to Tax Form 990-PF</b>				
<b>Prescription Drug Donation</b>				
<b>Charity Organization</b>	<b>Donated Qty. (units)</b>	<b>Donated Product Name</b>	<b>Unit Selling Price</b>	<b>Total Sale Value</b>
Sanofi-Aventis Patient Assistance Foundation	20	50002534 RIFAMT 60HG BT 050960 RX_US	194 02	3,880 40
Sanofi-Aventis Patient Assistance Foundation	106	50006101 DIABET2 5 100TB BT 005110 RX_US	54 97	5,826 82
Sanofi-Aventis Patient Assistance Foundation	100	50006104 DIABET5 100TB BT 005210 RX_US	100 81	10,081 00
Sanofi-Aventis Patient Assistance Foundation	76	50006110 LASIX40 100TB BT 006013 RX_US	38 22	2,904 72
Sanofi-Aventis Patient Assistance Foundation	30	50006124 LASIX80 50TB BT 006605 RX_US	30 91	927 30
Sanofi-Aventis Patient Assistance Foundation	1	50006127 LASIX20 100TB BT 006710 RX_US	27 28	27 28
Sanofi-Aventis Patient Assistance Foundation	84	50006131 TRENTL400 100FT BT 007810 RX_US	97 78	8,213 52
Sanofi-Aventis Patient Assistance Foundation	1,375	50006351 AMARYL1 100TB BT 022110 RX_US	50 24	69,080 00
Sanofi-Aventis Patient Assistance Foundation	6,571	50006352 AMARYL2 100TB BT 022210 RX_US	81 43	535,076 53
Sanofi-Aventis Patient Assistance Foundation	20,986	50006354 AMARYL4 100TB BT 022310 RX_US	153 57	3,222,820 02
Sanofi-Aventis Patient Assistance Foundation	4,069	50011362 ANZEMT20 5IJ VL 120632 RX_US	39 00	158,691 00
Sanofi-Aventis Patient Assistance Foundation	17,878	50012682 ALLEGRD60/120 100TB BT 109047 RX_US*	207 39	3,707,718 42
Sanofi-Aventis Patient Assistance Foundation	294	50013147 NLNDRN150 30TB BL 111114 CT RX_US	409 14	120,287 16
Sanofi-Aventis Patient Assistance Foundation	2,185	50015382 ANZEMT100 5FT BT 120305 RX_US	317 67	694,108 95
Sanofi-Aventis Patient Assistance Foundation	969	50016101 ARAVA 10MG 30TB BT 216030 RX_US	561 99	544,568 31
Sanofi-Aventis Patient Assistance Foundation	6,480	50016104 ARAVA 20MG 30TB BT 216130 RX_US	561 99	3,641,695 20
Sanofi-Aventis Patient Assistance Foundation	9,130	50017957 ALLEGR60 100FT BT 110747 RX_US*	136 14	1,242,958 20
Sanofi-Aventis Patient Assistance Foundation	36,155	50017968 ALLEGR180 100FT BT 110947 RX_US	236 16	8,538,364 80
Sanofi-Aventis Patient Assistance Foundation	947,196	50018444 LANTUSIJ 10IJ VL 222033 RX_US	85 97	81,430,440 12
Sanofi-Aventis Patient Assistance Foundation	642	50056543 PENLAC NAIL LCQR 6 6ML BT 800802 RX_US	180 01	115,566 42
Sanofi-Aventis Patient Assistance Foundation	20,248	50066572 LOVENOX PREVENTIS 60MG GRAD SYR10	430 07	8,708,057 36
Sanofi-Aventis Patient Assistance Foundation	37,877	50066573 LOVENOX PREVENTIS 80MG GRAD SYR10	573 43	21,719,808 11
Sanofi-Aventis Patient Assistance Foundation	37,694	50066574 LOVENOX PREVENTIS 100MG GRAD SYR10	716 77	27,017,928 38

<b>Sanofi-Aventis Patient Assistance Foundation</b>				
<b>FEIN: 43-1614543</b>				
<b>12/31/2009</b>				
<b>Attachment to Tax Form 990-PF</b>				
<b>Prescription Drug Donation</b>				
