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

2012

For calendar year 2012, or tax year beginning , 2012, 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: ☒ 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*) ► $ 204,802,919.

J Accounting method: ☐ Cash ☒ 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)	1,460.			
2	Ck ► ☒ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	11.	11.		
4	Dividends and interest from securities	2,307,691.	2,307,691.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	4,278,759.	L-6a Stmt		
b	Gross sales price for all assets on line 6a 37,144,807.				
7	Capital gain net income (from Part IV, line 2)		4,286,882.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) See Line 11 Stmt	3,501,571.	3,187,818.	297,500.	
12	**Total.** Add lines 1 through 11	10,089,492.	9,782,402.	297,500.	
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc	455,509.			452,564.
14	Other employee salaries and wages	569,106.	56,655.		519,581.
15	Pension plans, employee benefits	291,740.	14,001.		275,832.
16a	Legal fees (attach schedule) L-16a Stmt	7,161.		1,124.	5,617.
b	Accounting fees (attach sch)	47,097.			47,948.
c	Other prof fees (attach sch) L-16c Stmt	1,202,335.	517,008.	291,085.	385,231.
17	Interest				
18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	517,630.			
19	Depreciation (attach sch) and depletion	113,081.			
20	Occupancy	115,301.			93,177.
21	Travel, conferences, and meetings	32,948.	4,283.		29,049.
22	Printing and publications	26,437.	67.		30,588.
23	Other expenses (attach schedule) See Line 23 Stmt	176,570.	1,332.	241.	177,040.
24	**Total operating and administrative expenses.** Add lines 13 through 23	3,554,915.	593,346.	292,450.	2,016,627.
25	Contributions, gifts, grants paid	5,489,284.			3,373,607.
26	**Total expenses and disbursements.** Add lines 24 and 25	9,044,199.	593,346.	292,450.	5,390,234.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	1,045,293.			
b	**Net investment income** (if negative, enter -0-)		9,189,056.		
c	**Adjusted net income** (if negative, enter -0-)			5,050.	

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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	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	496,129.	428,144.	428,144.
	3 Accounts receivable ▶ 66,874.			
	Less: allowance for doubtful accounts ▶	105,764.	66,874.	66,874.
	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	11,226.	12,359.	12,359.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	109,339,620.	123,000,036.	123,000,036.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	47,549,981.	49,628,861.	49,628,861.
	11 Investments – land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	26,247,196.	30,626,468.	30,626,468.
	14 Land, buildings, and equipment: basis ▶ 1,387,682.			
	Less, accumulated depreciation (attach schedule) L-14 Stmt ▶ 360,405.	892,232.	1,027,277.	1,027,277.
	15 Other assets (describe ▶ DEFERRED COMPENSATION)		12,900.	12,900.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	184,642,148.	204,802,919.	204,802,919.
LIABILITIES	17 Accounts payable and accrued expenses	215,600.	431,525.	
	18 Grants payable	3,504,839.	5,620,514.	
	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)	1,106,616.	1,440,448.	
	23 **Total liabilities** (add lines 17 through 22)	4,827,055.	7,492,487.	
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	179,784,468.	197,292,407.	
	25 Temporarily restricted	23,500.	10,000.	
	26 Permanently restricted	7,125.	8,025.	
	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)	179,815,093.	197,310,432.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	184,642,148.	204,802,919.	

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	179,815,093.
2	Enter amount from Part I, line 27a	2	1,045,293.
3	Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	16,450,046.
4	Add lines 1, 2, and 3	4	197,310,432.
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	197,310,432.

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 GAINS 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	34,981,833.		32,850,475.	2,131,358.
b	2,155,524.			2,155,524.
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				2,131,358.
b				2,155,524.
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	4,286,882.
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	0.

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))
2011	6,878,819.	190,386,788.	0.036131
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

2	Total of line 1, column (d)	2	0.216712
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	0.043342
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	191,861,971.
5	Multiply line 4 by line 3	5	8,315,682.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	91,891.
7	Add lines 5 and 6	7	8,407,573.
8	Enter qualifying distributions from Part XII, line 4	8	5,527,498.

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	183,781.
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	183,781.
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	183,781.
6	Credits/Payments:			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 231,453.		
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	231,453.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	17.
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	47,655.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶	Refunded ▶	11	47,655.

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?	2		X
	If 'Yes,' attach a detailed description of the activities.			
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
4 a	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?	5		X
	If 'Yes,' attach the statement required by General Instruction T.			
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	
8 a	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 2012 or the taxable year beginning in 2012 (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)*

			Yes	No
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			
16	At any time during calendar year 2012, 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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	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)?	1 b		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 2012?	1 c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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.)	2 b		
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__			
3 a	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 2012 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 2012.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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 2012?	4 b		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 (No)

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 (No)

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	230,119.	37,489.	6,717.
JON LAW 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	COO 40.00	104,232.	20,649.	0.
MARCELA GARCIA 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	CFO 40.00	121,158.	22,896.	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
MICHAEL KELLY 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	SENIOR PROGRAM OFFICER 40.00	99,617.	18,085.	0.
ENRIQUE MATA 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	SENIOR PROGRAM OFFICER 40.00	99,518.	20,356.	0.
SYLVIA SOTO 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR OF OPERATIONS 40.00	65,658.	14,295.	0.
JUANITA GALAVIZ 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	PROGRAM ADMINISTRATOR 40.00	64,719.	12,119.	0.
IDA ORTEGON 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR OF COMMUNICATI 40.00	64,700.	14,100.	0.

