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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending

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

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

Name of foundation: PASO DEL NORTE HEALTH FOUNDATION

A Employer identification number: 74-1143071

Number and street (or P.O. box number if mail is not delivered to street address): 1100 N STANTON

Room/suite: 510

B Telephone number (see the instructions): (915) 544-7636

City or town: EL PASO

State: TX ZIP code: 79902

C If exemption application is pending, check here ►

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 177,598,518.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	859,960.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	160,491.	160,491.		
	4 Dividends and interest from securities	2,912,489.	2,912,489.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	-16,247,624.			
	b Gross sales price for all assets on line 6a 40,301,913.				
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Line 11 Stmt	2,806,311.	2,471,692.	9,045.	
	12 Total. Add lines 1 through 11	-9,508,373.	5,544,672.	9,045.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	332,838.			345,651.
	14 Other employee salaries and wages	657,205.	27,645.	2,239.	658,682.
	15 Pension plans, employee benefits	259,593.	7,173.	684.	276,850.
	16a Legal fees (attach schedule)	1,933.			2,621.
	b Accounting fees (attach sch)	60,190.			64,127.
	c Other prof fees (attach sch)	719,606.	554,420.	6,122.	178,145.
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	49,722.			
	19 Depreciation (attach sch) and depletion	51,683.			
	20 Occupancy	65,787.			65,906.
	21 Travel, conferences, and meetings	19,461.	1,465.		17,360.
	22 Printing and publications	12,909.			12,375.
	23 Other expenses (attach schedule) See Line 23 Stmt	-6,917,310.	2,463.		101,534.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	-4,686,383.	593,166.	9,045.	1,723,251.
	25 Contributions, gifts, grants paid	2,848,988.			6,361,645.
	26 **Total expenses and disbursements.** Add lines 24 and 25	-1,837,395.	593,166.	9,045.	8,084,896.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-7,670,978.			
	b Net investment income (if negative, enter 0-)		4,951,506.		
	c Adjusted net income (if negative, enter -0-)			0.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	179,051.	488,433.	488,433.
	3 Accounts receivable ► 97,080.			
	Less: allowance for doubtful accounts ► 0.	29,081.	97,080.	97,080.
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	30,296.	33,595.	33,595.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	87,476,127.	111,213,225.	111,213,225.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	44,046,149.	49,732,879.	49,732,879.
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	16,942,285.	15,639,871.	15,639,871.
	14 Land, buildings, and equipment: basis ► 633,366.			
	Less accumulated depreciation (attach schedule) L-14 Stmt ► 468,541.	215,310.	164,825.	164,825.
	15 Other assets (describe ►)	180,000.	180,000.	228,610.
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	149,098,299.	177,549,908.	177,598,518.
LIABILITIES	17 Accounts payable and accrued expenses	518,944.	459,274.	
	18 Grants payable	9,964,077.	6,451,419.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► L-22 Stmt)	8,322,218.	1,000,000.	
	23 **Total liabilities** (add lines 17 through 22)	18,805,239.	7,910,693.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	130,125,251.	169,466,836.	
	25 Temporarily restricted	167,809.	167,809.	
	26 Permanently restricted		4,570.	
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	130,293,060.	169,639,215.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	149,098,299.	177,549,908.	

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	130,293,060.
2	Enter amount from Part I, line 27a	2	-7,670,978.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	47,017,133.
4	Add lines 1, 2, and 3	4	169,639,215.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	169,639,215.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLICLY TRADED SECURITIES	P	Various	Various
b	CAPITAL LOSSES THAT FLOW THROUGH PARTNERSHIPS	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	40,301,913.		46,246,080.	-5,944,167.
b	0.		10,303,457.	-10,303,457.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				-5,944,167.
b				-10,303,457.
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-16,247,624.
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) (see the instructions) If (loss), enter -0- in Part I, line 8	3	

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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	7,028,323.	188,482,043.	0.037289
2007	11,322,316.	217,569,699.	0.052040
2006	10,807,312.	200,281,331.	0.053961
2005	9,129,570.	188,679,861.	0.048387
2004	9,604,527.	180,131,788.	0.053319

2	**Total** of line 1, column (d)	2	0.244996
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048999
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	154,054,582.
5	Multiply line 4 by line 3	5	7,548,520.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	49,515.
7	Add lines 5 and 6	7	7,598,035.
8	Enter qualifying distributions from Part XII, line 4	8	8,086,092.

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 the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b	1	49,515.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	49,515.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	49,515.
6	Credits/Payments:		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009 — 6a: 131,699.		
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	131,699.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	82,184.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ► Refunded ►	11	82,184.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► $ _____ (2) On foundation managers ► $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX - Texas			
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 2009 or the taxable year beginning in 2009 (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

Part VII-A Statements Regarding Activities *Continued*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.pdnhf.org

14 The books are in care of ► MARCELA GARCIA, CFO Telephone no. ► (915) 544-7636

Located at ► 1100 N STANTON STE 510 EL PASO TX ZIP + 4 ► 79902

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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐	☒
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐	☒
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐	☒
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒	☐
	(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)?	☐	☒
	(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.)	☐	☒
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 the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐	☒	
	If 'Yes,' list the years ► 20__, 20__, 20__, 20__.			
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 the instructions.)	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. ► 20__, 20__, 20__, 20__.			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐	☒	
b	If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☒ Yes ☐ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes ☐ No		
	If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If 'Yes' to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MYRNA J. DECKERT 1100 N. STANTON STE 510 EL PASO TX 79902	PRESIDENT/CEO 40.00	215,399.	24,255.	1,200.
MARCELA GARCIA 1100 N. STANTON STE 510 EL PASO TX 79902	CFO 40.00	117,439.	23,727.	0.
BERT MIJARES 1100 N. STANTON EL PASO TX 79902	CHAIRMAN 3.50	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		332,838.	47,982.	1,200.

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

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ENRIQUE MATA 1100 N. STANTON STE 510 EL PASO TX 79902	SENIOR PROGRAM OFFICER 40.00	95,975.	21,312.	600.
MICHAEL KELLY 1100 N. STANTON STE 510 EL PASO TX 79902	SENIOR PROGRAM OFFICER 40.00	95,057.	20,425.	600.
SYLVIA SOTO 1100 N. STANTON STE 510 EL PASO TX 79902	DIRECTOR OF OPERATIONS 40.00	63,342.	12,913.	0.
JON LAW 1100 N. STANTON STE 510 EL PASO TX 79902	PROGRAM OFFICER 40.00	78,396.	16,722.	600.
ANGELA PLAZA 1100 N. STANTON EL PASO TX 79902	DIRECTOR OF ACCOUNTING 40.00	67,771.	15,685.	0.

