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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

2011

For calendar year 2011, or tax year beginning , 2011, and ending

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): 221 N.KANSAS ST.

Room/suite: 1900

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

City or town: EL PASO

State: TX ZIP code: 79901

C If exemption application is pending, check here ☐

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

D 1 Foreign organizations, check here ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 184,642,148.

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

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

Part I: Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	36,155.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	365.	365.		
	4 Dividends and interest from securities	2,608,482.	2,608,482.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-1,865,044.	I-6a Stmt		
	b Gross sales price for all assets on line 6a 17,433,294.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	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	2,616,575.	2,539,017.	42,500.	
	12 Total. Add lines 1 through 11	3,396,533.	5,147,864.	42,500.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	334,080.			334,080.
	14 Other employee salaries and wages	623,420.	61,987.		560,240.
	15 Pension plans, employee benefits	277,659.	18,049.		250,395.
	16a Legal fees (attach schedule)				7,775.
	b Accounting fees (attach sch)	45,112.			46,471.
	c Other prof fees (attach sch)	1,045,088.	570,761.	42,500.	425,498.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	-26,953.			
	19 Depreciation (attach sch) and depletion	89,975.			
	20 Occupancy	96,128.			44,900.
	21 Travel, conferences, and meetings	28,230.	364.		27,460.
	22 Printing and publications	13,920.			9,784.
	23 Other expenses (attach schedule) See Line 23 Stmt	170,486.	1,758.		188,244.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,697,145.	652,919.	42,500.	1,894,847.
	25 Contributions, gifts, grants paid	4,926,678.			4,532,288.
	26 Total expenses and disbursements. Add lines 24 and 25	7,623,823.	652,919.	42,500.	6,427,135.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-4,227,290.			
	b Net investment income (if negative, enter -0-)		4,494,945.		
	c Adjusted net income (if negative, enter -0-)			0.	

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BAA For Paperwork Reduction Act Notice, see instructions.

TEEA0301 12/02/11 Form 990-PF (2011)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	159,086.	496,129.	496,129.
	3 Accounts receivable ► 105,764.			
	Less: allowance for doubtful accounts ►	69,440.	105,764.	105,764.
	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 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	96,154.	11,226.	11,226.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	121,983,815.	109,339,620.	109,339,620.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	49,762,070.	47,549,981.	47,549,981.
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	21,584,201.	26,247,196.	26,247,196.
	14 Land, buildings, and equipment: basis ► 1,148,782.			
	Less: accumulated depreciation (attach schedule) L-14 Stmt ► 256,550.	530,787.	892,232.	892,232.
	15 Other assets (describe ►)	179,775.		
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	194,365,328.	184,642,148.	184,642,148.
LIABILITIES	17 Accounts payable and accrued expenses	190,181.	215,600.	
	18 Grants payable	2,962,522.	3,504,839.	
	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)	1,223,468.	1,106,616.	
	23 **Total liabilities** (add lines 17 through 22)	4,376,171.	4,827,055.	
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	189,927,037.	179,784,468.	
	25 Temporarily restricted	57,150.	23,500.	
	26 Permanently restricted	4,970.	7,125.	
	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 instructions)	189,989,157.	179,815,093.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	194,365,328.	184,642,148.	

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	189,989,157.
2	Enter amount from Part I, line 27a	2	-4,227,290.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	-5,946,774.
4	Add lines 1, 2, and 3	4	179,815,093.
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	179,815,093.

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	17,433,294.		16,462,375.	970,919.
b	0.		2,844,062.	-2,844,062.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				970,919.
b				-2,844,062.
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	-1,873,143.
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 instructions) If (loss), enter -0- in Part I, line 8	3	-1,873,143.

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))
2010	6,836,451.	174,910,308.	0.039085
2009	8,036,577.	154,054,582.	0.052167
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

2	Total of line 1, column (d)	2	0.234542
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	0.046908
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	190,386,788.
5	Multiply line 4 by line 3	5	8,930,663.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	44,949.
7	Add lines 5 and 6	7	8,975,612.
8	Enter qualifying distributions from Part XII, line 4	8	6,878,819.

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	89,899.
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	89,899.
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	89,899.
6	Credits/Payments:		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011 — 6a: 150,000.		
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	150,000.
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	60,101.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► Refunded ►	11	60,101.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 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 2011 or the taxable year beginning in 2011 (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 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		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 ► 221 N. KANSAS ST. STE 1900 EL PASO TX ZIP + 4 ► 79901

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

		Yes	No
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►

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? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ 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)?	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
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 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? ☐ Yes ☒ No			
b If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	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 2011?	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). ATTACHMENT 1

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 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	PRESIDENT/CEO 40.00	216,320.	31,923.	0.
MARCELA GARCIA 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	CFO 40.00	117,760.	23,622.	0.
DR. SUSANA NAVARRO 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	CHAIR 3.50	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	SENIOR PROGRAM OFFICER 40.00	96,596.	21,175.	0.
MICHAEL KELLY 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	SENIOR PROGRAM OFFICER 40.00	95,378.	18,389.	0.
SYLVIA SOTO 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR OF OPERATIONS 40.00	63,420.	14,798.	0.
JON LAW 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	PROGRAM OFFICER 40.00	78,945.	18,829.	0.
ANGELA PLAZA 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR OF ACCOUNTING 40.00	72,283.	13,341.	0.

Total number of other employees paid over $50,000 ► 2

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
C.F. JORDAN, L.P. 7700 CF JORDAN DR. EL PASO TX 79912	CONSTRUCTION	327,499.
GAGEN MACDONALD LLC 35 EAST WACKER DR. SUITE 2350 CHICAGO IL 60601	CONSULTANT	168,531.
WALTER SCOTT INTERNATIONAL LLP ONE CHARLOTTE SQUARE EDINBURGH UK	MONEY MANAGER	98,243.
HEWITT ENNIS KNUPP AND ASSOCIATES 39584 TREASURY CENTER CHICAGO IL 60694	CONSULTANT	115,000.
PIMCO 1345 AVENUE OF THE AMERICAS 49 FLOOR NEW YORK NY 10105	MONEY MANAGER	118,394.
Total number of others receiving over $50,000 for professional services ►		7

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 REALIZE is a unique leadership experience to address regional health needs. It was founded on a transformational leadership model with 20 participants. See Attachment 4	242,834.
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	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	

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	192,959,135.
b	Average of monthly cash balances	1b	209,075.
c	Fair market value of all other assets (see instructions)	1c	117,869.
d	**Total** (add lines 1a, b, and c)	1d	193,286,079.
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	193,286,079.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,899,291.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	190,386,788.
6	**Minimum investment return.** Enter 5% of line 5	6	9,519,339.

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	9,519,339.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 89,899.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	89,899.
3	*Distributable amount before adjustments* Subtract line 2c from line 1		3	9,429,440.
4	Recoveries of amounts treated as qualifying distributions		4	32,859.
5	Add lines 3 and 4		5	9,462,299.
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	9,462,299.

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	6,427,135.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	451,684.
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	6,878,819.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,878,819.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				9,462,299.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,251,383.	
b Total for prior years. 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006 ... 0.				
b From 2007 ... 0.				
c From 2008 ... 0.				
d From 2009 ... 0.				
e From 2010 ... 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 6,878,819.				
a Applied to 2010, but not more than line 2a			2,251,383.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				4,627,436.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(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 2010 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				4,834,863.
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 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007 ... 0.				
b Excess from 2008 ... 0.				
c Excess from 2009 ... 0.				
d Excess from 2010 ... 0.				
e Excess from 2011 ... 0.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					

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				
Total			► 3a	4,532,288.
b *Approved for future payment*				
SEE ATTACHMENT 3				
Total			► 3b	3,126,503.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See 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	365.	
4 Dividends and interest from securities			14	2,608,482.	
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	900099	8,099.	18	-1,873,143.	-164.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a RETURNED GRANTS					32,859.
b THROUGH PARTNERSHIP INVESTMENTS	523000	-6,062.	14	2,539,017.	
c PROGRAM REVENUE			1		50,750.
d RENTAL REVENUE	532000	175.	1		
e					
12 Subtotal. Add columns (b), (d), and (e)		2,212.		3,274,721.	83,445.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	3,360,378.