Total number of other employees paid over $50,000 ► None

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
HEALTH RESOURCES IN ACTION, INC 95 BERKELEY ST. STE 208 BOSTON MA 12116	CONSULTANT	138,836.
GAGEN MACDONALD LLC 35 EAST WACKER DR. SUITE 2350 CHICAGO IL 60601	CONSULTANT	116,000.
PIMCO 1345 AVENUE OF THE AMERICAS 49 FLOOR NEW YORK NY 10019	MONEY MANAGER	115,507.
HEWITT ENNISKNUPP INC. LLC 39584 TREASURY CENTER CHICAGO IL 60694	CONSULTANT	115,000.
BLUECREST CAPITAL MANAGEMENT LP 9 WEST 57TH ST 12TH FLOOR NEW YORK NY 10019	MONEY MANAGER	107,484.
Total number of others receiving over $50,000 for professional services ►		8

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	254,223.
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	194,424,384.
b	Average of monthly cash balances	1b	230,395.
c	Fair market value of all other assets (see instructions)	1c	128,948.
d	**Total** (add lines 1a, b, and c)	1d	194,783,727.
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	194,783,727.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,921,756.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	191,861,971.
6	**Minimum investment return.** Enter 5% of line 5	6	9,593,099.

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	9,593,099.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	183,781.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	183,781.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	9,409,318.
4	Recoveries of amounts treated as qualifying distributions			4	125,554.
5	Add lines 3 and 4			5	9,534,872.
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	9,534,872.

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	5,390,234.
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	137,264.
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	5,527,498.
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	5,527,498.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					9,534,872.
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only				4,834,863.	
b Total for prior years: 20 __, 20 __, 20 __					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	0.				
b From 2008	0.				
c From 2009	0.				
d From 2010	0.				
e From 2011	0.				
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 5,527,498.					
a Applied to 2011, but not more than line 2a				4,834,863.	
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 2012 distributable amount					692,635.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 *(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 2011 Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					8,842,237.
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 2007 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9.					
a Excess from 2008	0.				
b Excess from 2009	0.				
c Excess from 2010	0.				
d Excess from 2011	0.				
e Excess from 2012	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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ► [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 or e-mail 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	3,373,607.
b Approved for future payment				
SEE ATTACHMENT 3				
Total			▶ 3b	3,728,086.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	11.	
4 Dividends and interest from securities			14	2,307,691.	
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	-15,573.	18	4,286,882.	7,450.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a RETURNED GRANTS					125,554.
b THROUGH PARTNERSHIP INVESTMENTS	523000	-126,147.	14	3,187,818.	
c PROGRAM REVENUE					12,000.
d RENTAL REVENUE					2,115.
e See Other Revenue Stmt			1	2,731.	297,500.
12 Subtotal. Add columns (b), (d), and (e)		-141,720.		9,785,133.	444,619.
13 Total. Add line 12, columns (b), (d), and (e) . . . 13					10,088,032.

(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 SERVING AS FISCAL AGENT OF THE PASO DEL NORTE HEALTH INFORMATION EXCHANGE (PDNHIE). PDNHIE IS A NON-PROFIT CORPORATION THAT WAS FORMED TO BENEFIT THE CITIZENS OF THE STATE OF TEXAS AND PROMOTE THE HEALTH OF THE EL PASO COUNTY AND SURROUNDING COMMUNITIES THROUGH FACILITATING THE CREATION AND OPERATION OF A HEALTH INFORMATION EXCHANGE WITH THE OBJECTIVE TO INCREASE ACCESS TO CARE, QUALITY OF CARE, AND EFFICIENCY IN PROVIDING CARE, INCLUDING FOR UNINSURED INDIVIDUALS.
11D	REPRESENTS REVENUE FROM THE FOUNDATION'S CONFERENCE ROOMS RENTAL TO THE BUSINESS (FOR PROFIT) COMMUNITY.
11E	REPRESENTS REVENUE FROM THE REGIONAL ECONOMIC DEVELOPMENT PROJECT COMMITTEE (REDPC). REDPC IS A COMMITTEE OF LEADING BUSINESS AND COMMUNITY LEADERSHIP ENGAGED IN THE PROCESS OF DEVELOPING AND INVESTING IN A REGIONAL ECONOMIC DEVELPMENT PARTNERSHIP FOR THE PASO DEL NORTE REGION.

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

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

b If 'Yes,' complete the following schedule.