Total number of other employees paid over $50,000 ▶ 3

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ENNIS KNUPP AND ASSOCIATES 10 SOUTH RIVERSIDE PLAZA, SUITE 1600 CHICAGO IL 60606	CONSULTANT	112,218.
FRANKLIN TEMPLETON ONE FRANKLIN PARKWAY SAN MATEO CA 94403	MONEY MANAGER	95,657.
PIMCO 1345 AVENUE OF THE AMERICAS 49TH FLOOR NEW YORK NY 10105	MONEY MANAGER	83,204.
METROPOLITAN WEST 11766 WILSHIRE BLVD. #1500 LOS ANGELES CA 90025	MONEY MANAGER	81,873.
KEECHA HARRIS AND ASSOCIATES, INC 2334 FOREST LAKES LANE STERRET AL 35147	CONSULTANT	73,158.
Total number of others receiving over $50,000 for professional services ►		5

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 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	None

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	155,905,726.
b	Average of monthly cash balances	1b	218,804.
c	Fair market value of all other assets (see instructions)	1c	276,061.
d	**Total** (add lines 1a, b, and c)	1d	156,400,591.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	156,400,591.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,346,009.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	154,054,582.
6	**Minimum investment return.** Enter 5% of line 5	6	7,702,729.

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	7,702,729.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	49,515.		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	0.		
c	Add lines 2a and 2b			2c	49,515.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	7,653,214.
4	Recoveries of amounts treated as qualifying distributions			4	353,314.
5	Add lines 3 and 4			5	8,006,528.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	8,006,528.

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	8,084,896.
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	1,196.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,086,092.
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 (see instructions)	5	49,515.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,036,577.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				8,006,528.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			413,262.	
b Total for prior years: 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2009:				
a From 2004 0.				
b From 2005 0.				
c From 2006 0.				
d From 2007 0.				
e From 2008 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 8,086,092.				
a Applied to 2008, but not more than line 2a			413,262.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				7,672,830.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				333,698.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005 0.				
b Excess from 2006 0.				
c Excess from 2007 0.				
d Excess from 2008 0.				
e Excess from 2009 0.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

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

Part XV Supplementary Information (Complete this part only if the organization 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT 2				6,361,645.
Total ► **3a**				6,361,645.
b *Approved for future payment*				
SEE ATTACHMENT 3				429,634.
Total ► **3b**				429,634.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	160,491.	
4 Dividends and interest from securities			14	2,912,489.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-16,248,976.	0.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a RETURNED GRANTS					353,314.
b THROUGH PARTNERSHIP INVESTMENTS	523000	-25,998.	14	2,463,764.	
c LIFE INSURANCE			1	2,529.	
d UNCLAIMED PROPERTY REFUND			1	5,008.	
e TEXAS DEPT HEALTH PROGRAM					9,045.
12 Subtotal. Add columns (b), (d), and (e)		-25,998.		-10,704,695.	362,359.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	-10,368,334.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
11A	REPRESENTS PREVIOUSLY EXPENDED GRANTS RETURNED TO THE FOUNDATION
11E	REPRESENTS INCOME FROM A CONTRACT THAT PRODUCED A REPORT ON THE 2007 BEHAVIORAL RISK FACTOR SURVEILLANCE SYSTEM (BRFSS). IT INCLUDED DATA ON MAJOR HEALTH INDICATORS FOR FIVE REGIONS ALONG THE TEXAS-MEXICO BORDER.

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

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

SIGN HERE

► Signature of officer or trustee — Date: 11-10-2010 — ► Title: President / CEO

Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed ► ☐	Preparer's identifying number (See Signature in the instrs)
	Curtis Mayfield	11/8/2010		
	Firm's name (or yours if self employed), address, and ZIP code ► WHITLEY PENN LLP, 5420 LBJ FRWY, STE 1440, DALLAS TX 75240		EIN ►	
			Phone no. ►	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2009

Name of the organization	Employer identification number
PASO DEL NORTE HEALTH FOUNDATION	74-1143071

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)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (**1**) $5,000 or (**2**) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year. ► $ _____

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

Name of organization: PASO DEL NORTE HEALTH FOUNDATION

Employer identification number: 74-1143071

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Stading & Bingham Joint Venture I 5845 Onyx, Ste 400 El Paso TX 79912	$ 237,950.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	Stading & Bingham Joint Venture I 5845 Onyx, Ste 400 El Paso TX 79912	$ 617,440.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization: PASO DEL NORTE HEALTH FOUNDATION

Employer identification number: 74-1143071

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Real Property	$ 237,950.	12/11/09
2	Real Property	$ 617,440.	12/22/09
		$	
		$	
		$	
		$	

PASO DEL NORTE HEALTH FOUNDATION
EIN. 74-1143071
STATEMENT ATTACHED TO SCHEDULE A-2 OF FORM 8865

PANTHEON EUROPE FUND V A, LP
98-0530866

Name	Address	EIN	Check if Foreign Partnership
ALCHEMY PLAN (PE V), LP	TRAFALGAR COURT, LES BANQUES ST PETER PORT, GUERNSEY GY1 3QL	98-0509276	X
CBPE VII CO-INVESTMENT FUND I	10 THROGMORTON AVENUE LONDON EC2N 2DL	N/A	X
INDUSTRI KAPITAL, 2007 LP I	30-32 NEW STREET, 3RD FLOOR ST. HELIER, JERSEY, JE2 3RA	N/A	X

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2009

Name: PASO DEL NORTE HEALTH FOUNDATION

Employer Identification Number: 74-1143071

Asset Information:

Description of Property: PUBLICLY TRADED SECURITEIS
Date Acquired: _____ How Acquired _____
Date Sold: _____ Name of Buyer _____
Sales Price: 40,301,913. Cost or other basis (do not reduce by depreciation) 46,246,080.
Sales Expense: _____ Valuation Method _____
Total Gain (Loss): -5,944,167. Accumulation Depreciation: _____

Description of Property: CAPITAL LOSSES THAT FLOW THROUGH PARTNERSHIPS
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) 10,303,457.
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): -10,303,457. Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer. _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense. _____ Valuation Method. _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired _____
Date Sold. _____ Name of Buyer _____
Sales Price. _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price. _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method. _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired. _____ How Acquired: _____
Date Sold. _____ Name of Buyer: _____
Sales Price _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method. _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired _____
Date Sold: _____ Name of Buyer _____
Sales Price. _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method _____
Total Gain (Loss): _____ Accumulation Depreciation _____

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
UNREALIZED GRANTS	353,314.		
TX DEPT OF HEALTH PROJECT THROUGH PARTNERSHIP	9,045.		9,045.
INVESTMENTS	2,436,415.	2,464,155.	
UNCLAIMED PROPERTY	5,008.	5,008.	
LIFE INSURANCE	2,529.	2,529.	
Total	2,806,311.	2,471,692.	9,045.

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PROVISION FOR EXCISE TAX	49,515.			
INCOME TAXES	79.			
OTHER	128.			
Total	49,722.			

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
MISC/PROJECT OTHER	18,350.	958.		17,108.
INSURANCE	20,650.			20,650.
OFFICE SUPPLIES	2,320.			3,979.
TELEPHONE SERVICES	2,863.	305.		2,688.
MINOR EQUIPMENT	2,030.			3,169.
EQUIPMENT/FACILITIES LEASE	43,583.			46,261.
DUES	6,689.	1,200.		5,524.
PAYROLL/BANK FEES	1,908.			2,155.
MEDIA RELATIONS	26,680.			0.
RELEASE OF GENERAL AND PROF LIAB	-7,042,383.			
Total	-6,917,310.	2,463.		101,534.