(See worksheet in line 13 instructions 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 instructions.)
11A	REPRESENTS PREVIOUSLY EXPENDED GRANTS RETURNED TO THE FOUNDATION
11C	REPRESENTS REVENUE FROM A LEADERSHIP PROGRAM RUN BY THE FOUNDATION
	AND REVENUE FROM THE SALE OF THE "NEEDS ASSESSMENT REPORT" PRODUCED
	BY THE REGIONAL STRATEGIC HEALTH INITIATIVE

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

Sign Here

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

▶ Myrna J Deckert — Signature of officer or trustee | 11/9/2012 — Date | ▶ President / CEO — Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Curtis Maxfield	Curtis Maxfield	11/8/2012		P00445178

Firm's name ▶ WHITLEY PENN LLP — Firm's EIN ▶ 75-2393478

Firm's address ▶ 8343 DOUGLAS AVE STE 400 DALLAS TX 75225 — Phone no. 214-393-9300

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

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

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

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization: PASO DEL NORTE HEALTH FOUNDATION

Employer identification number: 74-1143071

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	OFFICE OF BORDER HEALTH NM DEPT OF HEALTH 1170 N. SOLANO, SUITE L LAS CRUCES NM 88001	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	MEMORIAL MEDICAL CENTER 2450 S. TELSHOR BLVD. LAS CRUCES NM 88011	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	MOUNTAIN VIEW REGIONAL MEDICAL CENTER 4311 E. LOHMAN AVENUE LAS CRUCES NM 88011	$ 10,000.	Person [X] 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.)

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2011

Name: PASO DEL NORTE HEALTH FOUNDATION

Employer Identification Number: 74-1143071

Asset Information:

Description of Property: PUBLICLY TRADED SECURITIES
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 17,433,294.
Cost or other basis (do not reduce by depreciation): 16,462,375.
Sales Expense:
Valuation Method:
Total Gain (Loss): 970,919.
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): 2,835,963.
Sales Expense:
Valuation Method
Total Gain (Loss): -2,835,963.
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	32,859.		
PROGRAM REVENUE	50,750.		42,500.
THROUGH PARTNERSHIP	2,532,955.	2,539,017.	
INVESTMENTS			
LIFE INSURANCE			
SALE OF FURNITURE	-164.		
RENTAL REVENUE	175.		
Total	2,616,575.	2,539,017.	42,500.

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

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PROVISION FOR EXCISE TAX	87,399.			
PROVISION FOR EXCISE TAX-DEF	-116,852.			
OTHER INCOME TAX EXPENSE	2,500.			
Total	-26,953.			

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	20,817.	552.		21,125.
INSURANCE	20,049.			20,049.
OFFICE SUPPLIES	6,582.			8,084.
TELEPHONE SERVICES	11,598.	6.		11,193.
MINOR EQUIPMENT	15,031.			29,019.
EQUIPMENT/FACILITIES LEASE	68,605.			76,081.
DUES	6,880.	1,200.		5,680.
PAYROLL/BANK FEES	2,528.			2,528.
MEDIA RELATIONS	4,365.			459.
PARKING	4,376.			4,371.
MATERIALS/PROJECTS	9,655.			9,655.
Total	170,486.	1,758.		188,244.

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

UNREALIZED APPRECIATION ON INVESTMENTS	-5,946,772.
ROUNDING	-2.
Total	-5,946,774.

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 [ ] SANDRA SANCHEZ-ALMANZAN 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	VICE CHAIR 3.50	0.	0.	0.
Person [X] Business [ ] DR. EDUARDO SANCHEZ 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person [X] Business [ ] JACK CARDWELL 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person [X] Business [ ] JOSE PRIETO M.D. 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person [X] Business [ ] GEORGE DRAKE 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person [X] Business [ ] RENE HURTADO 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person [X] Business [ ] ROBERT B. ASH 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person [X] Business [ ] ALLAN M. GOLDFARB 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person [X] Business [ ] CINDY LYONS 221 N.KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person [X] Business [ ] CAROLYN MORA 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	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
Total		0.	0.	0.

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	15,156.	15,156.
State Street Global Advisors	56,426,230.	56,426,230.
Canada MSCI CTF	2,513,303.	2,513,303.
Canada MSCI Small Cap Indx	460,109.	460,109.
MSCI EAFE Index SL CTF	20,377,847.	20,377,847.
MSCI EAFE Small Cap Index	2,746,283.	2,746,283.
MSCI Emerging Markets Free SL CTF	6,951,138.	6,951,138.
MSCI Emerging Markets Small Cap Index	872,441.	872,441.
Templeton Institutional Funds	10,001,533.	10,001,533.
Walter Scott	8,975,580.	8,975,580.
Total	109,339,620.	109,339,620.

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	18,093,502.	18,093,502.
PIMCO FDS Total Return	23,941,222.	23,941,222.
Allianz Global Investors	5,515,257.	5,515,257.
Total	47,549,981.	47,549,981.

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	629,122.	629,122.

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

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
TIFF II	99,183.	99,183.
TIFF III	414,784.	414,784.
Pantheon Europe Fund IV, L.P.	1,026,936.	1,026,936.
Pantheon Europe Fund V, L.P.	1,487,760.	1,487,760.
Pantheon USA Fund VI, L.P.	4,628,833.	4,628,833.
Commonfund Capital Private Equity VII	1,192,085.	1,192,085.
Commonfund Capital Venture Part. VIII	456,043.	456,043.
Guggenheim Plus II L.P.	911,423.	911,423.
Guggenheim Real Estate	500.	500.
Invesco	7,799,268.	7,799,268.
BlueCrest Allblue	2,500,000.	2,500,000.
Cash Surrender Value-Life Insurance	117,869.	117,869.
RCP Advisors Fund VII	185,982.	185,982.
Commonfund Capital Venture Partners IX	204,030.	204,030.
Metropolitan Real Estate Partners VII	535,979.	535,979.
Oaktree	4,057,399.	4,057,399.
Total	26,247,196.	26,247,196.

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	750,924.	58,592.	692,332.
Machinery and Equipment	162,403.	138,215.	24,188.
Furniture and Fixtures	218,417.	42,705.	175,712.
Software	12,860.	12,860.	0.
Copyright	4,178.	4,178.	0.
Total	1,148,782.	256,550.	892,232.

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	1,000,000.	1,000,000.
DEFERRED TAX LIABILITY	223,468.	106,616.
Total	1,223,468.	1,106,616.

Supporting Statement of:

Form 990-PF, p2/Line 24(a)

Description	Amount
BOARD DESIGNATED	521,313.
UNDESIGNATED	189,405,724.
Total	189,927,037.

Supporting Statement of:

Form 990-PF, p2/Line 24(b)

Description	Amount
BOARD DESIGNATED	20,350.
UNDESIGNATED	179,764,118.
Total	179,784,468.

PASO DEL NORTE HEALTH FOUNDATION
221 N Kansas St. Ste 1900
El Paso, TX 79901
EIN 74-1143071

Attachment to December 31, 2011 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: Casas de Cuidado Diario Infantiles de Cd. Juarez A.C
Ejido 1864 esquina con Brasil
Colonia Exhipodromo
Ciudad Juarez, Chihuahua, Mexico 32330

2) Date Paid in Current Tax Year:

- 7/27/2011 $22,064 41 HEAL 2011: Fortaleciendo la Nutricion en los Ninos y Ninas Juarenses de Casas de Cuidado Diario Infantiles
- 11/04/2011 $22,064 40 HEAL 2011 Fortaleciendo la Nutricion en los Ninos y Ninas Juarenses de Casas de Cuidado Diario Infantiles

Total Paid $44,128.81

3) Purpose: Casas de Cuidado proposes a pilot expansion of nutrition education and physical activity opportunities for children ages 18 months to 18 years within 10 home day cares.

4) Amount of Grant Spent by Grantee:

- $18,092.81 HEAL 2011: Fortaleciendo la Nutricion en los Ninos y Ninas Juarenses de Casas de Cuidado Diario Infantiles

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:

- HEAL 2011. Fortaleciendo la Nutricion en los Ninos y Ninas Juarenses de Casas de Cuidado Diario Infantiles
  Progress and Financial Report October 27, 2011

  Final and Financial Report February 24, 2012

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.