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

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

[signature] 11-8-13 ▶ President/CEO
Signature of officer or trustee — Date — 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	[signature]	11/8/2013		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	

Form 990-PF Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name: PASO DEL NORTE HEALTH FOUNDATION

Employer Identification Number: 74-1143071

Asset Information:

Description of Property: GAINS ON PUBLICLY TRADED SECURITIES
Date Acquired: Various | How Acquired:
Date Sold: Various | Name of Buyer:
Sales Price: 34,981,833. | Cost or other basis (do not reduce by depreciation): 32,850,475.
Sales Expense: | Valuation Method:
Total Gain (Loss): 2,131,358. | Accumulation Depreciation:

Description of Property: CAPITAL GAINS THAT FLOW THROUGH PARTNERSHIPS
Date Acquired: Various | How Acquired:
Date Sold: Various | Name of Buyer:
Sales Price: 2,155,524. | Cost or other basis (do not reduce by depreciation):
Sales Expense: | Valuation Method:
Total Gain (Loss): 2,155,524. | Accumulation Depreciation:

Description of Property: CAPITAL LOSSES THAT FLOW THROUGH PARTNERSHIPS-UBI
Date Acquired: Various | How Acquired:
Date Sold: Various | Name of Buyer:
Sales Price: | Cost or other basis (do not reduce by depreciation): 15,573.
Sales Expense: | Valuation Method:
Total Gain (Loss): -15,573. | Accumulation Depreciation:

Description of Property: SCANNER
Date Acquired: | How Acquired:
Date Sold: 04/01/12 | Name of Buyer:
Sales Price: 7,450. | Cost or other basis (do not reduce by depreciation): 9,226.
Sales Expense: | Valuation Method:
Total Gain (Loss): 7,450. | Accumulation Depreciation: 9,226.

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	125,554.		
PROGRAM REVENUE	12,000.		
THROUGH PARTNERSHIP	3,061,671.	3,187,818.	
INVESTMENTS			
RENTAL REVENUE	2,115.		
FISCAL AGENT REVENUE	297,500.		297,500.
LIFE INSURANCE	2,731.		
Total	3,501,571.	3,187,818.	297,500.

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	183,798.			
PROVISION FOR EXCISE TAX-DEF	333,832.			
Total	517,630.			

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	24,172.	119.	61.	22,201.
INSURANCE	22,213.			22,213.
OFFICE SUPPLIES	5,887.		180.	5,526.
TELEPHONE SERVICES	11,981.	13.		12,247.
MINOR EQUIPMENT	4,895.			4,890.
EQUIPMENT/FACILITIES LEASE	2,492.			2,547.
DUES	31,342.	1,200.		30,217.
PAYROLL/BANK FEES	2,633.			2,633.
MEDIA RELATIONS	11,530.			15,436.
PARKING	5,041.			4,392.
MATERIALS/PROJECTS	4,448.			4,258.
REPAIRS AND MAINTENANCE	49,936.			50,480.
Total	176,570.	1,332.	241.	177,040.

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

UNREALIZED APPRECIATION ON INVESTMENTS	16,450,049.
ROUNDING	-3.
Total	16,450,046.

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	CHAIR 3.50	0.	0.	0.
Person . [X] Business .. [ ] ALLAN M. GOLDFARB 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	VICE CHAIR 3.50	0.	0.	0.
Person ... [X] Business .. [ ] ALAN R. ABBOTT 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person . [X] Business ... [ ] TILAHUN ADERA 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 . [ ] IRASEMA CORONADO 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 . [ ] CAROLYN MORA 221 N.KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person .. [X] Business .. [ ] SUSANA NAVARRO 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person [X] Business ... [ ] JOSE PRIETO 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Person .. [X] Business .. [ ] EDUARDO J. SANCHEZ 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person .. [X] Business . [ ] BENJAMIN TORRES-BARRON 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 ... [ ] CINDY F. LYONS 221 N. KANSAS ST. STE 1900 EL PASO TX 79901	DIRECTOR 3.50	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 12, Part XVI-A, Line 11
Other Revenue Stmt

Other revenue:	Business code	Amount	Exclusion code	Amount	Related/exempt function income
LIFE INSURANCE			1	2,731.	
FISCAL AGENT REVENUE					297,500.
Totals				2,731.	297,500.

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VARIOUS LEGAL	LEGAL	6,037.			
FISCAL AGENT LEGAL	LEGAL	1,124.		1,124.	
Total		7,161.		1,124.	

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FISCAL AGENT CONSULT	CONSULTING	291,085.		291,085.	
VARIOUS-INVESTMENT	CONSULTING	517,008.	517,008.		
VARIOUS-PROGRAM	CONSULTING/TRANSLATION	394,242.			
Total		1,202,335.	517,008.	291,085.	

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Common Stock	16,271.	16,271.
State Street Global Advisors	59,410,258.	59,410,258.
Canada MSCI CTF	4,434,873.	4,434,873.
Canada MSCI Small Cap Indx	748,958.	748,958.
MSCI EAFE Index SL CTF	38,108,580.	38,108,580.
MSCI EAFE Small Cap Index	5,050,122.	5,050,122.
MSCI Emerging Markets Free SL CTF	13,493,590.	13,493,590.
MSCI Emerging Markets Small Cap Index	1,737,384.	1,737,384.
Total	123,000,036.	123,000,036.

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

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
Metropolitan West Total Return Bond Fund Class I	17,366,021.	17,366,021.
PIMCO FDS Total Return	26,097,379.	26,097,379.
Allianz Global Investors	6,165,461.	6,165,461.
Total	49,628,861.	49,628,861.