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

UNREALIZED APPRECIATION ON INVESTMENTS	47,017,132.
ROUNDING	1.
Total	47,017,133.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person . . [X] Business . . . [ ] CINDY F. LYONS 1100 N. STANTON STE 510 EL PASO TX 79902	VICE CHAIR 3.50	0.	0.	0.
Person . . [X] Business . [ ] DR. EDUARDO SANCHEZ 1100 N. STANTON STE 510 EL PASO TX 79902	DIRECTOR 3.50	0.	0.	0.
Person . . [X] Business . [ ] JACK CARDWELL 1100 N. STANTON STE 510 EL PASO TX 79902	DIRECTOR 3.50	0.	0.	0.
Person . [X] Business . [ ] JACK CHAPMAN 1100 N. STANTON STE 510 EL PASO TX 79902	DIRECTOR 3.50	0.	0.	0.
Person [X] Business [ ] STEVE FOX 1100 N. STANTON STE 510 EL PASO TX 79902	DIRECTOR 3.50	0.	0.	0.
Person . . . [X] Business [ ] GEORGE DRAKE 1100 N. STANTON STE 510 EL PASO TX 79902	DIRECTOR 3.50	0.	0.	0.
Person . . [X] Business . [ ] RENE HURTADO 1100 N. STANTON STE 510 EL PASO TX 79902	DIRECTOR 3.50	0.	0.	0.
Person . . . [X] Business . [ ] ROBERT B. ASH 1100 N. STANTON STE 510 EL PASO TX 79902	DIRECTOR 3.50	0.	0.	0.
Person . . . [X] Business . [ ] SANDRA SANCHEZ ALMANZAN 1100 N. STANTON STE 510 EL PASO TX 79902	DIRECTOR 3.50	0.	0.	0.
Person . [X] Business . . . [ ] DR. SUSANA NAVARRO 1100 N. STANTON STE 510 EL PASO TX 79902	DIRECTOR 3.50	0.	0.	0.
Person . . [ ] Business . . . [ ]				
Person . [ ] Business . . . [ ]				

Form 990-PF, Page 6, Part VIII, Line 1 Continued
Information about Officers, Directors, Trustees, Etc.

(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
Person ☐ Business .. ☐				
		332,838.	47,982.	1,200.
Total		332,838.	47,982.	1,200.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Common Stock	29,361.	29,361.
State Street Global Advisors	55,560,090.	55,560,090.
Canada MSCI CTF	2,250,660.	2,250,660.
Canada MSCI Small Cap Indx	307,308.	307,308.
MSCI EAFE Index SL CTF	21,695,892.	21,695,892.
MSCI EAFE Small Cap Index	2,677,015.	2,677,015.
MSCI Emerging Markets Free SL CTF	6,904,351.	6,904,351.
MSCI Emerging Markets Small Cap Index	949,816.	949,816.
Templeton Institutional Funds	11,899,742.	11,899,742.
Walter Scott	8,938,990.	8,938,990.
Total	111,213,225.	111,213,225.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
Metropolitan West Total Return Bond Fund Class I	21,239,477.	21,239,477.
PIMCO FDS Total Return	20,325,450.	20,325,450.
Allianz Global Investors	8,167,952.	8,167,952.
Total	49,732,879.	49,732,879.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
TIFF Realty & Resources	894,255.	894,255.
TIFF II	184,454.	184,454.
TIFF III	696,894.	696,894.
Pantheon Europe Fund IV, L.P.	861,208.	861,208.
Pantheon Europe Fund V, L.P.	968,740.	968,740.
Pantheon USA Fund VI, L.P.	3,934,198.	3,934,198.
Commonfund Capital Private Equity VII	400,942.	400,942.
Commonfund Capital Venture Part. VIII	147,018.	147,018.
Guggenheim Plus II L.P.	3,717,928.	3,717,928.
Guggenheim Real Estate	500.	500.
RREEF America REIT II, Inc.	3,737,608.	3,737,608.
Interest Receivable	65.	65.
Cash Surrender Value-Life Insurance	96,061.	96,061.
Total	15,639,871.	15,639,871.

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Leasehold Improvements	248,772.		248,772.
Machinery and Equipment	237,420.		237,420.
Furniture and Fixtures	131,332.		131,332.
Software	11,664.		11,664.
Copyright	4,178.		4,178.
Total	633,366.		633,366.

Form 990-PF, Page 2, Part II, Line 22
Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
GENERAL AND PROFESSIONAL LIABILITY	8,042,383.	1,000,000.
EXCISE TAX PAYABLE	279,835.	0.
Total	8,322,218.	1,000,000.

PASO DEL NORTE HEALTH FOUNDATION
DETAIL REALIZED GAINS/LOSSES
FORM 2009 990PF

	PROCEEDS	COST	REALIZED GAIN/LOSS	
CAPITAL GUARDIAN	11,035,886.94	11,847,969.63	(812,082.69)	
STATE STREET GLOBAL	2,047,820.12	2,653,255.11	(605,434.99)	
TIFF II	15,504.00	-	15,504.00	*
STATE STREET CANADA	921,937.64	980,095.69	(58,158.05)	
MSCI EAFE	9,749,804.99	13,354,730.27	(3,604,925.28)	
MSCI EMERGING	2,885,401.53	3,218,563.54	(333,162.01)	
SUBTOTAL PARTNERSHIPS	26,656,355.22	32,054,614.24	(5,398,259.02)	
METROPOLITAN WEST	5,220,000.00	5,876,276.58	(656,276.58)	
PIMCO	5,850,249.90	5,923,758.31	(73,508.41)	
GUGGENHEIM		3,476 20	(3,476.20)	
RREEF	307.58		307.58	
TEMPLETON	2,575,000.00	2,387,954.65	187,045.35	
SUBTOTAL CORPORATIONS	13,645,557.48	14,191,465.74	(545,908.26)	
CAPITAL LOSSES THAT FLOW THROUGH PARTNERSHIPS	-	10,303,457.00	(10,303,457.00)	
GRAND TOTAL-INVESTMENTS	40,301,912.70	56,549,536.98	(16,247,624.28)	

* Represents distibutions in excess of basis

PASO DEL NORTE HEALTH FOUNDATION
1100 N Stanton Ste 510
El Paso, TX 79902
EIN 74-1143071

Attachment to December 31, 2009 Form 990-PF
Return of Private Foundation

Statement required by Reg. 53.4945-5(d)(2)

Information with respect to expenditure responsibility grants

1.) Grantee: Casa Amiga Centro de Crisis A.C.
Calle Durango 1916
Fracc. Paseo de las Torres
Ciudad Juarez, Chihuahua, Mexico 32575

2.) Date Paid in Current Tax Year:

• 1/08/2009	$10,000.00	Goal 4 – 2009 Healthy Family Social Environment Restoring the Social Fabric
• 10/07/2009	$15,000.00	Goal 4 2009-2010 All Against the Violence
Total Paid	$25,000.00	

3.) Purpose: The project focused on youth and children, addressing sexual abuse and violence in Ciudad Juarez. Activities included a puppet theater, interactive play, adolescent workshops, and small group discussion forums for adolescents.