ATTACHMENT 1

PASO DEL NORTE HEALTH FOUNDATION
221 N Kansas St. Ste 1900
El Paso, TX 79901
EIN 74-1143071

Attachment to December 31, 2011 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
Fraccionamiento Paseo de las Torres
Ciudad Juarez, Chihuahua, Mexico 32575

2.) Date Paid in Current Tax Year:

- 2/15/2011 $19,250 00 2011: Club Juvenil Una Opcion Para Convivir en Paz
- 9/06/2011 $19,250.00 2011· Club Juvenil: Una Opcion Para Convivir en Paz

Total Paid $38,500.00

3) Purpose: Casa Amiga conducted workshops for youth and hosted a "Club Juvenil" during 2011. The youth workshops were designed to develop youth decision-making skills in family and social situations, particularly the development of non-violent responses to conflict. The Club Juvenil intends to offer youth a safe place to congregate, free from violence

4.) Amount of Grant Spent by Grantee.

- $23,100 00 2011: Club Juvenil: Una Opcion Para Convivir en Paz

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:

- 2011· Club Juvenil: Una Opcion Para Convivir en Paz
  Progress and Financial Report August 22, 2011

  Progress and Financial Report February 24, 2012

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
221 N Kansas St. Ste 1900
El Paso, TX 79901
EIN 74-1143071

Attachment to December 31, 2011 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: El Paso Inter-Religious Sponsoring Organization (EPISO)
3044 Taylor
El Paso, TX 79930

2) Date Paid in Current Tax Year:

None

3) Purpose. These funds are used to train more than 50 community volunteers on policy related to health coverage and healthcare access. EPISO's prime focus is in public education and advocacy regarding access to healthcare

4) Amount of Grant Spent by Grantee:

- $8,334 00 2010-2011: Project Specific Grant EPISO (from a grant made in fiscal year ending December 31, 2010)

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:

- 2010-2011. Project Specific Grant EPISO Final and Financial Report October 30, 2011

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
221 N Kansas St Ste 1900
El Paso, TX 79901
EIN 74-1143071

Attachment to December 31, 2011 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: Club de la Tercera Edad Epoca de Oro, A C.
Rancho El Indio 3343
Fraccionamiento Pradera Dorada
Ciudad Juarez, Chihuahua, Mexico 32440

2) Date Paid in Current Tax Year·

- 3/25/2011 $23,189 65 2011: Jovenes en Ciudad Juarez, Construccion de Entornos Familiares y Sociales Sanos, para la Prevencion
- 9/06/2011 $23,189 65 2011· Jovenes en Ciudad Juarez, Construccion de Entornos Familiares y Sociales Sanos, para la Prevencion

Total Paid $46,379.30

3) Purpose: Epoca de Oro conducted a number of educational and recreational activities for youth in the southeastern colonias of Ciudad Juarez The activities included. carpentry projects, rappelling, creative arts workshops, Art-Cultural Fairs, and workshops on community development and conflict resolution.

4.) Amount of Grant Spent by Grantee:

- $23,189 65 2011· Jovenes en Ciudad Juarez, Construccion de Entornos Familiares y Sociales Sanos, para la Prevencion

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:

- 2011 Jovenes en Ciudad Juarez, Construccion de Entornos Familiares y Sociales Sanos, para la Prevencion
  Progress and Financial Report August 24, 2011

  Final and Financial Report March 23, 2012

ATTACHMENT 1

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 (EIN: 74-1143071)

A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2011
Attachment 2 - Grants and Contributions Paid During the Year

Organization & Project Title	Address	Public Entity	Purpose of Grant	Amount
In-Kind Grants				
Albert Armendariz, Sr United States Courthouse	525 Magoffin El Paso, TX 79901	Governmental Unit	Donation of art pieces	$ 327,700 00
General Grants				
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 2011 member services	$ 29,000 00
Grantmakers in Health	1100 Connecticut Ave, NW Suite 1200 Washington, DC 20036-4110	501(c)(3)	Grantmakers in Health is a nonprofit, educational organization dedicated to helping foundations and corporate giving programs improve the health of all people Its mission is to foster communication and collaboration among grantmakers and others, and to help strenghten the grantmaking community's knowledge, skills, and effectiveness	$ 2,500 00
Council on Foundations	624 N Good-Latimer Expy Suite 100 Dallas, TX 75204	501(c)(3)	Servicing the public good by promoting and enhancing responsible and effective grantmaking 2011 member services	$ 14,500 00
Conference of Southwest Foundations	PO Box 75661 Baltimore, MD 21275	501(c)(3)	Supporting grantmakers by providing a forum for the exchange of ideas, experiences, and expertise within the Southwestern Region 2011 member services	$ 3,500 00
El Paso Museum of Art	One Arts Festival Plaza El Paso, TX 79901	501(c)(3)	To funding health education related to the Norman Rockwell "Picturing Health" Show	$ 1,000 00
Arbol de Vida 2011 Youth Enhancement at Arbol de Vida	PO Box 13285 El Paso, TX 79913	501(c)(3) 509(a)(1)	Arbol de Vida will enhance the organization's current services to youth who live at the home and to youth who live in the Colonia Anapra bordering their property Programming includes expanded nutritional services, physical activity programs, and a recreational club The organization plans to serve up to 100 youth	$31,377 50 $31,377 50
AVANCE, Inc. Major Grants 2008 AVANCE Parent-Child Education Program	616 N Virginia, Suite B El Paso, TX 79902	501(c)(3) 509(a)(1)	AVANCE will expand its nine-month "Parent-Child Education" program to serve more families in school sites in El Paso, TX and in Dona Ana County, New Mexico	$99,500 00 $99,500 00 $99,500 00 $99,500 00
Ben Archer Health Center	P O Box 370 Hatch, NM 87937	501(c)(3) 509(a)(1)		
2011 SFI KISSS (Kids Initiative and Smoking Support Services) Tobacco Goodbye			Ben Archer Health Center proposed to conduct the "Botvins Life Skills" curriculum with 6th and 9th grade students in Hatch and Deming	$33,387 20 $26,966 50
Goal 4 2010-2011 Plain Talk/ Hablando Claro			"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 71 $83,352 72

Paso del Norte Health Foundation (EIN: 74-1143071)

A Schedule Attached to and Made Part of Form 990-PF

For the Year Ended December 31, 2011

Attachment 2 - Grants and Contributions Paid During the Year

Organization & Project Title	Address	Public Entity	Purpose of Grant	Amount
Casa Amiga Centro de Crisis A C. 2011 Club Juvenil Una Opcion Para Convivir en Paz	Calle Durango 1916 Fracc Paseo de las Torres Cd Juarez, Chih , CP 32575	Foreign Entity	Casa Amiga will conduct workshops for youth and to host a "Club Juvenil" during 2011 The youth workshops are designed to develop youth decision-making skills in family and social situations, particularly the development of non-violent responses to conflict The Club Juvenil intends to offer youth a safe place to congregate, free from violence	$19,250 00 $19,250 00
Casas de Cuidado Diario Infantiles de Cd. Juarez A.C. HEAL 2011 Fortaleciendo la Nutricion en los Ninos y Ninas Juarenses de Casas de Cuidado Diario Infantiles	Ejido 1864 esq con Brasil Colonia Exhipodromo Cd Juarez, Chih , CP 32330	Foreign Entity	Casas de Cuidado proposes a pilot expansion of nutrition education and physical activity opportunities for children ages 18 months to 18 years within 10 home-day cares	$22,064 40 $22,064 41
Center Against Family Violence 2011 TSK Two Should Know	580 Giles El Paso, TX 79915	501(c)(3) 509(a)(1)	The Center Against Family Violence will provide "No Means No" presentations and identify, implement, and evaluate a best practices program to promote safe use of social media and educate parents and youth on risks associated with abuse of electronic relationship applications such as, text messaging, and Facebook	$60,245 00
Goal 4 Sexual Health 2008-2011 No Means No			The program aimed to demonstrate a positive impact on the health of children and youth, emphasizing interventions that improve sexual health among adolescents, and emphasizing primary prevention of child abuse In addition, the program addressed policies that schools must provide for violence prevention education programming	$68,673 00
Goal 4 Sexual Health 2008-2011 Healthy Relationships Outreach (HeRO)			The Healthy Relationships for High Risk Occupations (HERO) Program, is a sexual violence prevention program provided for men and women in El Paso and Hudspeth counties The program targets high-risk occupations, such as law enforcement and Border Patrol, and has been shown to increase knowledge and shift attitudes toward a reduction in intimate partner violence and domestic violence	$44,883 00
Centro San Vicente 2011 SFI Tobacco Control, Awareness and Education Program	8061 Alameda Ave El Paso, TX 79915	501(c)(3) 509(a)(1)	Centro San Vicente (CSV) proposes to enhance tobacco control by integrating smoking cessation interventions into the clinic's clinical visits CSV will also coordinate the Texas Youth Tobacco Prevention Task Force The task force works to increase the awareness of existing tobacco control within the legal system, and increase court referrals to authorized tobacco prevention programs	$36,455 26
Child Crisis Center 2011 TSK Teens Thinking Smart	2100 N Stevens El Paso, TX 79930	501(c)(3) 509(a)(1)	The El Paso Child Crisis Center will provide the "Teen Talk Sexuality Education Curriculum" to up to 500 at-risk youth ages 16-24 years of age who are enrolled in the David L Carrasco Job Corps Program, youth taking part in programs at the Boys and Girls Club, and students attending Mountain View High School in Clint Independent School District	$93,765 50
TSK 2008-11 No Kidding Straight Talk from Teen Parents			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	$80,626 81