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

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
TIFF Realty & Resources	625,383.	625,383.
TIFF II	74,799.	74,799.
TIFF III	390,057.	390,057.
Pantheon Europe Fund IV, L.P.	1,106,367.	1,106,367.

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
Pantheon Europe Fund V, L.P.	1,784,567.	1,784,567.
Pantheon USA Fund VI, L.P.	4,541,640.	4,541,640.
Commonfund Capital Private Equity VII	1,370,310.	1,370,310.
Commonfund Capital Venture Part. VIII	523,422.	523,422.
Golub Capital Partners International VIII, L.P	3,000,000.	3,000,000.
Oaktree	4,383,225.	4,383,225.
Invesco	8,367,327.	8,367,327.
BlueCrest Allblue	2,648,773.	2,648,773.
Cash Surrender Value-Life Insurance	128,948.	128,948.
RCP Advisors Fund VII	447,556.	447,556.
Commonfund Capital Venture Partners IX	385,070.	385,070.
Metropolitan Real Estate Partners VII	849,024.	849,024.
Total	30,626,468.	30,626,468.

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	963,751.	136,208.	827,543.
Machinery and Equipment	188,476.	144,174.	44,302.
Furniture and Fixtures	218,417.	62,985.	155,432.
Software	12,860.	12,860.	0.
Copyright	4,178.	4,178.	0.
Total	1,387,682.	360,405.	1,027,277.

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	106,616.	440,448.
Total	1,106,616.	1,440,448.

Supporting Statement of:

Form 990-PF, p1/Line 1(a)

Description	Amount
MYRNA DECKERT	1,060.
ROBERT HOY	100.
ROBERT SKOV	300.
Total	1,460.

Supporting Statement of:

Form 990-PF, p1/Line 4(b)

Description	Amount
NON PARTNERSHIP INVESTMENTS	2,307,691.
Total	2,307,691.

Supporting Statement of:

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

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

Supporting Statement of:

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

Description	Amount
BOARD DESIGNATED	80,000.
UNDESIGNATED	197,212,407.
Total	197,292,407.

Supporting Statement of:

Form 990-PF,p12/Line 4 Column (d)

Description	Amount
NON-PARTNERSHIP INVESTMENTS	2,307,691.
Total	2,307,691.

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

Attachment to December 31, 2012 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:

None

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:

- $26,036.00 HEAL 2011: Fortaleciendo la Nutricion en los Ninos y Ninas Juarenses de Casas de Cuidado Diario Infantiles (from a grant made in fiscal year ending December 31, 2011)

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

  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.

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

Attachment to December 31, 2012 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:

None

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:

- $15,400.00 2011: Club Juvenil: Una Opcion Para Convivir en Paz (from a grant made in fiscal year ending December 31, 2012)

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
  Final and Financial Report May 21, 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, 2012 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: Centro de Asesoria y Promocion Juvenil, A.C.
C. Huejotzingo #3754
Colonia Diaz Ordaz
Ciudad Juarez, Chihuahua, Mexico 32220

2.) Date Paid in Current Tax Year:

- 10/05/2012 $12,500.00 2012: TSK: Informed and Responsible Sexuality

Total Paid $12,500.00

3.) Purpose: To provide 780 youth with sexual health education and to gather data on youth perceptions of healthy sexuality in Ciudad Juarez neighborhoods.

4.) Amount of Grant Spent by Grantee:

- $5,208.35 2012: TSK: Informed and Responsible Sexuality

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:

- 2012: TSK: Informed and Responsible Sexuality
  Progress and Financial Report April 19, 2013

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, 2012 Form 990-PF
Return of Private Foundation

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

Information with respect to expenditure responsibility grants

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

2.) Date Paid in Current Tax Year:

- 10/05/2012 $20,636.18 2012 HEAL: Ninos y Jovenes Fomentando una Vida Sana

Total Paid $20,636.18

3.) Purpose: To develop four community food service centers promoting physical activity and nutrition among families, and to train workers on proper food preparation.

4.) Amount of Grant Spent by Grantee:

- $8,048.11 2012 HEAL: Ninos y Jovenes Fomentando una Vida Sana

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:

- 2012 HEAL: Ninos y Jovenes Fomentando una Vida Sana
Progress and Financial Report April 22, 2013

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, 2012 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:

None

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 (from a grant made in fiscal year ending December 31, 2012.)