4.) Amount of Grant Spent by Grantee:

• $10,000.00	Goal 4 – 2009 Healthy Family Social Environment Restoring the Social Fabric
• $3,750.00	Goal 4 2009-2010 All Against the Violence

5.) Diversions: To the knowledge of the Paso del Norte Health Foundation, and based upon the reports furnished by the grantee, no part of the grants have been diverted from any activity for which the grant was originally made.

6.) Date of Reports Received from Grantee:

- Goal 4 – 2009 Healthy Family Social Environment Restoring the Social Fabric
  Final and Financial Report — May 19, 2009

- Goal 4 2009-2010 All Against the Violence
  Progress and Financial Report — March 27, 2010

7.) Verification: Paso del Norte Health Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made.

PASO DEL NORTE HEALTH FOUNDATION
1100 N Stanton Ste 510
El Paso, TX 79902
EIN 74-1143071

Attachment to December 31, 2009 Form 990-PF
Return of Private Foundation

Statement required by Reg. 53.4945-5(d)(2)

Information with respect to expenditure responsibility grants

1.) Grantee: Organizacion Popular Independiente, A.C.
Calle Morelos #1559
Colonia Barrio Alto
Ciudad Juarez, Chihuahua, Mexico 32160

2.) Date Paid in Current Tax Year:

• 4/02/2009	$33,990.00	Begin at Birth 2008-2009: Los Ninos y Las Ninas Son Primero: Transformando Creencias para el Cuidado Infantil
• 9/08/2009	$33,660.00	Begin at Birth 2008-2009: Los Ninos y Las Ninas Son Primero: Transformando Creencias para el Cuidado Infantil
Total Paid	$67,650.00	

3.) Purpose: This program was designed to improve child rearing skills in parents, as well as the quality of parent education interventions in the impoverished neighborhoods on the mountain slopes of western Ciudad Juarez. Over 350 children birth to three years of age in 100 families benefited from the program.

4.) Amount of Grant Spent by Grantee:

• $59,235.00	Begin at Birth 2008-2009: Los Ninos y Las Ninas Son Primero: Transformando Creencias para el Cuidado Infantil (including $11,330 from a grant made in fiscal year ending December 31, 2008)

5.) Diversions: To the knowledge of the Paso del Norte Health Foundation, and based upon the reports furnished by the grantee, no part of the grants have been diverted from any activity for which the grants were originally made.

6.) Date of Reports Received from Grantee:

• Begin at Birth 2008-2009: Los Ninos y Las Ninas Son Primero: Transformando Creencias para el Cuidado Infantil Progress and Financial Report	September 17, 2009

ATTACHMENT 1

7.) Verification: Paso del Norte Health Foundation has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made.

PASO DEL NORTE HEALTH FOUNDATION
1100 N Stanton Ste 510
El Paso, TX 79902
EIN 74-1143071

Attachment to December 31, 2009 Form 990-PF
Return of Private Foundation

Statement required by Reg. 53.4945-5(d)(2)

Information with respect to expenditure responsibility grants

1.) Grantee: Gente a Favor de Gente
Calle Emilia Perez Payan # 2807
Colonia Luis Olague
Ciudad Juarez, Chihuahua, Mexico 32670

2.) Date Paid in Current Tax Year:

- 4/12/2009 $34,595.00 Begin at Birth 2008-2009: Ayudalo a Crecer Sano II
- 9/08/2009 $24,631.00 Begin at Birth 2008-2009: Ayudalo a Crecer Sano II

Total Paid $59,226.00

3.) Purpose: "Help Your Child Grow Up Healthy" program assisted 300 families with children birth to three-years of age in extremely impoverished neighborhoods in Ciudad Juarez.

4.) Amount of Grant Spent by Grantee:

- $70,757.64 Begin at Birth 2008-2009: Ayudalo a Crecer Sano II (including $11,531.64 of a grant made in fiscal year ending December 31, 2008)

5.) Diversions: To the knowledge of the Paso del Norte Health Foundation, and based upon the report furnished by the grantee, no part of the grants have been diverted from any activity for which the grant was originally made.

6.) Date of Report Received from Grantee:

- Begin at Birth 2008-2009: Ayudalo a Crecer Sano II
  Final and Financial Report January 15, 2010

7.) Verification: Paso del Norte Health Foundation has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

PASO DEL NORTE HEALTH FOUNDATION
1100 N Stanton Ste 510
El Paso, TX 79902
EIN 74-1143071

Attachment to December 31, 2009 Form 990-PF
Return of Private Foundation

Statement required by Reg. 53.4945-5(d)(2)

Information with respect to expenditure responsibility grants

1.) Grantee: Instituto Municipal de Investigacion y Planeacion
Benjamin Franklin y Estocolmo # 4185
Ciudad Juarez, Chihuahua, Mexico 32310

2.) Date Paid in Current Tax Year:

- 12/3/2009 $5,000.00 Non-profits in Ciudad Juarez Serving Youth

Total Paid $5,000.00

3.) Purpose: The agency provided a list of approximately fifty nonprofit and governmental organizations in Ciudad Juarez that served children and youth. The list included the organizations' mission, services provided, geographic service area, number of staff, and year founded.

4.) Amount of Grant Spent by Grantee:

- $2,500.00 Non-profits in Ciudad Juarez Serving Youth

5.) Diversions: To the knowledge of the Paso del Norte Health Foundation, and based upon the report furnished by the grantee, no part of the grant has been diverted from any activity for which the grant was originally made.

6.) Date of Report Received from Grantee:

- Non-profits in Ciudad Juarez Serving Youth
  Final and Financial Report February 18, 2010

7.) Verification: Paso del Norte Health Foundation has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Paso del Norte Health Foundation
74-1143071