Paso del Norte Health Foundation (EIN: 74-1143071)

A Schedule Attached to and Made Part of Form 990-PF

For the Year Ended December 31, 2011

Attachment 2 - Grants and Contributions Paid During the Year

Organization & Project Title	Address	Public Entity	Purpose of Grant	Amount
Children in Need of Services, Inc. (CHINS) 2011 SFI Tobacco Education and Cessation Help (TEACH) Program	501 24th St Alamogordo, NM 88310	501(c)(3) 509(a)(1)	Children in Need of Services will provide best practice programming such as the "Botvin Lifeskills" program for youth prevention, health education on the risks of secondhand smoke, and smoke free advocacy efforts in Otero County	$46,908 40 $46,908 40
City of El Paso 2011 SFI Get Real About Tobacco	2 Civic Center Plaza El Paso, TX 79901	Governmental Unit	The City of El Paso Department of Public Health will offer the "Get Real About Tobacco" (GRAT) Program options to area school districts and some private schools GRAT is a CDC Best Practive Model for prevention of initiation among children and youth	$68,189 00 $68,189 00
2011 TSK Focus El Paso			The City of El Paso Department of Public Health will partner with the Women Infants and Children (WIC) program and area family planning clinics to provide "Project Focus," a program to help in the prevention of sexually transmitted infections and unintended pregnancies The program target is women under the age of 20 years of age participating in the WIC program in El Paso County	$117,251 20
2011-Picturing Health Norman Rockwell & the Art of Illustration			To funding health education related to the Norman Rockwell "Picturing Health" show	$27,000 00
Goal 4 2010-2011 Comprehensive Sexual Health Program			The "Choices Two Should Know" Program is 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 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
HEAL 2011 El Paso Community Garden Pilot Project			To develop a prototype community garden plan and pilot test a garden at a one park location	$55,862 50
Club de la Tercera Edad Epoca de Oro, A.C. 2011 Jovenes en Cd Juarez, Construccion de Entornos Familiares y Sociales Sanos para la Prevencion	Rancho El Indio 3343 Fracc Pradera Dorada Cd Juarez, Chih , CP 32440	Foreign Entity	Epoca de Oro proposes to conduct a number of educational and recreational activities for youth in the southeastern colonias of Cd Juarez These activities include carpentry projects, rappelling, creative arts workshops, Art-Cultural Fairs, and workshops on community development and conflict resolution	$23,189 65 $23,189 65
County of El Paso HEAL 2011 Fit to Grow	500 E San Antonio Ave , Suite 301 El Paso, TX 79901-2424	Governmental Unit	To pilot test a community garden and to build a program model for employee/family wellness	$37,030 10
Cristo Rey Outreach, Inc. 2011 La Casita Youth Development Program	P O Box 1072 Sunland Park, NM 88063	501(c)(3) 509(a)(1)	La Casita will provide a safe environment for educational and recreational Summer programs for approximately 80 youth ages 5-17, in the Sunland Park Anapra community	$5,000 00
Deming Public Schools HEAL 2011 Wildcat Wellness Program	1001 South Diamond St Deming, NM 88030	Governmental Unit	For preliminary planning related to a new school health program	$5,618 00

Paso del Norte Health Foundation (EIN: 74-1143071)

A Schedule Attached to and Made Part of Form 990-PF

For the Year Ended December 31, 2011

Attachment 2 - Grants and Contributions Paid During the Year

Organization & Project Title	Address	Public Entity	Purpose of Grant	Amount
City of El Paso-Dept. of Public Health HEAL 2011 Health Impact Assessment & Employee Wellness Planning Project	5115 El Paso Drive El Paso, TX 79905	Governmental Unit	This planning grant is to receive training on and pilot test a Health Impact Assessment (HIA) as called for in the recent obesity prevention resolution The HIA will then be pilot tested The City plans to develop an employee wellness program	$25,297 80
El Paso Independent School District Major Grants 2008 Get HIP Now	6531 Boeing Drive El Paso, TX 79925	Governmental Unit 509(a)(1)	"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 complement the classroom health instruction Over 43,000 kindergarten through 8th grade students from 74 schools will benefit from this integrated approach	$91,752 50 $195,876 25 $195,876 25 $254,194 00
Families and Youth, Inc. 2011 SFI Smoke Free Dona Ana County	1320 S Solano Las Cruces, NM 88001	501(c)(3) 509(a)(1)	Families in Youth proposes to implement "Botvin's Lifeskills" program in Dona Ana County, New Mexico They will also develop a youth action group in Las Cruces and provide Lesbian, Gay, Bisexual, Transgendered, and Queer (LGBTQ) specific cessation programs for LGBTQ adults interested in quitting smoking	$30,000 00
The FEMAP Foundation HEAL 2011 Valoracion y Atencion Nutricional en el Ambito Escolar	1400 Hardaway, Suite 210 El Paso, TX 79903	501(c)(3) 509(a)(1)	To plan and evaluate a pilot nutrition program, based in community kitchens for children in Ciudad Juarez	$23,017 50 $23,017 50
2011 TSK "De Joven a Joven En Sexualidad tu Tienes la Palabra"			FEMAP will provide comprehensive sexuality education presentations for youth 12 to 18 years of age in primary and secondary schools in the Ciudad Juarez area to assist in the prevention of sexually transmitted infections and unintended pregnancies	$69,100 00
2011 Los Jovenes Como un Recurso de la Comunidad			In partnership with its Juarez based organization SADEC, FEMAP will develop and implement a program to decrease the likelihood that youth will drop out of school Youth from seven school sites will participate in conflict resolution training, "youth as resources" workshops, and youth-developed community service projects Extracurricular athletic and artistic activities will also be made available to the students	$56,166 00 $56,166 00
Goal 4 2010-2011 Jovenes, Cultura y Sexualidad			The Youth Culture and Sexuality program will provide 11,000 youth of Ciudad Juarez with educational workshops, including puppet shows, an art exhibit for the promotion of sexual health and teen group discussion	$38,702 13 $38,702 12
La Semilla Food Center HEAL 2011 La Semilla Planning Project	PO Box 2579 Mesilla, NM 88021	501(c)(3) 509(a)(2)	For regional food system planning by building La Semilla's capacity to operate a youth farm, pilot a farm-to-school program, engage the community in planning with a Regional Food Summit, and build regional partnerships	$43,202 00
Texas A&M Foundation 2011 SFI Colonias Smoke-Free Project	401 George Bush Drive College Station, TX 77840	501(c)(3) 509(a)(1)	The Colonias program intends to reduce exposure to secondhand smoke using the "Mi Familia No Fuma" program in the colonias of El Paso County The organization will work on public policy by building community coalitions to promote smoke-free workplaces The Colonias program also facilitates a youth coalition that works to promote Smoke Free lifestyles among the members' peers	$40,775 00 $40,775 00