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
Final and Financial Report March 23, 2012

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, 2012

Attachment 2 - Grants and Contributions Paid During the Year

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
General Grants				
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 2012 member services	$ 3,500 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 2012 member services	$ 10,000 00
Grantmakers for Children, Youth, and Families	8757 Georgia Ave, Ste 540 Silver Spring, MD 20910	501(c)(3)	Supporting grantmakers to improve the children, youth and families' health 2012 member services	$ 1,500 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 strengthen the grantmaking community's knowledge, skills, and effectiveness 2012 member services	$ 2,500 00
American Lung Association of the Southwest 2012 SFI General Purpose Education and Advocacy	5911 Jefferson St Albuquerque, NM 87109	501(c)(3) 509(a)(1)	General purpose support	$ 10,000 00
Ben Archer Health Center 2012 SFI KISSS (Kids Initiative and Smoking Support Services) Tobacco Goodbye	P O Box 370 Hatch, NM 87937	501(c)(3) 509(a)(1)	To provide tobacco prevention classes to middle school youth in Deming and Hatch Public Schools, facilitate a youth action team to encourage policy advocacy, and meet with elected officials for Deming and Hatch in order to educate them about key tobacco control priorities in these communities	$ 40,388 50 $ 40,388 50
Boy Scouts of America Yucca Council 2012 Healthy Relationships Scouting a Healthy Lifestyle	7601 Lockheed Dr El Paso, TX 79925	501(c)(3) 509(a)(1)	To bring Scouting to youth through the development of new units by offering opportunities in outdoor and camp activities and leadership training Recruitment efforts will be focused in East El Paso and Hudspeth counties, as well as the Northeast and West areas of Dona Ana County	$ 24,000 00
Center Against Family Violence No Means No	580 Giles El Paso, TX 79915	501(c)(3) 509(a)(1)	To provide the "No Means No" sexual violence prevention model program	$ 56,229 80

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
			for approximately 8000 middle and high school youth in El Paso area schools	
2011 TSK No Means No/Safe Use of Social Media			To provide "No Means No" presentations in El Paso area schools and to identify, implement a best practice program on safe use of social media	$ 60,245 00
Centro de Asesoria y Promocion Juvenil, A C 2012 TSK Informed and Responsible Sexuality	C Huejotzingo #3754 Col Diaz Ordaz Cd Juarez, Chih C P 32220	Foreign Entity	To provide 780 youth with sexual health education and to gather data on youth perceptions of healthy sexuality in Ciudad Juarez neighborhoods	$ 12,500 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 2012 Teens Thinking Smart	2100 N Stevens El Paso, TX 79930	501(c)(3) 509(a)(1)	To implement the "Teen Talk Sexuality Education Curriculum" for 1400 youth 16-24 years of age at multiple sites including David L Carrasco Job Corps, Boys and Girls Clubs, and Housing Authority communities Programming includes peer mentor presentations for middle and high school youth in El Paso and Hudspeth County Districts	$ 137,692 25
2011 TSK Teens Thinking Smart			To 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 or youth taking part in programs at the Boys and Girls Club Programming includes presentations by peer educators in El Paso and Hudspeth County school districts	$ 93,765 50
Children in Need of Services, Inc (CHINS) 2012 SFI Tobacco Education and Cessation Help (TEACH)	501 24th St Alamogordo, NM 88310	501(c)(3) 509(a)(1)	To conduct a tobacco prevention curriculum for middle school youth in Alamogordo, Tularosa and Cloudcroft schools To implement "Breathe Smart from the Start" with pregnant teenage youth, coordinate youth coalition and the Paso del Norte region's Youth Empowerment Summit, monitor retail compliance with New Mexico state law, and conduct presentations on the risks of secondhand smoke exposure to multiple audiences, promote tobacco control in Otero County	$ 47,868 15 $ 47,868 15
2012 REALIZE-Promoting Resiliency in Infants and Toddlers Through Policy Development and Promising Practices			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

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, 2012
Attachment 2 - Grants and Contributions Paid During the Year

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
City of El Paso	300 N Campbell	Governmental		
2012 TSK FOCUS El Paso	El Paso, TX 79901	Unit	To provide sexual health education for prevention of sexually transmitted infections and unintended second pregnancy in women under the age of 25 in El Paso County women, infants and children centers	$ 111,677 50
2011 Focus El Paso			To provide sexual health education for prevention of sexually transmitted infections and unintended second pregnancy in women under the age of 25 in El Paso County women, infants and children center for all El Pasoans	$ 117,251 20
2012 SFI Get Real About Tobacco			To provide tobacco prevention lessons to elementary, middle and high school students and parents in El Paso County to prevent youth from initiating tobacco use and to encourage current smokers to stop, to provide tobacco prevention in-services to El Paso high school educators to build capacity at the school district level, and support smoke free policy initiatives to improve the quality of life for all El Pasoans	$ 67,996 50 $ 67,996 50
2012 HEAL Eat Well! El Paso			To reduce childhood obesity by improving children's menus at locally owned restaurants, coordinating a National Food Day Celebration, and marketing an online nutrition course to parents, day care providers, and restaurant employees in El Paso, TX	$ 58,058 00
2012 - HEAL - El Paso Moves Walking Trails			To help establish walking paths in downtown El Paso	$ 4,931 60
HEAL 2011 El Paso Community Garden Pilot Project			To develop a prototype community garden plan and pilot test a garden at one park location in El Paso, TX	$ 55,862 50
City of El Paso-Department of Public Health	5115 El Paso Dr	Governmental		
HEAL 2011 Health Impact Assessment and Employee Wellness Planning Project	El Paso, TX 79905	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
County of El Paso	500 E San Antonio Ave	Governmental		
HEAL 2011 Fit to Grow	Suite 301 El Paso, TX 79901-2424	Unit	To pilot test a community garden and to build a program model for employee/family wellness	$ 37,030 00 $ 37,030 00
Deming Public Schools	1001 S Diamond St	Governmental		
2012 HEAL Wildcat Wellness Project	Deming, NM 88030	Unit	To design a coordinated school health program emphasizing health education and physical education instruction in Luna County, NM	$ 83,260 00
Families and Youth, Inc	1320 S Solano	501(c)(3)		
2012 SFI A Smoke Free Dona Ana County	Las Cruces, NM 88001	509(a)(1)	To facilitate prevention education for elementary and middle school students, empower youth through action teams, engage members of the Lesbian, Gay, Bisexual, Transgendered and Queer (LGBTQ) community to empower them toward community change, and provide cessation services	$ 36,850 00 $ 36,850 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, 2012
Attachment 2 - Grants and Contributions Paid During the Year

