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ON EXTENSION UNTIL JUNE 15TH, 2015

## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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OMB No 1545-0052

2013

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2013 or tax year beginning AUG 1, 2013, and ending JUL 31, 2014

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

Number and street (or P O box number if mail is not delivered to street address)  
**1100 NORTH MARKET ST. DE3-C070**

City or town, state or province, country, and ZIP or foreign postal code  
**WILMINGTON, DE 19890**

A Employer identification number  
**51-0412529**

B Telephone number  
**(302) 651-8576**

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
**\$ 1,996,402.** (Part I, column (d) must be on cash basis)

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

| Part I Analysis of Revenue and Expenses<br>(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                                     | 482,445.                           |                           | 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                               |                                    |                           |                         |   |
| 4  | Dividends and interest from securities   | 4.                                 | 4.                        |                         | STATEMENT 1   |
| 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)                                   |                                    | 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   | 13,389.                            | 13,389.                   |                         | STATEMENT 2   |
| 12   | Total. Add lines 1 through 11  | 495,838.                           | 13,393.                   |                         |   |
| 13   | Compensation of officers, directors, trustees, etc                               | 104,554.                           | 48,299.                   |                         | 48,300.   |
| 14   | Other employee salaries and wages  |                                    |                           |                         |   |
| 15   | Pension plans, employee benefits   |                                    |                           |                         |   |
| 16a  | Legal fees   |                                    |                           |                         |   |
| b  | Accounting fees STMT 3   | 4,000.                             | 4,000.                    |                         | 0.  |
| c  | Other professional fees STMT 4   | 5,000.                             | 5,000.                    |                         | 0.  |
| 17   | Interest   |                                    |                           |                         |   |
| 18   | Taxes  |                                    |                           |                         |   |
| 19   | Depreciation and depletion   |                                    |                           |                         |   |
| 20   | Occupancy  |                                    |                           |                         |   |
| 21   | Travel, conferences, and meetings  |                                    |                           |                         |   |
| 22   | Printing and publications  |                                    |                           |                         |   |
| 23   | Other expenses   |                                    |                           |                         |   |
| 24   | Total operating and administrative expenses. Add lines 13 through 23             | 113,554.                           | 57,299.                   |                         | 48,300.   |
| 25   | Contributions, gifts, grants paid  | 376,207.                           |                           |                         | 376,207.  |
| 26   | Total expenses and disbursements. Add lines 24 and 25                            | 489,761.                           | 57,299.                   |                         | 424,507.  |
| 27   | Subtract line 26 from line 12:   |                                    |                           |                         |   |
| a  | Excess of revenue over expenses and disbursements                                | 6,077.                             |                           |                         |   |
| b  | Net investment income (if negative, enter -0-)                                   |                                    | 0.                        |                         |   |
| c  | Adjusted net income (if negative, enter -0-)                                     |                                    |                           | N/A                     |   |