Paso del Norte Health Foundation (EIN: 74-1143071)

A Schedule Attached to and Made Part of Form 990-PF

For the Year Ended December 31, 2011

Attachment 2 - Grants and Contributions Paid During the Year

Organization & Project Title	Address	Public Entity	Purpose of Grant	Amount
University of Texas at El Paso HEAL 2011 Community Garden Projects Evaluation	500 W University El Paso, TX 79968	Governmental Unit	To evaluate three regional community garden projects	$24,337 50
2011 Safe Place One City One Future Bi-National Youth Exchange			This project is a collaborative effort among numerous organizations coordinated by the UTEP Rubin center The objective of the project is to have children and youth from selected Juarez and El Paso schools express emotions about the violence in Juarez through artistic media The students will share their experiences through electronic communication in the school setting	$11,000 00
2011 SFI StopLite Reducing Smoking Prevalence and Supporting Smoke Free Policy			UTEP Psychology Department proposes to implement and gather data on the smoker evidence-based program known as Stop-Lite The University will continue its cessation efforts at UTEP, Centro San Vicente, William Beaumont Army Medical Center, and will expand to provide the intervention to patients and employees of the University Medical Center of El Paso	$53,615 00 $50,143 00
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 campaing, promoted clean indoor air policies, and supported the initiative across the region	$319,407 84 $319,407 84
University of Texas Health Service Center at Houston 2011 SFI Evaluation of Smoke Free Youth Coalitions			In collaboration with the youth coalitions that are part of "A Smoke Free Paso del Norte," the grantee will conduct an evaluation of the youth coalitions funded during the 2011-2012 program year The evaluation project seeks to understand the extent to which these coalitions increase youth capacity to advocate for smoke-free policies and to identify factors that contribute to increased coalition success The grantee also intends to evaluate different aspects of coalition	$15,000 00
Youth Life Skills Fore Greater El Paso, Inc. HEAL 2011 The First Tee of Greater El Paso's Success in Nine 9 Core Values and 9 Healthy Habits	1790 N Lee Trevino Dr Suite 205 P O Box 222061 El Paso, TX 79936-4525	501(c)(3) 509(a)(1)	The primary purpose of this planning grant is to pilot test the National School Program in elementay schools and market the "Out of School Golf Opportunities" at 10 elementary schools	$11,520 00 $11,520 00
Ysleta Del Sur Pueblo 2011 SFI Tigua Smoke Out Program	119 S Old Pueblo Road PO Box 17579 El Paso, TX 79907	Governmental Unit	Ysleta del Sur Pueblo will provide tobacco cessation and youth tobacco prevention education to tribe members in El Paso County The pueblo is also working to institutionalize tobacco control interventions within its health center	$36,388 00 $36,388 00
YWCA El Paso del Norte Region Major Grants 2008 YW Zones	201 E Main, Suite #400 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 cardio respiratory fitness Classes incorporate music, dance, and body conditioning, challenging children to try new fun fitness activities	$59,262 75 $59,262 75 $59,262 75
Grand Totals				**$4,532,287.51**

Paso del Norte Health Foundation (EIN: 74-1143071)
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2011
Attachment 3-Grants and Contributions Approved for Future Payment

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
Center Against Family Violence 2011 TSK Two Should Know	580 Giles El Paso , TX 79915	501(c)(3) 509(a)(1)	The Center Against Family Violence will provide "No Means No" presentations and identify, implement, and evaluate a best practices program to promote safe use of social media and educate parents and youth on risks associated with abuse of electronic relationship applications such as text messaging and Facebook	$60,245 00
Centro San Vicente 2011 SFI Tobacco Control, Awareness and Education Program	8061 Alameda Ave El Paso, TX 79915	501(c)(3) 509(a)(1)	Centro San Vicente (CSV) proposes to enhance tobacco control by integrating smoking cessation interventions into the clinic's clinical visits CSV will also coordinate the Texas Youth Tobacco Prevention Task Force The task force works to increase the awareness of existing tobacco control laws within the legal system and increase court referrals to authorized tobacco prevention programs	$36,455 25
Child Crisis Center 2011 TSK Teens Thinking Smart	2100 N Stevens El Paso, TX 79930	501(c)(3) 509(a)(1)	The El Paso Child Crisis Center will provide the "Teen Talk Sexuality Education Curriculum" to up to 500 at risk youth ages 16-24 years of age who are enrolled in the David L Carrasco Job Corps Program, youth taking part in programs at the Boys and Girls Club, and students attending Mountain View High School in Clint Independent School District	$93,765 50
Children in Need of Services, Inc. (CHINS) 2012-REALIZE - Promoting Resiliency in Infants and Toddlers Through Policy Development and Promising Practices	501 24th St Alamogordo, NM 88310	501(c)(3) 509(a)(1)	To develop leadership skills while conducting a policy dialog resulting in a policy statement regarding early intervention for child abuse	$17,028 00 $17,028 00
City of El Paso 2011 TSK Focus El Paso	2 Civic Center Plaza El Paso, TX 79901	Governmental Unit	The City of El Paso Department of Public Health will partner with the Women Infants and Children (WIC) program and area family planning clinics to provide "Project Focus" a program to help in the prevention of sexually transmitted infections and unintended pregnancies The program target is women under the age of 20 years of age participating in the WIC program in El Paso County	$117,251 20
HEAL 2011 El Paso Community Garden Pilot Project			To develop a prototype community garden plan and pilot test a garden at one park location	$55,862 50

Paso del Norte Health Foundation (EIN: 74-1143071)
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2011
Attachment 3-Grants and Contributions Approved for Future Payment

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
County of El Paso HEAL 2011 Fit to Grow	500 E San Antonio Ave Ste 301 El Paso, TX 79901-2424	Governmental Unit	To pilot test a community garden and to build a program model for employee/family wellness	$37,030 00 $37,030 00
City of El Paso - Department of Public Health HEAL 2011 Health Impact Assessment and Employee Wellness Planning Project	5115 El Paso Drive El Paso, TX 79905	Governmental Unit	This planning grant is to receive training on and pilot test a Health Impact Assessments (HIA) as called for in the recent obesity prevention resolution The HIA will then be pilot tested The city plans to develop an employee wellness program	$25,297 80
Families and Youth, Inc. 2011 SFI Smoke Free Doña Ana County	1320 S Solano Las Cruces, NM 88001	501(c)3 509(a)(1)	Families in Youth proposes to implement "Botvin's Lifeskills" program in Doña Ana County, New Mexico They will also develop a youth action group in Las Cruces and provide Lesbian, Gay, Bisexual, Transgendered, and Queer (LGBTQ)-specific cessation programs for LGBTQ adults interested in quitting smoking	$30,000 00
The FEMAP Foundation 2011 TSK "De Joven a Joven En Sexualidad tu Tienes la Palabra"	1400 Hardaway, Ste 210 El Paso , TX 79903	501(c)3 509(a)(1)	FEMAP will provide comprehensive sexuality education presentations for youth 12 to 18 years of age in primary and secondary schools in the Ciudad Juarez area area to assist in the prevention of sexually transmitted infections and unintended pregnancies	$69,100 00
La Semilla Food Center 2012-REALIZE - Enhancing Childhood Nutrition	PO Box 2579 Mesilla, NM 88021	501(c)3 509(a)(2)	To develop leadership capacity while analyzing menus at YWCA childcare centers and improving nutrition knowledge among childcare workers and parents	$12,270 50 $12,270 50
HEAL 2011 *La Semilla Planning Project*			For regional food system planning by building La Semillas' capacity to operate a youth farm, pilot a farm-to-school program, engage the community in planning with a Regional Food Summit and build partnerships	$43,202 00
Rio Grande Cancer Foundation 2012-REALIZE - Smoke Free- Taking it to the Next Level	10460 Vista Del Sol, Ste 101 El Paso, TX 79925	501(c)3 509(a)(1)	To develop a policy advocacy approach for tobacco control	$10,175 00 $10,175 00
2012-REALIZE - Hosting with Purpose A community process for retention of our medical talent			To establish a planning framework, using the Art of Hosting, to retain medical talent in the Paso del Norte region	$ 6,022 50 $ 6,022 50