<b>Charity Organization</b>	<b>Donated Qty. (units)</b>	<b>Donated Product Name</b>	<b>Unit Selling Price</b>	<b>Total Sale Value</b>
Sanofi-Aventis Patient Assistance Foundation	16,679	50066575 LOVENOX PREVENTIS 120MG GRAD SYR10	860 41	14,350,778 39
Sanofi-Aventis Patient Assistance Foundation	10,960	50066576 LOVENOX PREVENTIS 150MG GRAD SYR10	1,075 52	11,787,699 20
Sanofi-Aventis Patient Assistance Foundation	139	50067120 KLARON LTN 4OZ 750004 RX_US	116 80	16,235 20
Sanofi-Aventis Patient Assistance Foundation	384	50069735 ALLEGRA-D QD 180/240 MG TABS 100 CT	414 80	159,283 20
Sanofi-Aventis Patient Assistance Foundation	40,053	50069884 APIDRA IJ 1X10ML VL 250033 RX_US	86 03	3,445,759 59
Sanofi-Aventis Patient Assistance Foundation	180	50070395 NORITATE 60G 985060 RX_US	115 00	20,700 00
Sanofi-Aventis Patient Assistance Foundation	100,976	50072244 LANTUS SOLOSTAR DISP PEN 5X3ML	166.05	16,767,064 80
Sanofi-Aventis Patient Assistance Foundation	2,573	50072246 APIDRA ALPHA DISP PEN 5X3ML	166 20	427,632 60
Sanofi-Aventis Patient Assistance Foundation	16,826	50075771 LOVENOX 30MG W/AUTO SD 10SYRG/PKG	214 79	3,614,056 54
Sanofi-Aventis Patient Assistance Foundation	28,435	50075772 LOVENOX 40MG W/AUTO SD 10SYRG/PKG	286 37	8,142,930 95
Sanofi-Aventis Patient Assistance Foundation	3,565	50085952 XYZAL 5MG TB 90CT BT RX_US	233 29	831,678 85
Sanofi-Aventis Patient Assistance Foundation	2,490	50089403 MULTAQ 400MG TB 60CT BT	216 00	537,840.00
Sanofi-Aventis Patient Assistance Foundation	609	50090129 APLENZIN 348MG TB 30CT BT RX_US	183 90	111,995 10
Sanofi-Aventis Patient Assistance Foundation	408	50090130 APLENZIN 522MG TB 30CT BT RX_US	418 50	170,748 00
Sanofi-Aventis Patient Assistance Foundation	199	71503000 CARAC CREAM 0 5% 30GM RX_US	147 54	29,360 46
Sanofi-Aventis Patient Assistance Foundation	4,281	77006000 RILUTEK 50MG 770060 RX_US	884 73	3,787,529 13
Sanofi-Aventis Patient Assistance Foundation	13,179	80012000 TAXOTERE 20MG VIAL 800120 RX_US	387.10	5,101,590 90
Sanofi-Aventis Patient Assistance Foundation	8,027	80018000 TAXOTERE 80MG VIAL 800180 RX_US	1,548 38	12,428,846 26
Sanofi-Aventis Patient Assistance Foundation	46	0000A648 ARALEN PHOSPHATE 500MG TB BTX100 RX_US	161 99	7,451 54
Sanofi-Aventis Patient Assistance Foundation	6	0000D523 DRISDOL ERGOCALCIFEROL ORAL 039102 RX_US	119.30	715 80
Sanofi-Aventis Patient Assistance Foundation	1,942	0000D530 DRISDOL ERGOCALCIFEROL CP 039202 RX_US	88 62	172,100 04
Sanofi-Aventis Patient Assistance Foundation	90	0000E045 ELIGARD 180 DAY 45MG 060545 RX_US	2,466 00	221,940 00
Sanofi-Aventis Patient Assistance Foundation	37	000E130 ELIGARD 30MG (4 MONTH DOSE)	1,644 00	60,828 00

<b>Sanofi-Aventis Patient Assistance Foundation</b>				
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<b>12/31/2009</b>				
<b>Attachment to Tax Form 990-PF</b>				
<b>Prescription Drug Donation</b>				
<b>Charity Organization</b>	<b>Donated Qty. (units)</b>	<b>Donated Product Name</b>	<b>Unit Selling Price</b>	<b>Total Sale Value</b>