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| Part II Balance Sheets      |   | Attached schedules and amounts in the description column should be for end-of-year amounts only |            | Beginning of year | End of year    |                       |
|-----------------------------|---|---|------------|-------------------|----------------|-----------------------|
|                             |   |   |            | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1   | Cash - non-interest-bearing   |            |                   |                |                       |
|                             | 2   | Savings and temporary cash investments  |            | 24,434.           | 42,394.        | 42,394.               |
|                             | 3   | Accounts receivable <input type="checkbox"/>  |            |                   |                |                       |
|                             |   | Less: allowance for doubtful accounts <input type="checkbox"/>                                  |            |                   |                |                       |
|                             | 4   | Pledges receivable <input type="checkbox"/>   |            |                   |                |                       |
|                             |   | Less: allowance for doubtful accounts <input type="checkbox"/>                                  |            |                   |                |                       |
|                             | 5   | Grants receivable   |            |                   |                |                       |
|                             | 6   | Receivables due from officers, directors, trustees, and other disqualified persons              |            |                   |                |                       |
|                             | 7   | Other notes and loans receivable <input type="checkbox"/>                                       |            |                   |                |                       |
|                             |   | Less: allowance for doubtful accounts <input type="checkbox"/>                                  |            |                   |                |                       |
|                             | 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 <input type="checkbox"/>                     |            |                   |                |                       |
|                             | Less accumulated depreciation <input type="checkbox"/>  |   |            |                   |                |                       |
| 12                          | Investments - mortgage loans  |   |            |                   |                |                       |
| 13                          | Investments - other <b>STMT 6</b>   |   | 2,664,190. | 2,664,190.        | 1,828,919.     |                       |
| 14                          | Land, buildings, and equipment: basis <input type="checkbox"/>  |   |            |                   |                |                       |
|                             | Less accumulated depreciation <input type="checkbox"/>  |   |            |                   |                |                       |
| 15                          | Other assets (describe <input type="checkbox"/> <b>STATEMENT 7</b> )  |   | 19,831.    | 659.              | 125,089.       |                       |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)                        |   | 2,708,455. | 2,707,243.        | 1,996,402.     |                       |
| Liabilities                 | 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 <input type="checkbox"/> )  |            |                   |                |                       |
|                             | 23  | <b>Total liabilities</b> (add lines 17 through 22)  |            | 0.                | 0.             |                       |
| Net Assets or Fund Balances | 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  |            | 2,708,455.        | 2,707,243.     |                       |
|                             | 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  | <b>Total net assets or fund balances</b>  |            | 2,708,455.        | 2,707,243.     |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b>   |   | 2,708,455. | 2,707,243.        |                |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 2,708,455. |
| 2 | Enter amount from Part I, line 27a  | 2 | 6,077.     |
| 3 | Other increases not included in line 2 (itemize) <input type="checkbox"/>   | 3 | 0.         |
| 4 | Add lines 1, 2, and 3   | 4 | 2,714,532. |
| 5 | Decreases not included in line 2 (itemize) <input type="checkbox"/> <b>UNREALIZED LOSS IN FOREIGN CURRENCY</b>  | 5 | 7,289.     |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30   | 6 | 2,707,243. |

**GYNESIS WOMEN'S INTERNATIONAL FOUNDATION**

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**C/O WILMINGTON TRUST COMPANY # 58300-000**

**51-0412529**

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**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| <b>1a</b>  |  |                                      |                                  |
| <b>b</b> <b>NONE</b>   |  |                                      |                                  |
| <b>c</b>   |  |                                      |                                  |
| <b>d</b>   |  |                                      |                                  |
| <b>e</b>   |  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| <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) <span style="float:right;">{ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 }</span>          | <b>2</b> |  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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 the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2012   | 1,094,050.                               | 4,161,284.                                   | .262912   |
| 2011   | 918,388.                                 | 2,434,515.                                   | .377237   |
| 2010   | 387,975.                                 | 2,811,657.                                   | .137988   |
| 2009   | 1,155,133.                               | 2,991,610.                                   | .386124   |
| 2008   | 1,224,756.                               | 5,570,025.                                   | .219883   |

  

|   |          |            |
|---|----------|------------|
| <b>2</b> Total of line 1, column (d)  | <b>2</b> | 1.384144   |
| <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> | .276829    |
| <b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5   | <b>4</b> | 2,079,294. |
| <b>5</b> Multiply line 4 by line 3  | <b>5</b> | 575,609.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)   | <b>6</b> | 0.         |
| <b>7</b> Add lines 5 and 6  | <b>7</b> | 575,609.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4   | <b>8</b> | 424,507.   |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

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

|    |  |    |        |
|----|--|----|--------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | 1  | 0.     |
| 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  |    |        |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)  | 2  | 0.     |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  | 3  | 0.     |
| 3  | Add lines 1 and 2  | 4  | 0.     |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  | 5  | 0.     |
| 5  | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-  |    |        |
| 6  | Credits/Payments:  |    |        |
| a  | 2013 estimated tax payments and 2012 overpayment credited to 2013  | 6a | 2,880. |
| b  | Exempt foreign organizations - tax withheld at source  | 6b |        |
| c  | Tax paid with application for extension of time to file (Form 8868)  | 6c |        |
| d  | Backup withholding erroneously withheld  | 6d |        |
| 7  | Total credits and payments. Add lines 6a through 6d  | 7  | 2,880. |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached  | 8  |        |
| 9  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  |        |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  | 10 | 2,880. |
| 11 | Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 2,880. Refunded <input type="checkbox"/> 0.   | 11 | 0.     |