Paso del Norte Health Foundation (EIN: 74-1143071)
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2011
Attachment 3-Grants and Contributions Approved for Future Payment

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
University of Texas at El Paso	500 W University	Governmental	UTEP Psychology, the Organizing Agency (OA) of "A smoke Free Paso del	$438,472 00
2012 SFI Systematic Regional Tobacco Control-Organizing Agency	El Paso, TX 79968	Unit	Norte," has four primary goals First, the OA will continue to develop and assess media messaging for adult tobacco cessation, youth tobacco prevention, and regional and campus smoke free campaigns Second, the OA will work to provide strong leadership to and assessment of the El Paso / Cd Juarez Tobacco Control Network Third, the OA will continue to provide technical assistance to "A Smoke Free Paso del Norte" grantees Finally, the OA will educate and promote regional Clean Indoor Air Ordinances and campus smoke free policies Through these and multiple other objectives, the OA plans to work in a coordinated fashion with regional tobacco control stakeholders to significantly reduce tobacco use prevalence in the region	$438,472 00 $400,478 50 $400,478 50 $331,709 00 $331,709 00
HEAL 2011 Community Garden Projects Evaluation			To evaluate three regional community garden projects	$24,337 50
2011 SFI StopLite Reducing Smoking Prevalence and Supporting Smoke Free policy			UTEP Psychology Department proposes to implement and gather data on the sometimes smoker evidence-based program known as StopLite The university will continue its cessation efforts at UTEP, Centro San Vicente, William Beaumont Army Medical Center and will expand to provide the intervention to patients and employees of the University medical Center of El Paso	$53,615 00
YMCA of Greater El Paso, TX & Rio Grande Valley	808 Montana	501(c)3	To promote leadership among this REALIZE group and empower a rural	$ 5,500 00
2012 REALIZE-Healthy Community Circles	El Paso, TX 79902	509(a)(2)	community for improved health	$ 5,500 00
Grand Totals				**$3,126,502.75**

PASO DEL NORTE HEALTH FOUNDATION (EIN: 74-1143071)
A Schedule Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2011
Attachment 4 - REALIZE Program Expenses

Salaries	43,694
Payroll taxes and employee benefits	10,536
Food and Beverage	4,868
Office Supplies	570
Materials for Program	9,655
Telephone	6
Postage	20
Parking	4
Facilities rental	11,993
Dues and memberships	55
Travel	1,024
Foundation relations	250
Media relations	295
Presenters	2,423
Contracts-Evaluations, Other	157,442
TOTAL	242,834

Form **8832**
(Rev January 2011)
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
	Nycomed Sweden Holding 2 AB	98-1023191
	Number, street, and room or suite no If a P O box, see instructions Biblioteksgatan 12 - Box 5573	
	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 SE - 114 85 Stockholm Sweden	

▶ Check if [ ] Address change [ ] Late classification relief sought under Revenue Procedure 2009-41

Part I Election Information

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 [X] 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

[X] No Skip line 2b and go to line 3

2b Was the eligible entity's prior election an initial classification election by a newly formed entity that was 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

[X] No You can elect to be classified as an association taxable as a corporation or to be 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 ▶ Nycomed S C A SICAR
b Identifying number of owner ▶ 98-0528065

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 ▶

For Paperwork Reduction Act Notice, see Instructions.

Form 8832 (Rev 1-2011)

JSA
0X2623 2 000

Part I Election Information (Continued)

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 [X] 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 ▶ Sweden

8 Election is to be effective beginning (month, day, year) (see instructions) ▶ 9/29/11

9 Name and title of contact person whom the IRS may call for more information
Kristoffer Melinder

10 Contact person's telephone number
-46 8 506 32 300

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 election and consent statement, and to the best of my (our) knowledge and belief, this election and consent statement are true, correct, and complete If I am an officer, manager, or member signing for the entity, I further declare under penalties of perjury that I am authorized to make the election on its behalf

Signature(s)	Date	Title

Part II Late Election Relief

11 Provide the explanation as to why the entity classification election was not filed on time (see instructions)

Under penalties of perjury, I (we) declare that I (we) have examined this election, including accompanying documents, and, to the best of my (our) knowledge and belief, the election contains all the relevant facts relating to the election, and such facts are true, correct, and complete I (we) further declare that I (we) have personal knowledge of the facts and circumstances related to the election I (we) further declare that the elements required for relief in Section 4 01 of Revenue Procedure 2009-41 have been satisfied

Signature(s)	Date	Title
[signature]		

Form **8832**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print	Name of eligible entity making election: Emerlux 2 S.a.r.l.	Employer identification number: 98-1029346
	Number, street, and room or suite no. If a P.O. box, see instructions: 282 route de Longwy	
	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. L-1940 Luxembourg	

▶ Check if: ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41

Part I Election Information

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 an initial classification election by a newly formed entity that was 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 to be 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 ▶ P4 Sub Continuing LP. 1
b Identifying number of owner ▶ None

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 ▶

For Paperwork Reduction Act Notice, see Instructions. Form **8832** (Rev. 1-2011)

ISA

confidential
Graeme Keenan
Mar 30 2012 11:33

confidential
Graeme Keenan
Mar 31 2012 1 32

Part I **Election Information** (Continued)

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 ▶ Luxembourg

8 Election is to be effective beginning (month, day, year) (see instructions) . . . . . ▶ 10/19/2011

9 Name and title of contact person whom the IRS may call for more information	10 Contact person's telephone number
Jeannette Martin	(408) 817-3722

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 election and consent statement, and to the best of my (our) knowledge and belief, this election and consent statement are true, correct, and complete. If I am an officer, manager, or member signing for the entity, I further declare under penalties of perjury that I am authorized to make the election on its behalf.

Signature(s)	Date	Title
	14 December 2011	Séverine MICHEL Manager

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Graeme Keenan
Mar 30 2012 11 33

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Graeme Keenan
Mar 30, 2012

Part II Late Election Relief

11 Provide the explanation as to why the entity classification election was not filed on time (see instructions).

Under penalties of perjury, I (we) declare that I (we) have examined this election, including accompanying documents, and, to the best of my (our) knowledge and belief, the election contains all the relevant facts relating to the election, and such facts are true, correct, and complete. I (we) further declare that I (we) have personal knowledge of the facts and circumstances related to the election. I (we) further declare that the elements required for relief in Section 4.01 of Revenue Procedure 2009-41 have been satisfied.

Signature(s)	Date	Title

Confidential
Graeme Keenan
Mar 30, 2012

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Graeme Keenan
Mar 30 2012 11:33

Form **8832**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print	Name of eligible entity making election: Greeneden Topco S.C.A.	Employer identification number: 98-1029194
	Number, street, and room or suite no. If a P.O. box, see instructions.: 282 route de Longwy	
	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.: L-1940 Luxembourg	

▶ Check if: ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41

Part I Election Information

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 an initial classification election by a newly formed entity that was 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 to be 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 ▶ N/A
b Employer identification number ▶ N/A

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Mar 30 2012 11:33

Part I Election Information (Continued)

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 ▶ Luxembourg

8 Election is to be effective beginning (month, day, year) (see instructions) . . . . . ▶ 10/06/2011

9 Name and title of contact person whom the IRS may call for more information: Claire Knolly

10 Contact person's telephone number: (415) 498-7193

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 election and consent statement, and to the best of my (our) knowledge and belief, this election and consent statement are true, correct, and complete. If I am an officer, manager, or member signing for the entity, I further declare under penalties of perjury that I am authorized to make the election on its behalf.

Signature(s)	Date	Title
	14 December 2011	Séverine MICHEL Manager of Greenedge Sàrl, Manager

Confidential
Graeme Keenan
Mar 30 2012 11:33

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Graeme Keenan
Mar 30 2012 11:33

Part II **Late Election Relief**

11 Provide the explanation as to why the entity classification election was not filed on time (see instructions).

Under penalties of perjury, I (we) declare that I (we) have examined this election, including accompanying documents, and, to the best of my (our) knowledge and belief, the election contains all the relevant facts relating to the election, and such facts are true, correct, and complete. I (we) further declare that I (we) have personal knowledge of the facts and circumstances related to the election. I (we) further declare that the elements required for relief in Section 4.01 of Revenue Procedure 2009-41 have been satisfied.

