



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



Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2011

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

For calendar year 2011 or tax year beginning

AUG 1, 2011

, and ending

JUL 31, 2012

Name of foundation

GYNESES WOMEN'S INTERNATIONAL FOUNDATION  
C/O WILMINGTON TRUST COMPANY # 58300-000

A Employer identification number

51-0412529

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

Room/suite

1100 NORTH MARKET ST. DE3-C070

City or town, state, and ZIP code

WILMINGTON, DE 19890-0001

C If exemption application is pending, check here ► 

G Check all that apply:

Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ► 

I Fair market value of all assets at end of year

J Accounting method:

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

 Cash  Accrual

► \$ 2,809,552. (Part I, column (d) must be on cash basis.)

 Other (specify) \_\_\_\_\_F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

## Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	1,094,540.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	91.	91.		STATEMENT 1
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	561,214.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	35,927.	35,927.		STATEMENT 2
12	Total. Add lines 1 through 11	834,439.	36,018.		
13	Compensation of officers, directors, trustees, etc	171,949.	85,974.		85,975.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 3	1,501.	1,501.	0.
b	Accounting fees	STMT 4	338.	338.	0.
c	Other professional fees	STMT 5	5,099.	5,099.	0.
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications	120.	120.		0.
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	179,007.	93,032.		85,975.
25	Contributions, gifts, grants paid	832,413.			832,413.
26	Total expenses and disbursements. Add lines 24 and 25	1,011,420.	93,032.		918,388.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)	<176,981. >			
c	Adjusted net income (if negative, enter -0-)		0.		N/A

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

Form 990-PF(2011)

**51-0412529**

Page 2

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		3,073.	414,186.
	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			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 7	3,240,059.	2,369,066.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►	STATEMENT 8 )	0.	282,899.
	16	Total assets (to be completed by all filers)		3,243,132.	3,066,151.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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.
<b>Liabilities</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		3,243,132.	3,066,151.
	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		3,243,132.	3,066,151.
<b>Net Assets or Fund Balances</b>	31	Total liabilities and net assets/fund balances		3,243,132.	3,066,151.

**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	3,243,132.
2	Enter amount from Part I, line 27a	2	<176,981.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	3,066,151.
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	3,066,151.

123511  
12-02-11

Form 990-PF (2011)

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

Form 990-PF (2011)

51-0412529

Page 3

**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 ARTWORK BY YAYOI KUSAMA: POLLEN 1984</b>		P	<b>11/17/06</b>	<b>01/09/12</b>
<b>b ARTWORK BY LOUISE NEVELSON: DAWN'S LANDSCAPE</b>		P	<b>05/12/06</b>	<b>12/19/11</b>
<b>c ARTWORK BY VIERA DA SILVA: COMPOSITION AUX</b>				
<b>d DAMIERS BLEUS</b>		P	<b>04/26/06</b>	<b>01/30/12</b>
<b>e ARTWORK BY YAYOI KUSAMA: NETS 9, 1997</b>		P	<b>11/17/06</b>	<b>12/20/11</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 38,343.</b>		<b>30,000.</b>		<b>8,343.</b>
<b>b 118,399.</b>		<b>180,000.</b>		<b>&lt;61,601. &gt;</b>
<b>c</b>				
<b>d 331,223.</b>		<b>575,333.</b>		<b>&lt;244,110. &gt;</b>
<b>e 73,249.</b>		<b>72,000.</b>		<b>1,249.</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))	
(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		
<b>a</b>				<b>8,343.</b>
<b>b</b>				<b>&lt;61,601. &gt;</b>
<b>c</b>				
<b>d</b>				<b>&lt;244,110. &gt;</b>
<b>e</b>				<b>1,249.</b>
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<b>&lt;296,119. &gt;</b>
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	<b>N/A</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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	<b>387,975.</b>	<b>2,811,657.</b>	<b>.137988</b>
2009	<b>1,155,133.</b>	<b>2,991,610.</b>	<b>.386124</b>
2008	<b>1,224,756.</b>	<b>5,570,025.</b>	<b>.219883</b>
2007	<b>782,770.</b>	<b>6,739,647.</b>	<b>.116144</b>
2006	<b>1,020,780.</b>	<b>7,592,409.</b>	<b>.134447</b>
2 Total of line 1, column (d)			<b>.994586</b>
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			<b>.198917</b>
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>2,432,899.</b>
5 Multiply line 4 by line 3			<b>483,945.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)			<b>0.</b>
7 Add lines 5 and 6			<b>483,945.</b>
8 Enter qualifying distributions from Part XII, line 4			<b>918,388.</b>

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.