**Part VII-A Statements Regarding Activities**

|   | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?   |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| 1c Did the foundation file Form 1120-POL for this year?   |     | X  |
| 2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.  |     |    |
| 3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.  |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities  | 2   | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes  | 3   | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  | 4a  | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?  | 4b  |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.   | 5   | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?          | 6   | X  |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV   | 7   | X  |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE   |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation   | 8b  | X  |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV  | 9   | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses   | 10  | X  |

N/A

Form 990-PF (2013)

**GYNESIS WOMEN'S INTERNATIONAL FOUNDATION**

Form 990-PF (2013)

**C/O WILMINGTON TRUST COMPANY # 58300-000**

**51-0412529**

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**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         | <b>X</b> |
| 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         | <b>X</b> |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <b>▷ NO WEB SITE</b>  | 13         | <b>X</b> |
| 14 The books are in care of <b>▷ WILM TR - T. RUSSELL</b> Telephone no. <b>▷ (302) 651-8576</b><br>Located at <b>▷ 1100 N MARKET ST DE3-C080, WILMINGTON, DE</b> ZIP+4 <b>▷ 19890</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 <b>▷ 15</b>  | <b>N/A</b> |          |
| 16 At any time during calendar year 2013, 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>▷</b> | 16         | <b>X</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):<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |  |          |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here <b>▷</b>   | 1b |  | <b>X</b> |
| 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 2013?   | 1c |  | <b>X</b> |
| 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years <b>▷</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.) <b>N/A</b>  | 2b |  |          |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br><b>▷</b>  |    |  |          |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |    |  |          |
| b If "Yes," did it have excess business holdings in 2013 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 2013.) <b>N/A</b>  | 3b |  |          |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  | 4a |  | <b>X</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 2013?   | 4b |  | <b>X</b> |

Form **990-PF** (2013)

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

6b

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 8      |   | 104,554.                                  | 0.  | 0.                                    |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE  |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

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

0

Form 990-PF (2013)

**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

**(c) Compensation**



**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 | 215,410.   |
| b | Average of monthly cash balances  | 1b | 66,629.    |
| c | Fair market value of all other assets   | 1c | 1,828,919. |
| d | <b>Total</b> (add lines 1a, b, and c)   | 1d | 2,110,958. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.         |
| 2 | Acquisition indebtedness applicable to line 1 assets  | 2  | 0.         |
| 3 | Subtract line 2 from line 1d  | 3  | 2,110,958. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 31,664.    |
| 5 | <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4  | 5  | 2,079,294. |
| 6 | <b>Minimum investment return</b> Enter 5% of line 5   | 6  | 103,965.   |

**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  | 103,965. |
| 2a | Tax on investment income for 2013 from Part VI, line 5  | 2a |          |
| b  | Income tax for 2013. (This does not include the tax from Part VI.)  | 2b |          |
| c  | Add lines 2a and 2b   | 2c | 0.       |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 103,965. |
| 4  | Recoveries of amounts treated as qualifying distributions   | 4  | 0.       |
| 5  | Add lines 3 and 4   | 5  | 103,965. |
| 6  | Deduction from distributable amount (see instructions)  | 6  | 0.       |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 103,965. |

**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 | 424,507. |
| b | Program-related investments - total from Part IX-B  | 1b | 0.       |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |          |
| 3 | Amounts set aside for specific charitable projects that satisfy the:  |    |          |
| a | Suitability test (prior IRS approval required)  | 3a |          |
| b | Cash distribution test (attach the required schedule)   | 3b |          |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 424,507. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 0.       |
| 6 | <b>Adjusted qualifying distributions</b> Subtract line 5 from line 4  | 6  | 424,507. |

**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.

**GYNESIS WOMEN'S INTERNATIONAL FOUNDATION**

Form 990-PF (2013)