Signature(s)	Date	Title

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Mar 30 2012 11:33

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Greeme Keenan
Mar 30 2012 11 33

Form **8832**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print	Name of eligible entity making election: Greeneden S.a.r.l.	Employer identification number: 98-1029170
	Number, street, and room or suite no. If a P.O. box, see instructions.: 282 route de Longwy	
	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.: L-1940 Luxembourg	

▶ Check if: ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41

Part I Election Information

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 an initial classification election by a newly formed entity that was 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 to be 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 ▶ N/A
b Employer identification number ▶ N/A

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Mar 30 2012 11 33

Part I **Election Information** (Continued)

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 ▶ Luxembourg

8 Election is to be effective beginning (month, day, year) (see instructions) . . . . . ▶ 10/06/2011

9 Name and title of contact person whom the IRS may call for more information	10 Contact person's telephone number
Claire Knollys	(415) 498-7193

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 election and consent statement, and to the best of my (our) knowledge and belief, this election and consent statement are true, correct, and complete. If I am an officer, manager, or member signing for the entity, I further declare under penalties of perjury that I am authorized to make the election on its behalf.

Signature(s)	Date	Title
	14 Decembre 2011	Séverine MICHEL Manager

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Graeme Keenan
Mar 30 2012 11:33

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Graeme Keenan
Mar 30 2012 11 33

Part II Late Election Relief

11 Provide the explanation as to why the entity classification election was not filed on time (see instructions).

Under penalties of perjury, I (we) declare that I (we) have examined this election, including accompanying documents, and, to the best of my (our) knowledge and belief, the election contains all the relevant facts relating to the election, and such facts are true, correct, and complete. I (we) further declare that I (we) have personal knowledge of the facts and circumstances related to the election. I (we) further declare that the elements required for relief in Section 4.01 of Revenue Procedure 2009-41 have been satisfied.

Signature(s)	Date	Title

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Graeme Keenan
Mar 30 2012 11 33

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Graeme Keenan
Mar 30 2012 11 33

Form **8832**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print	Name of eligible entity making election Bluedrip Managers Limited	Employer identification number 98-1033564
	Number, street, and room or suite no. If a P.O box, see instructions. PO Box 255, 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. Les Banques, St Peter Port, Guernsey, GY1 3QL	

▶ Check if: ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41

Part I Election Information

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 an initial classification election by a newly formed entity that was 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 to be 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 ▶ _____

For Paperwork Reduction Act Notice, see instructions. Cat No. 22598R Form **8832** (Rev. 1-2011)

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Mar 30 2012 11 33

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Graeme Keenan
Mar 31 2012 11:33

Part I Election Information (Continued)

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) . . . . . ▶ 12/14/2011

9 Name and title of contact person whom the IRS may call for more information
Kees Vincent Jager, Director

10 Contact person's telephone number
44 1481 745 409

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 election and consent statement, and to the best of my (our) knowledge and belief, this election and consent statement are true, correct, and complete. If I am an officer, manager, or member signing for the entity, I further declare under penalties of perjury that I am authorized to make the election on its behalf.

Signature(s)	Date	Title
	23-01-2012	Director

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Graeme Keenan
Mar 31 2012 11:33

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Graeme Keenan
Mar 30 2012 11:33

Part II **Late Election Relief**

11 Provide the explanation as to why the entity classification election was not filed on time (see instructions).

Under penalties of perjury, I (we) declare that I (we) have examined this election, including accompanying documents, and, to the best of my (our) knowledge and belief, the election contains all the relevant facts relating to the election, and such facts are true, correct, and complete. I (we) further declare that I (we) have personal knowledge of the facts and circumstances related to the election. I (we) further declare that the elements required for relief in Section 4.01 of Revenue Procedure 2009-41 have been satisfied.

Signature(s)	Date	Title

Confidential
Graeme Keenan
Mar 30 2012 11:33

Form **8832**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print	Name of eligible entity making election Bluedrip Topco S.àr.l.	Employer identification number 98-1019683
	Number, street, and room or suite no. If a P.O. box, see instructions. 282, route de Longwy	
	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. L-1940 Luxembourg	

▶ Check if: ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41

Part I Election Information

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 an initial classification election by a newly formed entity that was 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 to be 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 ▶ _____

For Paperwork Reduction Act Notice, see instructions. Cat. No. 22598R Form **8832** (Rev. 1-2011)

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Graeme Keenan
Mar 30 2012 11 33

Part I **Election Information** (Continued)

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 ▶ Luxembourg

8 Election is to be effective beginning (month, day, year) (see instructions) . . . . . ▶ 8/8/2011

9 Name and title of contact person whom the IRS may call for more information
Cédric Pedoni, Manager

10 Contact person's telephone number
+352 26 86 81 1

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 election and consent statement, and to the best of my (our) knowledge and belief, this election and consent statement are true, correct, and complete. If I am an officer, manager, or member signing for the entity, I further declare under penalties of perjury that I am authorized to make the election on its behalf.

Signature(s)	Date	Title
	10/6/2011	Manager

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Graeme Keenan
Mar 30 2012 11 33

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Graeme Keenan
Mar 30 2012 11:33

Part II Late Election Relief

11 Provide the explanation as to why the entity classification election was not filed on time (see instructions).

Under penalties of perjury, I (we) declare that I (we) have examined this election, including accompanying documents, and, to the best of my (our) knowledge and belief, the election contains all the relevant facts relating to the election, and such facts are true, correct, and complete. I (we) further declare that I (we) have personal knowledge of the facts and circumstances related to the election. I (we) further declare that the elements required for relief in Section 4.01 of Revenue Procedure 2009-41 have been satisfied.

Signature(s)	Date	Title

Confidential
Graeme Keenan
Mar 30 2012 11:33

Form **8832**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No 1545-1516

Type or Print	Name of eligible entity making election Bluedrip Midco S a r l	Employer identification number
	Number, street, and room or suite no If a P O box, see instructions 282, route de Longwy	
	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 L-1940 Luxembourg	

▶ Check if ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41

Part I Election Information

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 an initial classification election by a newly formed entity that was 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 to be 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 ▶

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Part I **Election Information** (Continued)

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 ▶ Luxembourg

8 Election is to be effective beginning (month, day, year) (see instructions) . . . ▶ 12/1/2011

9 Name and title of contact person whom the IRS may call for more information
Cédric Pedoni, Manager

10 Contact person's telephone number
+352 26 86 811

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 election and consent statement, and to the best of my (our) knowledge and belief, this election and consent statement are true, correct, and complete If I am an officer, manager, or member signing for the entity, I further declare under penalties of perjury that I am authorized to make the election on its behalf

Signature(s)	Date	Title
	01-23-2012	Manager

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Part II **Late Election Relief**

11 Provide the explanation as to why the entity classification election was not filed on time (see instructions)

Under penalties of perjury, I (we) declare that I (we) have examined this election, including accompanying documents, and, to the best of my (our) knowledge and belief, the election contains all the relevant facts relating to the election, and such facts are true, correct, and complete I (we) further declare that I (we) have personal knowledge of the facts and circumstances related to the election I (we) further declare that the elements required for relief in Section 4 01 of Revenue Procedure 2009-41 have been satisfied.