Sanofi-Aventis Patient Assistance Foundation	22	000E501 ELITEK (RASBURICASE)1 5MG VIAL	1,507 18	33,157 96
Sanofi-Aventis Patient Assistance Foundation	37	0000E907 ELIGARD 7 5MG LEUPROLIDE 079375 RX_US	411 00	15,207 00
Sanofi-Aventis Patient Assistance Foundation	5,534	0000E910 ELOXATIN AQ SL 50MG/10ML VL 059010 RX_US	981 00	5,428,854 00
Sanofi-Aventis Patient Assistance Foundation	18,578	0000E920 ELOXATIN AQ SL 100MG/20ML VL 059120RX_US	1,961 99	36,449,850 22
Sanofi-Aventis Patient Assistance Foundation	73	0000E922 ELIGARD 22 5MG LEUPROLIDE 022205 RX_US	1,233 00	90,009 00
Sanofi-Aventis Patient Assistance Foundation	91	0000H212 HYALGAN 10MG/ML 2ML VL BX 10 RX_US	121 48	11,054 68
Sanofi-Aventis Patient Assistance Foundation	926	0000H220 HYALGAN 10MG/ML 2ML LUERLOCK SY RX_US	121 48	112,490 48
Sanofi-Aventis Patient Assistance Foundation	189	0000K450 KAYEXALATE PD 1LB JR	302 06	57,089 34
Sanofi-Aventis Patient Assistance Foundation	4	0000M870 MYTELASE 10MG CLT BTX100 RX_US	143 56	574 24
Sanofi-Aventis Patient Assistance Foundation	17	0000P314 PHISOHEX 50Z 3% BT RX_US	22 27	378 59
Sanofi-Aventis Patient Assistance Foundation	11,820	0000P647 PLAQUENIL 200MG TB BTX100 RX_US	221 17	2,614,229 40
Sanofi-Aventis Patient Assistance Foundation	2,402	0000X010 UROXATRAL 10MG TB BTX100 RX_US	328 87	789,945 74
National Institute of Health	150	LOVENOX 100MG W/AUTO SD GRAD 062300RX_US	716 77	107,515 50
National Institute of Health	60	LOVENOX 120MG W/AUTO SD GRAD SYR10	860 41	51,624 60
National Institute of Health	30	LOVENOX 150MG W/AUTO SD GRAD SYR10	1,075 52	32,265 60
National Institute of Health	25	LOVENOX 30MG W/AUTO SD 10SYRG/PKG	214 79	5,369 75
National Institute of Health	65	LOVENOX 40MG W/AUTO SD 10SYRG/PKG	286 37	18,614 05
National Institute of Health	169	LOVENOX 60MG W/AUTO SD GRAD SYR10	430 07	72,681 83
National Institute of Health	270	LOVENOX 80MG W/AUTO SD GRAD SYR10	573 43	154,826 10
National Institute of Health	35	TAXOTERE 20MG VIAL 800120 RX_US	373 90	13,086 50
National Institute of Health	275	TAXOTERE 80MG VIAL 800180 RX_US	1,495 58	411,284 50
National Institute of Health	29	Eloxatin AQU 50mg vial		-
National Institute of Health	150	LOVENOX 100MG W/AUTO SD GRAD 062300RX_US	716 77	107,515 50
National Institute of Health	60	LOVENOX 120MG W/AUTO SD GRAD SYR10	860 41	51,624 60
National Institute of Health	30	LOVENOX 150MG W/AUTO SD GRAD SYR10	1,075 52	32,265 60
National Institute of Health	25	LOVENOX 30MG W/AUTO SD 10SYRG/PKG	214 79	5,369 75
National Institute of Health	65	LOVENOX 40MG W/AUTO SD 10SYRG/PKG	286 37	18,614 05
National Institute of Health	160	LOVENOX 60MG W/AUTO SD GRAD SYR10	430 07	68,811 20
National Institute of Health	270	LOVENOX 80MG W/AUTO SD GRAD SYR10	573 43	154,826 10
National Institute of Health	35	TAXOTERE 20MG VIAL 800120 RX_US	373 90	13,086 50
National Institute of Health	275	TAXOTERE 80MG VIAL 800180 RX_US	1,495 58	411,284 50
<b>Total Donation</b>	<b>1,717,218</b>			<b>321,376,881</b>