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

Form 990-PF (2011)

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.</p> <p>Date of ruling or determination letter: _____ (attach copy of 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 2b</p> <p>c All other domestic foundations enter 2% of line 2b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p> <p>2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>3 Add lines 1 and 2</p> <p>4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-</p> <p>6 Credits/Payments:</p> <p>a 2011 estimated tax payments and 2010 overpayment credited to 2011</p> <p>b Exempt foreign organizations - tax withheld at source</p> <p>c Tax paid with application for extension of time to file (Form 8868)</p> <p>d Backup withholding erroneously withheld</p> <p>7 Total credits and payments. Add lines 6a through 6d</p> <p>8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached</p> <p>9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b></p> <p>10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b></p> <p>11 Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> ► <b>4,740.</b> Refunded ► <b>0.</b></p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1</td> <td style="width: 90%;">0.</td> </tr> <tr> <td>2</td> <td>0.</td> </tr> <tr> <td>3</td> <td>0.</td> </tr> <tr> <td>4</td> <td>0.</td> </tr> <tr> <td>5</td> <td>0.</td> </tr> <tr> <td>6a</td> <td>4,740.</td> </tr> <tr> <td>6b</td> <td></td> </tr> <tr> <td>6c</td> <td></td> </tr> <tr> <td>6d</td> <td></td> </tr> <tr> <td>7</td> <td>4,740.</td> </tr> <tr> <td>8</td> <td></td> </tr> <tr> <td>9</td> <td></td> </tr> <tr> <td>10</td> <td>4,740.</td> </tr> <tr> <td>11</td> <td>0.</td> </tr> </table>	1	0.	2	0.	3	0.	4	0.	5	0.	6a	4,740.	6b		6c		6d		7	4,740.	8		9		10	4,740.	11	0.
1	0.																												
2	0.																												
3	0.																												
4	0.																												
5	0.																												
6a	4,740.																												
6b																													
6c																													
6d																													
7	4,740.																												
8																													
9																													
10	4,740.																												
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)?  <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></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. ► \$ <b>0.</b> (2) On foundation managers. ► \$ <b>0.</b></p> <p>e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <b>0.</b></p> <p>2 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></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? <i>If "Yes," attach a conformed copy of the changes.</i></p> <p>4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  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?  <i>If "Yes," attach the statement required by General Instruction T.</i></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?  <i>If "Yes," complete Part II, col. (c), and Part XV.</i></p> <p>8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <b>DE</b></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 <i>General Instruction G?</i> 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 2011 or the taxable year beginning in 2011 (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 style="width: 10%;">Yes</th> <th style="width: 90%;">No</th> </tr> </thead> <tbody> <tr> <td>1a</td> <td>X</td> </tr> <tr> <td>1b</td> <td>X</td> </tr> <tr> <td>1c</td> <td>X</td> </tr> <tr> <td>2</td> <td>X</td> </tr> <tr> <td>3</td> <td>X</td> </tr> <tr> <td>4a</td> <td>X</td> </tr> <tr> <td>4b</td> <td></td> </tr> <tr> <td>5</td> <td>X</td> </tr> <tr> <td>6</td> <td>X</td> </tr> <tr> <td>7</td> <td>X</td> </tr> <tr> <td>8b</td> <td>X</td> </tr> <tr> <td>9</td> <td>X</td> </tr> <tr> <td>10</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 (2011)

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

Form 990-PF (2011)

**51-0412529**

Page 5

**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	<input checked="" type="checkbox"/>
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>NO WEB SITE</b>	13	<input checked="" type="checkbox"/>
14 The books are in care of ► <b>WILM TR - B LEATHERBURY</b> Located at ► <b>WILM TRUST 1100 N MKT ST, WILMINGTON, DE</b> Telephone no. ► <b>(302) 651-8968</b> ZIP+4 ► <b>19890-0001</b>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	<input type="checkbox"/> <b>N/A</b>
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</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.