Attachment 2
2009 990 PF

Organization & Project Title	Address	Public Entity	Purpose of Grant	Amount
General Grants				
Conference of Southwest Foundations	3102 Maple Ave Ste 260 Dallas, TX 75201	501(c)(3)	Supporting grantmakers by providing a forum for the exchange of ideas, experiences and expertise within the southwestern region 2009 member services	$3,500 00
Grants Managers Network	1101 14th St NW Ste 420 Washington, DC 20005	501(c)(3)	Support grantmakers by advancing the knowledge, skill, and ability of grants management professionals 2009 member services	$2,000 00
Grantmakers for Children, Youth and Families	8757 Georgia Ave Ste 540 Silver Spring, MD 20910	501(c)(3)	Supporting grantmakers to improve the children, youth and families' health 2009 member services	$1,500 00
Council on Foundations	PO Box 75661 Baltimore, MD 21275	501(c)(3)	Serving the public good by promoting and enhancing responsible and effective grantmaking 2009 member services	$9,500 00
American Cancer Society				
Goal 2 SFI 2009-2010 American Cancer Society Cancer	909 E San Antonio El Paso, TX 79901	501(c)(3) 509(a)(1)	American Cancer Society managed the telephone Quitline and Quitnet website They also provided cessation education classes in the El Paso 79905 area and participated in health fairs and other similar gatherings to disseminate information on smoking cessation and prevention	$49,250 00
American Lung Association of the Central States Inc				
Goal 2 SFI 2009-2010 Smoke Free Paso del Norte	8150 Brookriver Dr Ste 102 Dallas, TX 75247-4053	501(c)(3) 509(a)(1)	These programs were presented to approximately 900 youth smokers and 600 pregnant women and their partners in hopes of reducing the number of youth and pregnant women who smoke	$54,992 30
Arbol De Vida				
Goal 1 Proper Nutrition & Physical Activity for Children and Youth 2009 Tree of Life Nutrition Program	PO Box 13285 El Paso, TX 79913	501(c)(3) 509(a)(1)	This nutrition program provided balanced nutritious meals to approximately 100 children and youth living at the Arbol de Vida Center Nutrition classes were also provided to the centers food preparers and youth that were interested in cooking The Center houses neglected, abused, and abandoned children including children "repatriated" to Mexico from the United States	$10,000 00

AVANCE, Inc.				
Begin at Birth 2008-2009 AVANCE Parent-Child Education Program	616 N Virginia, Suite D El Paso, TX 79902	501(c)(3) 509(a)(1)	AVANCE expanded their nine-month Parent-Child Education program to serve families with children birth to three-years of age in the Paso del Norte region	$55,000 00
Major Grants 2008 AVANCE Parent-Child Education Program			The program focused on increasing physical activity, proper nutrition, healthy weight, and prevention education on chronic disease in children at an early influential age The goal of the program was to teach children to make positive lifestyle changes that can foster consistent and healthy diets	$67,500 00 $67,500 00 $67,500 00 $67,500 00
Ben Archer Health Center				
Goal 4 Sexual Health 2008-2009 Plain Talk/Hablando Claro	P.O Box 370 Hatch, NM 87937	501(c)(3) 509(a)(1)	Plain Talk is a community-based program that aimed to help parents develop the skills and tools they need to reduce sexual risk-taking and talk to their kids The program was offered in Dona Ana County	$72,805 15 $23,542 20
Begin at Birth 2008-2009 Nurturing Parenting/Crianza con Cariño			The program was designed to improve parents' ability to raise healthy children and reduce the risk of child abuse by providing the Nurturing Parenting/Crianza con Cariño curriculum to the Hatch, NM community	$20,995 98 $35,451 00
Casa Amiga Centro de Crisis A.C.				
Goal 4 - 2009 Healthy Family Social Environment Restoring the Social Fabric	Calle Durango 1916 Fracc Paseo de las Torres Cd Juarez, Chihuahua C P 32575 Mexico	Foreign Entity	The project focused on youth and children, addressing sexual abuse and violence in Cd Juárez Activities included puppet theater, reaching 5,000 children ages 5-11, interactive play to reaching 1,800 children ages 5-11, adolescent workshops for 12-17 year-olds (approx 280), and small group discussion forums for adolescents (approx 300)	$10,000 00
Goal 4 2009-2010 All Against the Violence			This project focused on youth and children, addressing sexual abuse and violence in Cd Juárez Activities included a puppet theater, reaching up to 8000 children ages 5-11, interactive play, reaching 3,000 children ages 5-11, a playing and learning workshop reaching 60 children ages 8-11, adolescent workshops for 60 youth ages 12-17, and small group dating violence discussion forums for 700 adolescents ages 12-17	$15,000 00

Center Against Family Violence, Inc.				
Goal 4 Sexual Health 2008-2011 No Means No	580 Giles El Paso, TX 79915	501(c)(3) 509(a)(1)	The program aimed to demonstrate a positive impact on the health of children and youth, emphasizing interventions that improve sexual health among adolescents, and primary prevention of child abuse In addition the program addressed policies that schools must "provide violence prevention education programming"	$58,435 00 $52,679 00
Begin at Birth 2008-2009 It's a Family Thing			This grant funded "The Middle Way Parent Program," which was a 15 week program that combined ten-weeks of structured learning with five weeks of support group participation	$21,253 50 $3,985 00
Goal 4 Sexual Health 2008-2011 Healthy Relationships Outreach (HeRO)			HeRO was a four-hour workshop for men and women working in high-risk professions, such as the police force and border patrol "Unzipped," a pilot program provided a forum for comfortable, safe, and informed discussions about sexuality among college and college-aged adults	$35,383 50 $43,538 00
Centro de Salud Familiar La Fe, Inc.				
Goal 3 SCHIP OUTREACH Program	1314 E Yandell El Paso, TX 79902	501(c)(3) 509(a)(1)	The purpose of the project was to significantly increase the applications submitted for eligibility in the State Children's Health Insurance Program (CHIP) by El Paso's working class families The project consisted of four distinct and target outreach strategies (1) targeted media and information, (2) school/faith-based and worksplace campaigns to establish "CHIP Mentors" in working class areas, (3) training and coordination of a network of organizations, (4) and development of target population specifics GIS maps to assist in strategy and evaluation of outcomes	$106,095 00
Centro San Vicente				
Goal 2 SFI 2009-2010 Comprehensive Smoking Cessation Program	8061 Alameda Ave El Paso, TX 79915	501(c)(3) 509(a)(1)	Centro San Vicente provided best practice smoking cessation programs within the organization's service area including Mission Valley in east El Paso and San Elizario area in El Paso County In addition, the organization explored implementation of prevention programs for youth	$49,985 00
Child Crisis Center of El Paso				
Goal 4 Sexual Health 2008-2011 No Kidding Straight Talk from Teen Parents Parents	2100 N Stevens El Paso, TX 79930	501(c)(3) 509(a)(1)	The program provided presentations to middle school students in Socorro Independent School District on the realities and responsibilities of young parenting, including issues related to child support and paternity	$87,172 00 $105,775 06
Goal 4 Begin at Birth 2009 "Starting Together Starting Right Early Childhood Guide for Parents" in El Paso, Texas and Ciudad Juarez, Mexico			Child Crisis Center of El Paso maintained quality communication with the network of organizations in El Paso, Texas and Cd Juárez, Mexico providing the Begin at Birth 'Starting Together Starting Right Early Childhood guide for parents' also known as the 'Begin	$28,407 37