**C/O WILMINGTON TRUST COMPANY # 58300-000**

**51-0412529**

Page **9**

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

|   | (a)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013     |
|---|---------------|----------------------------|-------------|-----------------|
| <b>1</b> Distributable amount for 2013 from Part XI, line 7   |               |                            |             | <b>103,965.</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2013  |               |                            |             |                 |
| <b>a</b> Enter amount for 2012 only   |               |                            | 0.          |                 |
| <b>b</b> Total for prior years:   |               | 0.                         |             |                 |
| <b>3</b> Excess distributions carryover, if any, to 2013:   |               |                            |             |                 |
| <b>a</b> From 2008  | 946,255.      |                            |             |                 |
| <b>b</b> From 2009  | 1,005,552.    |                            |             |                 |
| <b>c</b> From 2010  | 247,392.      |                            |             |                 |
| <b>d</b> From 2011  | 796,662.      |                            |             |                 |
| <b>e</b> From 2012  | 885,986.      |                            |             |                 |
| <b>f</b> Total of lines 3a through e  | 3,881,847.    |                            |             |                 |
| <b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▷ \$  | 424,507.      |                            |             |                 |
| <b>a</b> Applied to 2012, but not more than line 2a   |               |                            | 0.          |                 |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |                 |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |                 |
| <b>d</b> Applied to 2013 distributable amount   |               |                            |             | 103,965.        |
| <b>e</b> Remaining amount distributed out of corpus   | 320,542.      |                            |             |                 |
| <b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))   | 0.            |                            |             | 0.              |
| <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  | 4,202,389.    |                            |             |                 |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |                 |
| <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 |               | 0.                         |             |                 |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |                 |
| <b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |                 |
| <b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014  |               |                            |             | 0.              |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)   | 0.            |                            |             |                 |
| <b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7   | 946,255.      |                            |             |                 |
| <b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  | 3,256,134.    |                            |             |                 |
| <b>10</b> Analysis of line 9:   |               |                            |             |                 |
| <b>a</b> Excess from 2009   | 1,005,552.    |                            |             |                 |
| <b>b</b> Excess from 2010   | 247,392.      |                            |             |                 |
| <b>c</b> Excess from 2011   | 796,662.      |                            |             |                 |
| <b>d</b> Excess from 2012   | 885,986.      |                            |             |                 |
| <b>e</b> Excess from 2013   | 320,542.      |                            |             |                 |

|                 |  |
|-----------------|--|
| <b>Part XIV</b> | <b>Private Operating Foundations</b> (see instructions and Part VII-A, question 9) |
|-----------------|--|

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

**b** 85% of line 2a

- c** Qualifying distributions from Part XII,  
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:  
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

[illegible]

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

- c. Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment  |   |                                |   |          |
|---|---|--------------------------------|---|----------|
| Recipient   | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution                      | Amount   |
| Name and address (home or business)   |   |                                |   |          |
| <b>a Paid during the year</b>   |   |                                |   |          |
| CREANDI INSTITUT D'ENSEIGNEMENT ET DE RECHERCHE SCIENCES FEMMES<br>2 T RUE DE VERNEUIL<br>PARIS FRANCE, PARIS, FRANCE 75007 | NO REL'SHIP   | CHARITY ORGANIZATION           | PREPARATION CONFERENCE L'INSTITUTE OCEANIQUE<br>PARIS | 142,622. |
| EDITIONS PER DES FEMMES DICTIONARY OF WOMEN CREATORS<br>33 - 35 RUE DE JACOB<br>PARIS FRANCE, PARIS, FRANCE 75006           | NO REL'SHIP   | CHARITY ORGANIZATION           | HISTORICAL ALBUM OF "EDITIONS DES FEMMES"             | 233,585. |
|   |   |                                |   |          |
|   |   |                                |   |          |
|   |   |                                |   |          |
|   |   |                                |   |          |
| <b>Total</b>  |   |                                | <b>3a</b>   | 376,207. |
| <b>b Approved for future payment</b>  |   |                                |   |          |
| NONE  |   |                                |   |          |
|   |   |                                |   |          |
|   |   |                                |   |          |
|   |   |                                |   |          |
| <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)                                  |
|---|-------------------------|---------------------------|-------------------------------|--------------------------------------|----|--------------------------------------|
|   | (a)<br>Business<br>code | (b)<br>Amount             | (c)<br>Exclu-<br>sion<br>code | (d)<br>Amount                        |    | Related or exempt<br>function income |
| 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<br>investments       |                         |                           |                               |                                      |    |                                      |
| 4 Dividends and interest from securities                      |                         |                           | 14                            | 4.                                   |    |                                      |
| 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<br>property       |                         |                           |                               |                                      |    |                                      |
| 7 Other investment income                                     |                         |                           | 01                            | 13,389.                              |    |                                      |
| 8 Gain or (loss) from sales of assets other<br>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.                        |                               | 13,393.                              |    | 0.                                   |
| 13 Total. Add line 12, columns (b), (d), and (e)              |                         |                           |                               |                                      | 13 | 13,393.                              |