1a During the year did the foundation (either directly or indirectly):	<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
(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"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
(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"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	<input checked="" type="checkbox"/>
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	<input checked="" type="checkbox"/>
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4a	<input checked="" type="checkbox"/>
	4b	<input checked="" type="checkbox"/>

Form 990-PF (2011)

123541  
12-02-11

17300424 758259 058300-000

5  
2011.05070 GYNESIS WOMEN'S INTERNATIONAL 058300-1

**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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

Organizations relying on a current notice regarding disaster assistance check here

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**

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?

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

b. If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

**Information About Officers, Directors, Trustees, Foundation Managers, Highly**

## Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

**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
<b>SEE STATEMENT 9</b>		<b>171,949.</b>	<b>0.</b>	<b>0.</b>

**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**

Form 990-PF (2011)

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

Form 990-PF (2011)

**51-0412529**

Page 7

**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
<b>NONE</b>		

**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	<b>N/A</b>	
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	<b>N/A</b>	
2		
3		
<b>Total. Add lines 1 through 3</b>		<b>0.</b>

Form 990-PF (2011)

123561  
12-02-11

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

Form 990-PF (2011)

**51-0412529** Page 8

**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	<b>401,951.</b>
b	Average of monthly cash balances	1b	<b>239,078.</b>
c	Fair market value of all other assets	1c	<b>1,828,919.</b>
d	<b>Total</b> (add lines 1a, b, and c)	1d	<b>2,469,948.</b>
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	<b>0.</b>
2	Acquisition indebtedness applicable to line 1 assets	2	<b>0.</b>
3	Subtract line 2 from line 1d	3	<b>2,469,948.</b>
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	<b>37,049.</b>
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	<b>2,432,899.</b>
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	<b>121,645.</b>

**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	<b>121,645.</b>
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	<b>0.</b>
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	<b>121,645.</b>
4	Recoveries of amounts treated as qualifying distributions	4	<b>0.</b>
5	Add lines 3 and 4	5	<b>121,645.</b>
6	Deduction from distributable amount (see instructions)	6	<b>0.</b>
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	<b>121,645.</b>

**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	<b>918,388.</b>
b	Program-related investments - total from Part IX-B	1b	<b>0.</b>
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	<b>918,388.</b>
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	<b>0.</b>
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	<b>918,388.</b>

**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 (2011)

123571  
12-02-11

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				121,645.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	550,528.			
b From 2007	457,164.			
c From 2008	946,255.			
d From 2009	1,005,552.			
e From 2010	247,392.			
f Total of lines 3a through e		3,206,891.		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 918,388.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				121,645.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2006 not applied on line 5 or line 7				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		550,528.		
10 Analysis of line 9:		3,453,106.		
a Excess from 2007	457,164.			
b Excess from 2008	946,255.			
c Excess from 2009	1,005,552.			
d Excess from 2010	247,392.			
e Excess from 2011	796,743.			



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

Form 990-PF (2011)

**51-0412529** Page 11

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
<b>a Paid during the year</b>				
CREANDI 2 T RUE DE VERNEUIL PARIS FRANCE, PARIS, FRANCE	NO REL'SHIP	CHARITY ORGAN'N SEE STATEMENT		26,459.
EDITIONS PER DES FEMMES DICTIONARY OF WOMEN CREATORS 5 RUE DE MEZIERES PARIS FRANCE, PARIS, FRANCE	NO REL'SHIP	CHARITY ORGAN'N SEE STATEMENT		514,702.
INSTITUT D'ENSEIGNEMENT ER DE RECHERCHE SCIENCES FEMMES 2 T RUE DE VERNEUIL PARIS FRANCE, PARIS, FRANCE	NO REL'SHIP	CHARITY ORGAN'N SEE STATEMENT		291,252.
<b>Total</b>				<b>► 3a</b> 832,413.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>► 3b</b> 0.

123611 12-02-11

\*\* SEE PURPOSE OF GRANT CONTINUATIONS

11

17300424 758259 058300-000

2011.05070 GYNESIS WOMEN'S INTERNATION 058300-1

Form 990-PF (2011)

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

Enter gross amounts unless otherwise indicated.