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
			for high school-aged youth and LGBTQ adults interested in quitting in Las Cruces, New Mexico	
2012 TSK Families & Youth Prevention Services			To implement the "Safer Choices" sex education curriculum for 200 youth and their parents, hosting the "Next Rainbow Generation" Lesbian, Gay, Bisexual, Transgendered, and Queer (LGBTQ) youth support group in Dona Ana County, New Mexico	$ 56,566 72
2011 SFI Smoke Free Dona Ana County			Families and Youth (FYI) proposes to implement Botvin's Lifeskills program in Dona Ana County, New Mexico FYI 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	1400 Hardaway, Ste 210	501(c)(3)		
2012 HEAL Valoracion y Atencion Nutricional en Ninos	El Paso, TX 79903	509(a)(1)	To assess the nutritional status of elementary school age children in Cd Juarez and offering nutrition services for 1,000 children and their families	$ 40,000 00
With Sexuality You Have A Voice II			To provide comprehensive sexuality education for 8000 youth 12 to 18 years of age in primary and secondary schools in Ciudad Juarez area 200 peer educators will also receive sexuality training to assist in the prevention of sexually transmitted infections and unintended pregnancies	$ 52,500 00
2011 TSK "Youth to Youth With Sexuality You Have A Voice"			To provide comprehensive sexuality education presentations for youth 12 to 18 years of age in primary and secondary schools in the Ciudad Juarez area This peer educator model will assist in the prevention of sexually transmitted infections and unintended pregnancies	$ 69,100 00
Girl Scouts of the Desert Southwest-Southern New Mexico & West Texas, Inc	9700 Girl Scout Way	501(c)(3)		
2012 Healthy Relationships Girl Scout Leadership Experience (GSLE)	El Paso, TX 79924	509(a)(1)	To provide the Girl Scout Leadership Experience, the traditional Girl Scout leadership development model, to girls K-12 in low-income, underserved areas of Deming, New Mexico and the Chamizal area of El Paso, Texas	$ 20,265 06
Kids Excel El Paso, Inc	1230 Texas Ave	501(c)(3)		
2012 Healthy Relationships KEEP Kids Dancing After-School Program	El Paso, TX 79901	509(a)(1)	To provide the traditional Kids Excel dance model to children after school and on Saturdays who reside in the low-income area of downtown El Paso, Texas	$ 12,500 00
La Semilla Food Center	PO Box 2579	501(c)(3)		
2012 REALIZE - Enhancing Childhood Nutrition	Anthony, NM 88021	509(a)(2)	To develop leadership capacity while analyzing menus at YWCA childcare centers and improving nutrition knowledge among childcare workers and parents in El Paso, TX	$ 12,270 50 $ 12,270 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, 2012

Attachment 2 - Grants and Contributions Paid During the Year

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
HEAL 2011 La Semilla Planning Project			To plan a regional food system by building La Semilla's capacity to operate a youth farm in Anthony, NM, pilot a farm-to-school program in Las Cruces, NM, engage the community in planning with a Regional Food Summit, and build regional partnerships	$ 43,202 00
Las Cruces Public Schools	505 S Main St, Ste 249	Governmental		
2012 HEAL Healthy Eating and Active Living-- Peer Made Videos to Influence Change	Las Cruces, NM 88001	Unit	To influence nutrition and physical activity policy, practice, and behaviors in the Las Cruces Public Schools through peer-made videos	$ 17,912 87
Learning and Educating Through Students' Media Education on Sexual Health (LETS MESH) Project			To support a pilot project in the Las Cruces Public Schools (LCPS) for youth to receive sexual health education and to develop a series of videos with sexual health messages for use in LCPS and other districts region wide	$ 17,378 95
The Regents of New Mexico State University	P O Box 30002	Governmental		
2012 HEAL Improving Family Fruit and Vegetable Purchases & Consumption in the Paso del Norte Region	Las Cruces, NM 88003	Unit	To increase family purchases of fresh fruits and vegetables in select El Paso County, TX and Dona Ana, NM grocery stores and advancing policy for the same	$ 52,644 66
New Mexico Teen Pregnancy Coalition	P O Box 35997	501(c)(3)		
2012 TSK NM Teen Pregnancy Coalition	540 Chama NE, Ste 11 Albuquerque, NM 87176-5997	509(a)(2)	General purpose support	$ 10,000 00
Organizacion Popular Independiente, A C	Calle Morelos #1559	Foreign Entity		
2012 HEAL Ninos y Jovenes Fomentando una Vida Sana	Colonia Barrio Alto Cd Juarez, Chih C P 32160		For developing 4 community food service centers, promoting physical activity and nutrition among families, and training workers on proper food preparation	$ 20,636 18
Rio Grande Cancer Foundation	10460 Vista Del Sol	501(c)(3)		
2012 REALIZE - Hosting with Purpose A Community Process for Retention of Our Medical Talent	Ste 101 El Paso, TX 79925	509(a)(1)	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
2012-REALIZE-Smoke Free-Taking it to the Next Level			To develop a policy advocacy approach for tobacco control in El Paso, TX	$ 10,175 00 $ 10,175 00
Rural Community Assistance Corporation	3120 Freeboard Ste 201	501(c)(3)		
2012 HEALTH Leadership Leadership Program Translation for Greater Access to Spanish Speaking Communities	W Sacramento, CA 95691		To translate a community leadership program into Spanish The program is to be delivered in Colonias across the Paso del Norte region As a result, Spanish speaking residents will have improved leadership skills and self-efficacy for participation in and leadership of community improvement projects and policies	$ 5,789 27
Texans Care for Children	811 Trinity, Ste A	501(c)(3)		
2012 HEAL Texans Care for Children	Austin, TX 78701	509(a)(1)	For a general purpose grant	$ 10,000 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, 2012