			at Birth Calendar' The Begin at Birth Calendar was distributed to new mothers through this network of providers up to December 31, 2009	
Begin at Birth 2008-2009 Organizing Agency			The organizing agency assisted with the Foundation's Begin at Birth activities, including media coordination and oversight, calendar distribution in El Paso and Cd Juárez, logistical support for grantee sharing meetings and technical assistance, provision of quality assurance and coordination activities, and logistical support for community outreach and dialogue for planned initiative evolution	$162,561 50
Begin at Birth 2008-2009 AMOR de Niños			The program offered parents access to comprehensive parenting classes and home visitation services The program focused on gestational development, immunizations, car seat safety, fatherhood, and other areas	$35,349 00 $25,996 88
Children in Need of Services, Inc. (CHINS)				
Goal 2 SFI 2009-2010 CHINS Comprehensive Tobacco Program	501 24th St Alamogordo, NM 88310	501(c)(3) 509(a)(1)	CHINS provided tobacco cessation support in Otero County, N M , assisted in facilitating the Otero County Tobacco Coalition, and investigated preventive programming for New Mexico State University satellite campus in Alamogordo, N M	$49,775 50
City of El Paso				
Goal 2 SFI 2009-2010 Get Real About Tobacco	2 Civic Center Plaza El Paso, TX 79901	Governmental Unit	This program was designed for students kindergarten through 12th grade Target population were children and youth at risk of tobacco initiation in the greater El Paso area	$40,952 72
Goal 4 Sexual Health 2008-2009 Comprehensive Sexual Health Program			This program was a multi-session curriculum with six components and options for parents and teens to learn about sexual violence, abstinence, sexually transmitted diseases and engaging in family talks on healthy sexuality	$41,986 87 $130,510 17
El Paso Independent School District				
Major Grants 2008 Get HIP Now	6531 Boeing Drive El Paso, TX 79925	Governmental Unit	Get HIP (Health Initiative Program) Now" reinforces key health topics throughout a school day The program integrates a health curriculum into core subject areas (math, language arts, social studies, and science), and physical education Lesson and activities compliment the classroom health instruction Over 43,000 kindergarten through 8th grade students from 74 schools are benefitting from this program	$253,493 25 $253,493 25 $253,493 25
FEMAP Foundation				
Goal 4 Sexual Health 2008-2009 Jovenes, Cultura y Sexualidad III	1400 Hardaway, Ste 210 El Paso, TX 79903	501(c)(3) 509(a)(1)	The program served 4,000 youth of Cd Juárez with educational workshops, including puppet shows and an art exhibit for the promotion of sexual health	$12,853 50 $48,309 25

Gente a Favor de Gente *Begin at Birth 2008-2009 Ayudalo a crecer sano II*	Calle Emilia Perez Payan #2807 Colonia Luis Olague Cd Juarez, Chihuahua C P. 32670 Mexico	Foreign Entity	"Help Your Child Grow Up Healthy" program assisted 300 families with children birth to three-years of age in extremely impoverished neighborhoods of Aztecas and Oriente XXI in Cd Juárez.	$34,595 00 $24,631 00
Instituto Municipal de Investigacion y Planeacion *Leadership Comm Non-profits in Cd Juarez Serving Youth*	Benjamin Franklin #4185 Y Estocolmo Cd Juarez, Chihuahua C P 32310 Mexico	Foreign Entity	The agency provided a list of approximately 50 nonprofit and governmental organizations in Cd Juarez that served children or youth The list included the organization's mission, services provided, geographic service area, number of staff, and year founded	$5,000 00
Organización Popular Independiente, A.C. *Begin at Birth 2008-2009 Los Niños y Las Niñas Son Primero* *Transformando Creencias para el cuidado infantil*	Calle Morelos #1559 Colonia Barrio Alto Cd Juarez, Chihuahua C P 32160 Mexico	Foreign Entity	The program was designed to improve child rearing skills in parents, as well as the quality of parent education interventions in the impoverished neighborhoods on the mountain slopes of western Ciudad Juárez Over 350 children birth to three-years of age in 100 famlies benefited from the program	$33,660 00 $33,990 00
Texas A&M Foundation *Goal 2 SFI 2009-2010 Colonias Smoke-Free Project*	401 George Bush Drive College Station, TX 77840	501(c)(3) 509(a)(1)	This project continues to provide smoking cessation and prevention efforts in the outskirt areas of El Paso County and Hudspeth County	$40,856 60
Goal 3 SCHIP INREACH 2009-2010 Colonias SCHIP Inreach Project			The Colonias project worked to increase the access and enrollment to SCHIP applications through an educational approach, reach staff, the clientele base, and partner entities in order to develop systemic change in how health insurance is presented to families in need	$25,442 50
Texas Tech University Health Sciences Center *Begin at Birth 2008-2009 Promoting Breastfeeding through Baby Friendly Steps*	Office of Sponsored Programs 3601 4th Street/MS 6271 Lubbock, TX 79430-6271	Governmental Unit	The program continued its joint venture with University Medical Center to improve breastfeeding success in their service population, through the implementation of the Baby Friendly Hospital Initiative, a WHO/UNICEF model program Elements include opening a Baby Café to the public (only the second one in the U S), expand and improve their Breastfeeding Advice Line, support the work of the Baby Friendly Task Force for training and policy implementation, and promotion and planning for a a future Human Milk Bank for the county and region	$30,678 96 $58,026 00
The Regents of New Mexico State University *Two Should Know Healthy Human Sexuality - Evaluation*	P O Box 30001, MSC OGC Las Cruces, NM 88003	Governmental Unit	The three-year grant provided evaluation services for grants related to promoting healthy sexuality	$148,928 33

University of Texas at El Paso				
Goal 2 SFI 2009-2010 StopLite 4 A Light Smoking Intervention for Youth, Adolescents, and Adults	500 W University El Paso, TX 79968	Governmental Unit	The UTEP Psychology Department continued the implementation of their Stop Lite program, targeting sometimes smokers in the University and within the Centro San Vicente service area of Mission Valley	$32,395 66
Goal 2 2008-2011 A Comprehensive & Collaborative Approach to Tobacco Control in the Border Region - Organizing Agency			The Psychology Department at UTEP served as Organizing Agency for A Smoke Free Paso del Norte They provided technical assistance to all Foundation grantees, coordinated the Smoke Free media campaign, promoted clean indoor air policies, and supported the initiative across the region	$319,407 83 $319,407 83
Goal 5 2009-2011 UTEP SimulationCenter for Health Research and Education			The purpose of this grant is to develop a state of the art clinical practice simulation laboratory for training of nursing and allied health students and to provide opportunities for continuing professional education for licensed health professionals in the Paso del Norte region	$1,500,000 0
Young Women's Christian Association of El Paso				
Major Grants 2008 YW Zones	1918 Texas Ave El Paso, TX 79901	501(c)(3) 509(a)(2)	The YW Zones project was designed to decrease sedentary lifestyles in children, reduce juvenile diabetes and other clinical impacts of obesity in youth A professional instructor works with children in branch base settings to utilize fitness equipment and diverse classes to improve cardiorespiratroy fitness Classes incorporate music, dance, and and body conditioning, challenging children to try new fun fitness activities	$74,868 50 $74,868 50 $74,868 50 $74,868 50
Goal 3 SCHIP INREACH 2009-2010 YWCA SCHIP Medicaid Inreach			The YWCA project sought to institutionalize Inreach for Medicaid and SCHIP in all of its program areas Staff worked to encourage those households who are identified as eligible to apply for SCHIP and assist with the completion of applications	$24,215.00
Ysleta Del Sur Pueblo				
Goal 4 Sexual Health 2008-2009 Circles of Health	119 S Old Pueblo Road PO Box 17579 El Paso, TX 79907	Governmental Unit	The program was designed to educate tribal youth and tribal youth-descendent children ages 11 to 18 (residing in El Paso and Hudspeth Counties) about healthy human sexualhty	$40,526 00
The University of Texas MD Anderson				
Cancer Center	P O Box 4486 Houston, TX 77210	501(c)(3) 509 (a)(1)	Innovative cancer research and compassionate patient care	$237,950 10 $617,440 17
			Total	$6,361,645 18