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

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

Fax émis par : 04 94 82 29 79

## GYNESIS WOMEN'S INTERNATIONAL FOUNDATION

Form 990-PF (2011) C/O WILMINGTON TRUST COMPANY # 58300-000 S1-0412529 Page 13

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a Transfers from the reporting foundation to a noncharitable exempt organization of:**

(1) Cash

(2) Other assets

**b Other transactions.**

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a non-**

(3) Rental of facilities, equipment, etc.

#### (4) Reimbursement arrangements .....

(5) Performances of services as memberships or funding-collaborations

e. Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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 employed.

or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

a. 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

<p>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. The return of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.</p> <p><b>J. Angu</b></p> <p>Signature of officer or trustee</p>		<p><b>A. FOUCHE</b> PRESIDENT</p> <p>Date</p> <p>Title</p>		<p>May the IRS discuss this return with the preparer shown below (see later.)</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>aid reparer use Only</p>	<p>Print/Type preparer's name</p> <p><b>ELIZABETH M. CERRO</b></p>		<p>Preparer's signature</p> <p><b>ELIZABETH M. CERR</b></p>	<p>Date</p> <p><b>04/24/13</b></p>	<p>Check <input type="checkbox"/> if self-employed</p>
	<p>Firm's name ► <b>WILMINGTON TRUST COMPANY</b></p>			<p>Firm's EIN ► <b>51-0055023</b></p>	
	<p>Firm's address ► <b>1100 NORTH MARKET STREET, DE3-C070 WILMINGTON, DE 19890-0001</b></p>			<p>Phone no. <b>(302) 651-8457</b></p>	

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2011****Name of the organization****GYNESIS WOMEN'S INTERNATIONAL FOUNDATION  
C/O WILMINGTON TRUST COMPANY # 58300-000****Employer identification number****51-0412529****Organization type (check one):****Filers of:**

Form 990 or 990-EZ

**Section:**

501(c)( ) (enter number) organization

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

527 political organization

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Form 990-PF

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 33 1/3% 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, total 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 total 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 Part I, 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

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

Employer identification number

51-0412529

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SCALER FOUNDATION 74-6036684  800 GESSNER ROAD, SUITE 1260  HOUSTON, TX 77024-4273	\$ 1,094,540.	Person <input checked="" 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.)
		\$ _____	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.)

Name of organization

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

Employer identification number

51-0412529

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

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

Employer identification number

51-0412529

**Part III** *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$*  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<b>(e) Transfer of gift</b>		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<b>(e) Transfer of gift</b>		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<b>(e) Transfer of gift</b>		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<b>(e) Transfer of gift</b>		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WILMINGTON PRIME MONEY MARKET INTEREST	91.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	91.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP CASH RECVD (NO BASIS REMAINING)	29,323.	29,323.	
FOREIGN CURRENCY EXCHANGE LOSS	6,604.	6,604.	
TOTAL TO FORM 990-PF, PART I, LINE 11	35,927.	35,927.	

FORM 990-PF	LEGAL FEES	STATEMENT	3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES, WITHERS BERGMAN	1,501.	1,501.		0.
TO FM 990-PF, PG 1, LN 16A	1,501.	1,501.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REP FEE, CORPORATION SVCS. COMPANY	338.	338.		0.
TO FORM 990-PF, PG 1, LN 16B	338.	338.		0.

## GYNESIS WOMEN'S INTERNATIONAL FOUNDATION

51-0412529

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES, WIL TR	5,099.	5,099.		0.
TO FORM 990-PF, PG 1, LN 16C	5,099.	5,099.		0.

FOOTNOTES

STATEMENT 6

GYNESIS WOMEN'S INTERNATIONAL FOUNDATION FORM 990PF  
FISCAL YEAR ENDED JULY 31, 2011 PAGE ONE LINE 13 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 AVAL 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 DISTRIBUTIN UNDER 4942 AND NOT AS TAXABLE UNDER 4945 UNDER THESE CIRCUMSTANCES.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ARTWORK PURCHASED 7/14/2005	COST	318,555.	318,555.
ARTWORK PURCHASED F Y E JULY 2007	COST	530,905.	530,905.
ARTWORK PURCHASED MAY/JUNE 2006	COST	1,519,606.	979,459.
EURO CURRENCY ON HAND (TRANSLATED TO US DOLLARS)	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,369,066.	1,828,919.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
-------------	--------------	-----------	---

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EUROSPOT ASSET SPT99EUR	0.	282,899.	282,899.
TO FORM 990-PF, PART II, LINE 15	0.	282,899.	282,899.