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

## Part XVI-B

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

[illegible]



**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.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

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:

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 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 its Form 990-PF, Part I, line 2, 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) (2013)

## 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)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Total contributions | (d)<br>Type of contribution  |
|------------|--|----------------------------|--|
| 1          | SCALER FOUNDATION 74-6036684<br>800 GESSNER ROAD, SUITE 1260<br>HOUSTON, TX 77024-4273 | \$ 482,445.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions) |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |



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)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|------------------------------|--|--|----------------------|
|                              |  | \$   |                      |
|                              |  | \$   |                      |
|                              |  | \$   |                      |
|                              |  | \$   |                      |
|                              |  | \$   |                      |
|                              |  | \$   |                      |
|                              |  | \$   |                      |
|                              |  | \$   |                      |
|                              |  | \$   |                      |
|                              |  | \$   |                      |
|                              |  | \$   |                      |

Name of organization

Employer identification number

GYNESIS WOMEN'S INTERNATIONAL FOUNDATION

C/O WILMINGTON TRUST COMPANY # 58300-000

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.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift | (d) Description of how gift is held      |
|---------------------------|---|-----------------|--|
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

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| SOURCE                              | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| NONQUAL DIVIDENDS<br>WILM PRIME M M | 4.              | 0.                            | 4.                          | 4.                                |                               |
| TO PART I, LINE 4                   | 4.              | 0.                            | 4.                          | 4.                                |                               |

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FORM 990-PF OTHER INCOME STATEMENT 2

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| DESCRIPTION  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|--|-----------------------------|-----------------------------------|-------------------------------|
| PARTNERSHIP INCOME (CASH RECEIVED)<br>(BASIS EXHAUSTED IN PRIOR YEARS) | 13,389.                     | 13,389.                           |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11                                  | 13,389.                     | 13,389.                           |                               |

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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| DESCRIPTION                           | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|---------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| REP FEE, CORPORATION SVCS.<br>COMPANY | 0.                           | 0.                                |                               | 0.                            |
| TAX SERVICES                          | 4,000.                       | 4,000.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16B          | 4,000.                       | 4,000.                            |                               | 0.                            |

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| FORM 990-PF                           | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 4 |
|---------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                           | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INVESTMENT MANAGEMENT<br>FEES, WIL TR | 5,000.                       | 5,000.                            |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16C          | 5,000.                       | 5,000.                            |                               | 0.                            |   |

FOOTNOTES

STATEMENT 5

GYNESIS WOMEN'S INTERNATIONAL FOUNDATION FORM 990PF  
FISCAL YEAR ENDED JULY 31, 2014 PAGE ONE LINE 25 GRANTS

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

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

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

|             |                   |           |   |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 6 |
|-------------|-------------------|-----------|---|

| DESCRIPTION                            | VALUATION<br>METHOD | BOOK VALUE | FAIR MARKET<br>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                | 1,814,730. | 979,459.             |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                     | 2,664,190. | 1,828,919.           |

|             |              |           |   |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER ASSETS | STATEMENT | 7 |
|-------------|--------------|-----------|---|

| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| ALTA BIOPHARMA PARTNERS II L. P. | 1.                            | 1.                        | 37,310.              |
| EURO CURRENCY                    | 19,828.                       | 656.                      | 669.                 |
| INTERNATIONAL VENTURE CAPITAL    | 1.                            | 1.                        | 58,656.              |
| SOFINNOVA VENTURES V L. P.       | 1.                            | 1.                        | 28,454.              |
| FO FORM 990-PF, PART II, LINE 15 | 19,831.                       | 659.                      | 125,089.             |