Paso del Norte Health Foundation Future Payments
74-1143071

Attachment 3
2009 990 PF

Ben Archer Health Center				
Goal 4 2010-2011 Plain Talk/Hablando Claro	P O Box 370 Hatch, NM 87937	501(c)(3) 509(a)(1)	Plain Talk is a community based program that aims to help adults develop the skills and tools they need reducing sexual risk-taking The program was offered in Dona Ana County	$83,352 72 $83,352 71
City of El Paso				
Goal 4 2010-2011 Comprehensive Sexual Health Program	2 Civic Center Plaza, 10th Floor El Paso, TX 79901	Governmental Unit	The Choices Two Should Know Program is as multi session curriculum with six components and options for parents and teens to learn about sexual violence abstinence, sexually transmitted diseases and engaging in family talks on healthy sexuality The program is designed to play a major role in the reduction of unintended pregnancy, sexually transmitted diseases and sexual violence among teens in the Greater El Paso area	$92,762 31 $92,762 31
The FEMAP Foundation				
Goal 4 2010-2011 Jovenes, Cultura y Sexualidad	1400 Hardaway, Ste 210 El Paso, TX 79903	501(c)(3) 509(a)(1)	The Youth Culture and Sexuality program will provide 11,000 youth of Ciudad Juárez with educational workshops, including puppet shows, an art exhibit for the promotion of sexual health and teen group discussions	$38,702 12 $38,702 13

$429,634.30

Form **8832**
(Rev. March 2007)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print	Name of eligible entity making election	Employer identification number
	Permira IV Continuing L.P.1	
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	Trafalgar Court	
	City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the postal code.	
	St. Peter Port, Guernsey	

▶ Check if: ☐ Address change

1 Type of election (see instructions):

a ☑ Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3.
b ☐ Change in current classification. Go to line 2a.

2a Has the eligible entity previously filed an entity election that had an effective date within the last 60 months?

☐ **Yes.** Go to line 2b.
☐ **No.** Skip line 2b and go to line 3.

2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation?

☐ **Yes.** Go to line 3.
☐ **No.** Stop here. You generally are not currently eligible to make the election (see instructions).

3 Does the eligible entity have more than one owner?

☑ **Yes.** You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5.
☐ **No.** You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4.

4 If the eligible entity has only one owner, provide the following information:

a Name of owner ▶ ----------
b Identifying number of owner ▶ ----------

5 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation:

a Name of parent corporation ▶ ----------
b Employer identification number ▶ ----------

6 Type of entity (see instructions):

a ☐ A domestic eligible entity electing to be classified as an association taxable as a corporation.
b ☐ A domestic eligible entity electing to be classified as a partnership.
c ☐ A domestic eligible entity with a single owner electing to be disregarded as a separate entity.
d ☐ A foreign eligible entity electing to be classified as an association taxable as a corporation.
e ☑ A foreign eligible entity electing to be classified as a partnership.
f ☐ A foreign eligible entity with a single owner electing to be disregarded as a separate entity.

7 If the eligible entity is created or organized in a foreign jurisdiction, provide the foreign country of organization ▶ Guernsey

8 Election is to be effective beginning (month, day, year) (see instructions) ▶ 12 / 11 / 2008

9 Name and title of contact person whom the IRS may call for more information	**10** Contact person's telephone number
Kimberley Quezada	(202) 639-7056

Consent Statement and Signature(s) (see instructions)

Under penalties of perjury, I (we) declare that I (we) consent to the election of the above-named entity to be classified as indicated above, and that I (we) have examined this consent statement, and to the best of my (our) knowledge and belief, it is true, correct, and complete. If I am an officer, manager, or member signing for all members of the entity, I further declare that I am authorized to execute this consent statement on their behalf.

Signature(s)	Date	Title
	18 / 12 / 08	DIRECTOR

Form **8832**
(Rev. March 2007)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print	Name of eligible entity making election	Employer identification number
	P4 Sub Continuing L.P.1	
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	Trafalgar Court	
	City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the postal code.	
	St. Peter Port, Guernsey	

▶ Check if: ☐ Address change

1 Type of election (see instructions):

a ☑ Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3.
b ☐ Change in current classification. Go to line 2a.

2a Has the eligible entity previously filed an entity election that had an effective date within the last 60 months?

☐ **Yes.** Go to line 2b.
☐ **No.** Skip line 2b and go to line 3.

2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation?

☐ **Yes.** Go to line 3.
☐ **No.** Stop here. You generally are not currently eligible to make the election (see instructions).

3 Does the eligible entity have more than one owner?

☑ **Yes.** You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5.
☐ **No.** You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4.

4 If the eligible entity has only one owner, provide the following information:

a Name of owner ▶ .....
b Identifying number of owner ▶ .....

5 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation:

a Name of parent corporation ▶ .....
b Employer identification number ▶ .....

6 Type of entity (see instructions):

- **a** ☐ A domestic eligible entity electing to be classified as an association taxable as a corporation.
- **b** ☐ A domestic eligible entity electing to be classified as a partnership.
- **c** ☐ A domestic eligible entity with a single owner electing to be disregarded as a separate entity.
- **d** ☑ A foreign eligible entity electing to be classified as an association taxable as a corporation.
- **e** ☐ A foreign eligible entity electing to be classified as a partnership.
- **f** ☐ A foreign eligible entity with a single owner electing to be disregarded as a separate entity.

7 If the eligible entity is created or organized in a foreign jurisdiction, provide the foreign country of organization ▶ Guernsey

8 Election is to be effective beginning (month, day, year) (see instructions) . . . . . ▶ 12 / 11 / 2008

9 Name and title of contact person whom the IRS may call for more information	**10** Contact person's telephone number
Kimberley Quezada	(202) 639-7056

Consent Statement and Signature(s) (see instructions)

Under penalties of perjury, I (we) declare that I (we) consent to the election of the above-named entity to be classified as indicated above, and that I (we) have examined this consent statement, and to the best of my (our) knowledge and belief, it is true, correct, and complete. If I am an officer, manager, or member signing for all members of the entity, I further declare that I am authorized to execute this consent statement on their behalf.

Signature(s)	Date	Title
[signature]	18/12/08	DIRECTOR

Form **8832**
(Rev. March 2007)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

	Name of eligible entity making election	Employer identification number
	Avalire Limited	98 ! 0639881
Type or Print	Number, street, and room or suite no. If a P.O. box, see instructions.	
	Georges Court, 54-62 Townsend Street	
	City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the postal code.	
	Dublin 2, Republic of Ireland	

▶ Check if: ☐ Address change

1 Type of election (see instructions):

a ☑ Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3.
b ☐ Change in current classification. Go to line 2a.