Attachment 2 - Grants and Contributions Paid During the Year

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
Texans Standing Tall 2012 SFI General Purpose Education and Advocacy	2211 S IH-35, Ste 201 Austin, TX 78741	501(c)(3) 509(a)(1)	General purpose support	$ 10,000 00
Texas Campaign to Prevent Teen Pregnancy 2012 TSK Texas Campaign to Prevent Teen Pregnancy	1101-D Thorpe Lane Suite 155 San Marcos, TX 78666	501(c)(3) 509(a)(1)	General purpose support	$ 10,000 00
The University of Texas at El Paso 2012 SFI Systematic Regional Tobacco Control-Organizing Agency	500 W University Psychology Dept El Paso, TX 79968	Governmental Unit	To continue to develop and assess media messaging for adult tobacco cessation, youth tobacco prevention, and regional and campus smoke free campaigns, to provide strong leadership to and assessment of the El Paso/Cd Juarez Tobacco Control Network, to provide technical assistance to A Smoke Free Paso del Norte grantees, and to educate and promote regional Clean Indoor Air Ordinances and campus smoke free policies Through these and multiple other objectives, the Organizing Agency (OA) plans to work in a coordinated fashion with regional tobacco control stakeholders to significantly reduce tobacco use prevalence in the region	$ 331,709 00 $ 331,709 00
2012 SFI StopLite Assessing Multiple Modalities and Broadening Reach			To assess cessation program effectiveness in smokers highly motivated to quit smoking as well as individual and group interventions in adult light and intermittent smokers in El Paso, Texas, to reduce and eventually eliminate, tobacco prevalence in the border region	$ 74,953 00
2012 SRI Development of the El Paso Psychology Internship Consortium			El Paso Psychological Society will develop a multi institutional, "El Paso Psychologist Internship Consortium," APA accredited internship program (EPPIC) in El Paso County Clinical Psychologist internships provide structured clinical practice options for pre-doctoral psychologists to complete requirements for licensure The consortium of institutions involved in the project include, the University of Texas at El Paso (UTEP) Psychology Department, Texas, Tech Health Sciences Center, William Beaumont Army Medical Center, and private practice psychologists	$ 33,171 00
2012 HEAL Paso del Norte Health Foundation Center of Excellence & A Multi-Institutional Partnership			To establish a Center of Excellence for healthy eating and active living in the Paso del Norte Region	$ 253,447 50 $ 253,447 50
HEAL 2011 Community Garden Projects Evaluation			To evaluate three community garden projects in El Paso County, TX and Dona Ana County, NM	$ 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 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

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, 2012
Attachment 2 - Grants and Contributions Paid During the Year

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
YMCA of Greater El Paso, TX & Rio Grande Valley 2012 REALIZE-Healthy Community Circles	808 Montana El Paso, TX 79902	501(c)(3) 509(a)(2)	To promote community leadership and empower residents of Vinton, TX to advocate for their health needs	$ 5,500 00 $ 5,500 00
Youth Life Skills Fore Greater El Paso Inc 2012 HEAL The First Tee of Greater El Paso's Service Expansion National School Program & Northeast El Paso	1790 N Lee Trevino Dr Ste 205 P O Box 222061 El Paso, TX 79936-4525	501(c)(3) 509(a)(1)	To expand the First Tee's National School Program in El Paso, TX area schools to serve more children	$ 12,474 00
YWCA El Paso del Norte Region Major Grants 2008 YW Zones	201 E Main, Ste #400 El Paso, TX 79901	501(c)(3) 509(a)(2)	To improve the quality of the YWCA afterschool program by improving the structure and content of the program's curriculum for more than 50 sites in El Paso County	$ 59,262 75
Grand Total				$ 3,373,606 66