Signature(s)	Date	Title

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Form **8832**
(Rev. February 2010)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print	Name of eligible entity making election LuxGEO GP S.ar.l.	Employer identification number 98-0694936
	Number, street, and room or suite no. If a P.O. box, see instructions 282, route de Longwy, L-1940 Luxembourg	
	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. Luxembourg	

▶ 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 ▶

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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 ▶ **Luxembourg**

8 Election is to be effective beginning (month, day, year) (see instructions) . . . . . ▶ **2/14/2011**

9 Name and title of contact person whom the IRS may call for more information
Severine Michel and Yann Bak, Managers

10 Contact person's telephone number
352/2686811

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
	3/17/2011	Manager
	3/17/2011	Manager

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Form **8832**
(Rev. February 2010)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print	Name of eligible entity making election Geo Travel Finance SCA	Employer identification number 98-0694935
	Number, street, and room or suite no. If a P.O box, see instructions. 282, route de Longwy, L-1940 Luxembourg	
	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 Luxembourg	

▶ 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 ▶

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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 ▶ **Luxembourg**

8 Election is to be effective beginning (month, day, year) (see instructions) . . . . . ▶ **2/15/2011**

9 Name and title of contact person whom the IRS may call for more information
LuxGEO GP S.ar.l.: Severine Michel and Yann Bak, Managers

10 Contact person's telephone number
352/2686811

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
	3/17/2011	Manager
	3/17/2011	Manager

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Mar 30 2012 11:33

Form **8832**
(Rev. February 2010)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print	Name of eligible entity making election LuxGEO S.a.r.l.	Employer identification number 98-0694932
	Number, street, and room or suite no. If a P.O. box, see instructions. 282, route de Longwy, L-1940 Luxembourg	
	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. Luxembourg	

▶ 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 ▶ **Geo Travel Finance SCA**
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 ▶

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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 ▶ Luxembourg

8 Election is to be effective beginning (month, day, year) (see instructions) . . . . . ▶ 1/13/2011

9 Name and title of contact person whom the IRS may call for more information
Severine Michel and Yann Bak, Managers

10 Contact person's telephone number
352/2686811

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
	3/17/2011	Manager
	3/17/2011	Manager

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Form **8832**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No 1545-1516

Type or Print	Name of eligible entity making election G Co-Investment I S.C.A.	Employer identification number
	Number, street, and room or suite no If a P O. box, see instructions 282, route de Longwy	
	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 L-1940 Luxembourg, Grand Duchy of Luxembourg	

▶ Check if: ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41

Part I Election Information

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 an initial classification election by a newly formed entity that was 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 to be 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 ▶

For Paperwork Reduction Act Notice, see instructions. Cat No 22598R Form **8832** (Rev. 1-2011)

Part I **Election Information** (Continued)

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 ▶ Luxembourg

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

9 Name and title of contact person whom the IRS may call for more information
Brian Allen, Attorney

10 Contact person's telephone number
212-903-9396

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 election and consent statement, and to the best of my (our) knowledge and belief, this election and consent statement are true, correct, and complete. If I am an officer, manager, or member signing for the entity, I further declare under penalties of perjury that I am authorized to make the election on its behalf

Signature(s)	Date	Title
[signature]		Séverine MICHEL Manager A
[signature]		Andreas DEMMEL Manager B

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Mar 30 2012 11:33

Part II **Late Election Relief**

11 Provide the explanation as to why the entity classification election was not filed on time (see instructions).

Under penalties of perjury, I (we) declare that I (we) have examined this election, including accompanying documents, and, to the best of my (our) knowledge and belief, the election contains all the relevant facts relating to the election, and such facts are true, correct, and complete. I (we) further declare that I (we) have personal knowledge of the facts and circumstances related to the election. I (we) further declare that the elements required for relief in Section 4.01 of Revenue Procedure 2009-41 have been satisfied.

Signature(s)	Date	Title
		Severine MICHEL Manager A
		Andreas DEMMEL Manager B

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Form **8832**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No 1545-1516

Type or Print	Name of eligible entity making election G Co-Investment II S C A	Employer identification number
	Number, street, and room or suite no. If a P O box, see instructions 282, route de Longwy	
	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 L-1940 Luxembourg, Grand Duchy of Luxembourg	

▶ Check if: ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41

Part I Election Information

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 an initial classification election by a newly formed entity that was 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 to be 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 ▶ .....

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Part I **Election Information** (Continued)

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 ▶ Luxembourg

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

9 Name and title of contact person whom the IRS may call for more information
Brian Allen, Attorney

10 Contact person's telephone number
212-903-9396

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 election and consent statement, and to the best of my (our) knowledge and belief, this election and consent statement are true, correct, and complete If I am an officer, manager, or member signing for the entity, I further declare under penalties of perjury that I am authorized to make the election on its behalf.

Signature(s)	Date	Title
		Séverine MICHEL
		~~Manager A~~
		Andreas DEMMEL
		Manager B

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Part II Late Election Relief

11 Provide the explanation as to why the entity classification election was not filed on time (see instructions).

Under penalties of perjury, I (we) declare that I (we) have examined this election, including accompanying documents, and, to the best of my (our) knowledge and belief, the election contains all the relevant facts relating to the election, and such facts are true, correct, and complete. I (we) further declare that I (we) have personal knowledge of the facts and circumstances related to the election. I (we) further declare that the elements required for relief in Section 4.01 of Revenue Procedure 2009-41 have been satisfied.

Signature(s)	Date	Title
		Séverine MICHEL ~~Manager A~~
		Andreas DEMMEL Manager B

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Mar 30 2012 11 33

Form **8832**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No 1545-1516

Type or Print	Name of eligible entity making election G Co-Investment GP S.a r.l.	Employer identification number
	Number, street, and room or suite no If a P O box, see instructions 282, route de Longwy	
	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 L-1940 Luxembourg, Grand Duchy of Luxembourg	

▶ Check if: ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41

Part I Election Information

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 an initial classification election by a newly formed entity that was 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 to be 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 ▶

For Paperwork Reduction Act Notice, see instructions. Cat. No 22598R Form **8832** (Rev 1-2011)

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Mar 30 2012 11 33

Part I Election Information (Continued)

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 ▶ Luxembourg

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

9 Name and title of contact person whom the IRS may call for more information
Brian Allen, Attorney

10 Contact person's telephone number
212-903-9396

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 election and consent statement, and to the best of my (our) knowledge and belief, this election and consent statement are true, correct, and complete. If I am an officer, manager, or member signing for the entity, I further declare under penalties of perjury that I am authorized to make the election on its behalf.

Signature(s)	Date	Title
		Severine MICHEL Manager A
		Andreas DEMMEL Manager B

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Graeme Keenan
Mar 30 2012 11:33

Part II Late Election Relief

11 Provide the explanation as to why the entity classification election was not filed on time (see instructions)

Under penalties of perjury, I (we) declare that I (we) have examined this election, including accompanying documents, and, to the best of my (our) knowledge and belief, the election contains all the relevant facts relating to the election, and such facts are true, correct, and complete I (we) further declare that I (we) have personal knowledge of the facts and circumstances related to the election. I (we) further declare that the elements required for relief in Section 4.01 of Revenue Procedure 2009-41 have been satisfied.

Signature(s)	Date	Title
		Séverine MICHEL Manager A
		Andreas DEMMEL Manager B

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Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709 5-8-13 b

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990 T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6 month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120 C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions PASO DEL NORTE HEALTH FOUNDATION	Employer identification number (EIN) or [X] 74-1143071
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 221 N.KANSAS ST., #1900	Social security number (SSN) [ ]
	City, town or post office, state and ZIP code For a foreign address, see instructions EL PASO TX 79901	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MARCELA GARCIA, CFO

Telephone No ► (915) 544-7636 FAX No ► (915) 544-7713

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

1 I request an automatic 3 month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15, 20 12, to file the exempt organization return for the organization named above The extension is for the organization's return for:
► [X] calendar year 20 11 or
► [ ] tax year beginning _____, 20 ___, and ending _____, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 44,912.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 150,000.
c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2012)

FIFZ0501 01/04/12

COPY

SCANNED 8-2-12

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

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

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

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	PASO DEL NORTE HEALTH FOUNDATION	[X] 74-1143071
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions	Social security number (SSN)
	221 N.KANSAS ST., #1900	[ ]
	City, town or post office, state and ZIP code For a foreign address, see instructions	
	EL PASO TX 79901	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

- The books are in care of ► MARCELA GARCIA, CFO
  Telephone No ► (915) 544-7636 FAX No ► (915) 544-7713
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until Nov 15 , 20 12

5 For calendar year 2011 , or other tax year beginning _____ , 20 __ , and ending _____ , 20 __

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension INFORMATION FROM THIRD PARTIES IS NOT YET AVAILABLE TO COMPLETE AN ACCURATE TAX RETURN

8a If this application is for Form 990-BL, 990 PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 90,568.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 150,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ► Marcela Garcia Title ► CFO Date ► 8/1/2012