<b>Form 990-pf, page two, part II, balance Sheet supporting detail</b>			
<b>Accounts: 058300-000,058300-001 Gynesis International Foundation</b>			
<b>As of Date 07/31/2012</b>			
	<b>Description</b>	<b>Quantity</b>	<b>Market Value</b>
	WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT	414,186.4500	414,186.45
	<b>TOTAL □Cash &amp; Currency</b>	<b>414,186.4500</b>	<b>414,186.45</b>
	ALTA BIOPHARMA PARTNERS II L P	32,491.00	0.00
	SOFINNOVA VENTURES V, L P	140,842.00	0.00
	THE INTERNATIONAL VENTURE CAPITAL GROUP OF AMERICA IV, L P	110,215.00	0.00
	Subtotal Partnerships	283,548.00	
	Euro Spot Asset SPT99EUR	230,000.0000	282,899.00
	<b>TOTAL □Other Assets</b>	<b>566,447.00</b>	<b>282,899.00</b>
	<b>TOTAL □Principal Portfolio -</b>	<b>414,186.4500</b>	<b>1,263,532.45</b>
	<b>TOTAL □058300-000</b>	<b>414,186.4500</b>	<b>\$1,263,532</b>
	Artwork purchased 2005		
	<b>ARTWORK INVESTMENTS (all purchased in prior years)</b>	<b>\$1,828,919</b>	<b>\$2,369,066</b>
	<b>TOTAL ASSETS, ALL TYPES AND LOCATIONS</b>	<b>\$3,092,451</b>	<b>\$3,066,151</b>

## Part XV Supplementary Information

**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

**NAME OF RECIPIENT - CREANDI**

SCIENTIFIC, ECONOMIC, CULTURAL, SOCIAL AND ARTISTIC ACTIVITIES. ALSO FUNDING THE FIGHT AGAINST ALL FORMS OF DISCRIMINATION AND VIOLENCE AGAINST WOMEN, AND TO DEVELOP HUMANITARIAN ACTION FOR THEM AND THEIR CHILDREN.

FORM 990-PF

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

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANTOINETTE FOUCHE 4, RUE DE VERNEUIL PARIS FRANCE	PRESIDENT, DIRECTOR 1.00	171,949.	0.	0.
MICHELE IDELS 6, RUE EMILE DUCLAUX PARIS FRANCE	DIRECTOR, MEMBER 1.00	0.	0.	0.
FLORENCE PRUDHOMME 2, RUE DEUTSCH DE LA MEURTHE PARIS FRANCE	MEMBER 1.00	0.	0.	0.
SYLVINIA BOISSONNAS VIA CORRIDONI, 15 MILAN ITALY	DIRECTOR, MEMBER 1.00	0.	0.	0.
ELISABETH NICOLI 42, RUE PIXERE COURT PARIS FRANCE	MEMBER, DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		171,949.	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 III Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).**

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>GYNESSIS WOMEN'S INTERNATIONAL FOUNDATION C/O WILMINGTON TRUST COMPANY # 58300-000</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>51-0412529</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1100 NORTH MARKET ST. DE3-C070</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>WILMINGTON, DE 19890-0001</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

WILM TR - P HYDE DE3-C070

- The books are in the care of ▶ **WILM TRUST 1100 N MKT ST - WILMINGTON, DE 19890-0001**  
Telephone No. ▶ **(302) 651-1772** 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, 2013**

5 For calendar year **AUG 1, 2011**, and ending **JUL 31, 2012**

6 If the tax year entered in line 5 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 **SEE STATEMENT 10 PRINTED BELOW**

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	\$ <b>4,740.</b>
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	\$ <b>4,740.</b>
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ <b>0.</b>

**Signature and Verification must be completed for Part II only.**

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 ▶ **Peter M. Hyde CPA** Title ▶ **P HYDE CPA**

Date ▶ **January 22, 2013**

Form 8868 (Rev. 1-2012)

FORM 8688

EXPLANATION FOR EXTENSION

**EXPLANATION**

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN!

123842  
01-06-12