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT      8  
 TRUSTEES AND FOUNDATION MANAGERS

| NAME AND ADDRESS  | TITLE AND<br>AVRG HRS/WK    | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|---|-----------------------------|-------------------|------------------------------|--------------------|
| SYLVINA BOISSONNAS<br>VIA CORRIDONI, 15<br>MILAN ITALY, ITALY   | CO-DIRECTOR, MEMBER<br>1.00 | 0.                | 0.                           | 0.                 |
| ELISABETH NICOLI<br>42, RUE PIXERECOURT<br>PARIS FRANCE, FRANCE   | CO-DIRECTOR, MEMBER<br>1.00 | 2,020.            | 0.                           | 0.                 |
| MICHELE IDELS<br>6, RUE EMILE DUCLAUX<br>PARIS FRANCE, FRANCE 75015   | DIRECTOR, MEMBER<br>1.00    | 7,955.            | 0.                           | 0.                 |
| FLORENCE PRUDHOMME<br>2, RUE DEUTSCH DE LA MEURTHE<br>PARIS FRANCE, FRANCE  | MEMBER<br>1.00              | 0.                | 0.                           | 0.                 |
| ANTOINETTE FOUQUE (DECEASED FEB<br>2014)<br>VILLA TERRE SAUVAGE 2536 DE<br>CORNICHE<br>PARIS FRANCE, SAINT RAPHAEL,<br>FRANCE 8 | PRESIDENT<br>1.00           | 94,579.           | 0.                           | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII  |                             | 104,554.          | 0.                           | 0.                 |

**Balance Sheet Supporting Detail for 990PF page two part II**

Accounts: 058300-000,058300-001

Gynesis Women's International Foundation Tax ID # 51 - 0412529

As of Date 07/31/2014

| Description   |  | CUSIP     | Quantity           | Market<br>Value in<br>U S dollars | Price    | Federal<br>Tax Cost<br>in U S dollars |
|---|--|-----------|--------------------|-----------------------------------|----------|---------------------------------------|
| EURO CURRENCY   |  | 1214574   | 500 0000           | 669 00                            | 1 338000 | 656 25                                |
| <b>TOTAL Principal Portfolio - EUR</b>                        |  |           | <b>500.0000</b>    | <b>669.00</b>                     |          | <b>656.25</b>                         |
| ALTA BIOPHARMA PARTNERS II L P                                |  | 99X791IH4 |                    | 37,310 00                         |          | 1 00                                  |
| SOFINNOVA VENTURES V, L P                                     |  | 99X791IG6 |                    | 28,454 00                         |          | 1 00                                  |
| THE INTERNATIONAL VENTURE CAPITAL<br>GROUP OF AMERICA IV, L P |  | 99X791IE1 |                    | 58,656 00                         |          | 1 00                                  |
| WILMINGTON PRIME MONEY MARKET FUND<br>CLASS SELECT            |  | 97181C308 | 42,393 6400        | 42,393 64                         | 1 000000 | 42,393 64                             |
| <b>TOTAL Principal Portfolio - USD</b>                        |  |           | <b>42,393.6400</b> | <b>166,813.64</b>                 |          | <b>42,396.64</b>                      |
| ART WORK ACQUIRED FISCAL YEAR JULY 2005                       |  |           |                    | 318,555.00                        |          | 318,555.00                            |
| ART WORK ACQUIRED FISCAL YEAR JULY 2006                       |  |           |                    | 979,459.00                        |          | 1,814,730.00                          |
| ART WORK ACQUIRED FISCAL YEAR JULY 2007                       |  |           |                    | 530,905.00                        |          | 530,905.00                            |
| <b>TOTAL Artwork Portfolio (NOT in custody of W. T.) USD</b>  |  |           |                    | <b>1,828,919.00</b>               |          | <b>2,664,190.00</b>                   |
| <b>TOTAL 058300-000 all assets and locations</b>              |  |           |                    | <b>\$1,996,402</b>                |          | <b>\$2,707,243</b>                    |

|            |                                    |
|------------|------------------------------------|
| Accounts   | Account Short Title                |
| 058300-000 | CUST/GYNESIS WOMEN'S INTL FND      |
| 058300-001 | AGT/GYNESIS WOMEN'S INTL FOUND-COR |