2a Has the eligible entity previously filed an entity election that had an effective date within the last 60 months?

☐ **Yes.** Go to line 2b.
☐ **No.** Skip line 2b and go to line 3.

2b Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation?

☐ **Yes.** Go to line 3.
☐ **No.** Stop here. You generally are not currently eligible to make the election (see instructions).

3 Does the eligible entity have more than one owner?

☐ **Yes.** You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5.
☑ **No.** You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4.

4 If the eligible entity has only one owner, provide the following information:
a Name of owner ▶ Avalux S.a.r.l.
b Identifying number of owner ▶ N/A

5 If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation:
a Name of parent corporation ▶
b Employer identification number ▶

6 **Type of entity** (see instructions):

a ☐ A domestic eligible entity electing to be classified as an association taxable as a corporation.
b ☐ A domestic eligible entity electing to be classified as a partnership.
c ☐ A domestic eligible entity with a single owner electing to be disregarded as a separate entity.
d ☐ A foreign eligible entity electing to be classified as an association taxable as a corporation.
e ☐ A foreign eligible entity electing to be classified as a partnership.
f ☑ A foreign eligible entity with a single owner electing to be disregarded as a separate entity.

7 If the eligible entity is created or organized in a foreign jurisdiction, provide the foreign country of organization ▶ Ireland

8 Election is to be effective beginning (month, day, year) (see instructions) . . . . . ▶ 9 / 17 / 2009

9 Name and title of contact person whom the IRS may call for more information	10 Contact person's telephone number
Elaine McWeeney, Director	(353) 15422103

Consent Statement and Signature(s) (see instructions)

Under penalties of perjury, I (we) declare that I (we) consent to the election of the above-named entity to be classified as indicated above, and that I (we) have examined this consent statement, and to the best of my (our) knowledge and belief, it is true, correct, and complete. If I am an officer, manager, or member signing for all members of the entity, I further declare that I am authorized to execute this consent statement on their behalf.

Signature(s)	Date	Title
Elaine Mc Weeney	4/11/09	Director

ALCHEMY PLAN (PE V) L.P.

FORM 8865, PAGE 4 SCHEDULE K DETAIL

LINE 13D - OTHER DEDUCTIONS

CODE K: DEDUCTIONS - PORTFOLIO (2% FLOOR)	185,104.
TOTAL	185,104.

LINE 16 - FOREIGN TRANSACTIONS

FOREIGN GROSS INCOME SOURCED AT PARTNERSHIP LEVEL:	
16D PASSIVE	404,889.
DEDUCTIONS ALLOCATED AND APPORTIONED AT PARTNERSHIP LEVEL:	
16I PASSIVE	185,104.
16L FOREIGN TAXES BY CATEGORIES:	
PASSIVE	3,009.
SUBTOTAL	3,009.

ALCHEMY PLAN (PE V) L.P.

FORM 8865, PAGE 5 DETAIL

SCH L: LINE 6 - OTHER CURRENT ASSETS	BEGINNING	ENDING
DUE FROM MANAGER	24,761.	4,307.
SUNDRY DEBTORS	127,508.	NONE
TOTAL	152,269.	4,307.

SCH L: LINE 8 - OTHER INVESTMENTS	BEGINNING	ENDING
INVESTMENTS	5,556,276.	6,301,740.
TOTAL	5,556,276.	6,301,740.

SCH L: LINE 17 - OTHER CURRENT LIABILITIES	BEGINNING	ENDING
DUE TO MANAGER	12,019.	18,891.
DUE TO LIMITED PARTNERS	127,508.	105,029.
TOTAL	139,527.	123,920.

ALCHEMY PLAN (PE V) L.P.

FORM 8865, PAGE 6 DETAIL

SCHEDULE M-1: LINE 2 - INCOME INCLUDED ON SCHEDULE K

INTEREST INCOME	297,424.
TOTAL	297,424.

SCHEDULE M-1: LINE 6 - INCOME RECORDED ON BOOKS

UNREALIZED GAINS/(LOSSES) ON INVESTMENTS	545,307.
CAPITAL GAINS/(LOSSES)	-740,787.
TOTAL	-195,480.

SCHEDULE M-2: LINE 4 - OTHER INCREASES

UNPAID DISTRIBUTIONS AT 12/31/2008	27,532.
TRANSLATION AJUSTMENT - CAPITAL	557,643.
TOTAL	585,175.

SCHEDULE M-2: LINE 7 - OTHER DECREASES

UNPAID DISTRIBUTIONS AT 12/31/2009	105,029.
TRANSLATION AJUSTMENT - EARNINGS	4,739.
TOTAL	109,768.

Alchemy Plan (P€ V) L.P.
Schedule P
Year ended 31 December 2009

Partner: **Pantheon Europe Fund V "A", LP**

Part I : Acquisitions

Name, address and identifying number of person from whom your interest was acquired	Date of acquisition	FMV of interest acquired	Basis in interest acquired	% of Interest before acquisition	% of interest after acquisition
Pantheon Europe Fund V "B", LP PO Box 255, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 3QL	28-Sep-09			60 03%	85.34%
EIN					

Part II : Dispositions

N/A

Part III : Changes in Proportional Interest

N/A

Alchemy Plan (P€ V) L.P. **98-0509276**
Form 8865 Supporting Schedule
Year ended 31 December 2009

Page 1, Question F8b

The partnership's books and records are kept in Sterling. The functional currency as defined in Internal Revenue Code Section 985 is the Sterling. Income, gains and deductions have been translated into US Dollars using the weighted average exchange rate for the taxable year ending 31 December 2009 of .6386 Sterling per US Dollar. US Dollar values presented in Balance Sheet Schedule L, including contributions and distributions, were arrived at using the 31 December 2009 exchange rate of .6278 Sterling per US Dollar. Distributions and Contributions paid may not be equal to the US Dollar amounts received due to exchange rate volatility.

STATEMENT #5

Alchemy Plan (P€ V) L.P.
Schedule O
Year ended 31 December 2009

Partner: **Pantheon Europe Fund V "A", LP**

Part I : Transfers Reportable Under Section 6038B

Type of Property	US Exchange Rate on Date of Transfer	Date of Transfer	FMV on Date of Transfer - STG	FMV on Date of Transfer - USD	Percentage Interest in Partnership after Transfer
Cash	0.6672	8-Jan-09	25,494	38,208	60.03%
Cash	0.6987	1-Apr-09	513	734	60 03%
Cash	0.6855	3-Apr-09	25,777	37,601	60 03%
Cash	0 6074	2-Jul-09	13,597	22,386	60.03%
Cash	0 5893	6-Aug-09	147,364	250,062	60.03%
Cash	0.5992	10-Aug-09	(3,169)	(5,289)	60 03%
			209,576	**343,702**	

Part II : Dispositions Reportable Under Section 6038B

N/A

Part III : Is any reportable transfer subject to gain recognition?

No