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, 2012
Attachment 3-Grants and Contributions Approved for Future Payment

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
Boy Scouts of America Yucca Council *2012 Healthy Relationships Scouting a Health Lifestyle*	7601 Lockheed Dr El Paso, TX 79925	501(c)(3)	To bring Scouting to youth through the development of new units by offering opportunities in outdoor and camp activities and leadership training Recruitment efforts will be focused in East El Paso and Hudspeth counties, as well as the Northeast and West areas of Dona Ana County	$ 24,000 00
Center Against Family Violence *No Means No*	580 Giles El Paso, TX 79915	501(c)(3) 509(a)(1)	To provide the "No Means No" sexual violence prevention model program for approximately 8,000 middle and high school youth in El Paso area schools	$ 56,229 80 $ 56,229 80 $ 56,229 80
Centro de Asesoria y Promocion Juvenil, A.C *2012 TSK Informed and Responsible Sexuality*	C Huejotzingo #3754 Col Diaz Ordaz Cd Juarez, Chih , Mexico C P 32220	Foreign Entity	To provide 780 youth sexual health education and to gather data on youth perceptions of healthy sexuality in Ciudad Juarez neighborhoods	$ 12,500 00 $ 12,500 00 $ 12,500 00
Child Crisis Center *Teens Thinking Smart*	2100 N Stevens El Paso, TX 79930	501(c)(3) 509(a)(1)	To implement the "Teen Talk Sexuality Education Curriculum" for 1,400 youth 16-24 years of age at multiple sites including David L Carrasco Job Corps , Boys and Girls Clubs, and Housing Authority communities Programming includes peer mentor presentations for middle and high school youth in El Paso and Hudspeth County Districts	$ 137,692 25 $ 137,692 25 $ 137,692 25
Children in Need of Services, Inc. (CHINS) *2012 SFI Tobacco Education and Cessation Help (TEACH)*	501 24th St Alamogordo, NM 88310	501(c)(3) 509(a)(1)	To conduct a tobacco prevention curriculum to middle school youth in Alamogordo, Tularosa, and Cloudcroft, NM schools, implement "Breathe Smart from the Start" with pregnant teenage youth, coordinate youth coalition and the Paso del Norte region's Youth Empowerment Summit, monitor retail compliance with New Mexico state law, and conduct presentations on the risks of secondhand smoke exposure to multiple audiences, promote tobacco control in Otero County	$ 6,453 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, 2012
Attachment 3-Grants and Contributions Approved for Future Payment

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
City of El Paso *2012 TSK FOCUS El Paso*	300 N Campbell El Paso, TX 79901	Governmental Unit	To provide sexual health education for prevention of sexually transmitted infections and unintended second pregnancy in women under the age of 25 in El Paso County women, infants, and children centers	$ 110,302 50 $ 110,302 50 $ 111,677 50
2012 HEAL Eat Well! El Paso			To reduce childhood obesity by improving children's menus at locally owned restaurants, coordinating a National Food Day Celebration, and marketing an online nutrition course to parents, day care providers, and restaurant employees in El Paso, TX	$ 58,058 00 $ 58,058 00
2012 SFI Get Real About Tobacco			To provide tobacco prevention lessons to elementary, middle, and high school students and parents in El Paso County to prevent youth from initiating tobacco use and to encourage current smokers to stop, to provide tobacco prevention in-services to El Paso high school educators to build capacity at the school district level, and support smoke free policy initiatives to improve the quality of life for all El Pasoans	$ 1,654 00
Deming Public Schools *2012 HEAL Wildcat Wellness Project*	1001 South Diamond St Deming, NM 88030	Governmental Unit	To design a coordinated school health program emphasizing health education and physical education instruction in Luna County, NM	$ 83,260 00
Families and Youth, Inc *2012 TSK Families & Youth Prevention Services*	1320 S Solano Las Cruces, NM 88001	501(c)(3) 509(a)(1)	To implement the "Safer Choices" sex education curriculum for 200 youth and their parents, hosting the "Next Rainbow Generation" Lesbian, Gay, Bisexual, Transgendered, and Queer (LGBTQ) youth support group in Doña Ana County, New Mexico	$ 56,566 72 $ 56,566 72 $ 56,566 72
2012 SFI A Smoke Free Dona Ana County			To facilitate prevention education for elementary and middle school students, empower youth through action teams, engage members of the Lesbian, Gay, Bisexual, Transgendered and Queer (LGBTQ) community to empower them toward community change, and provide cessation services for high school-aged youth and LGBTQ adults interested in quitting in Las Cruces, New Mexico, to reduce cigarette smoking among youth and adults	$ 4,059 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, 2012
Attachment 3-Grants and Contributions Approved for Future Payment

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
The FEMAP Foundation *With Sexuality You Have A Voice II*	1400 Hardaway, Ste 210 El Paso, TX 79903	501(c)(3) 509(a)(1)	To provide comprehensive sexuality education for 8,000 youth 12 to 18 years of age in primary and secondary schools in the Ciudad Juarez area 200 peer educators will also receive sexuality training to assist in the prevention of sexually transmitted infections and unintended pregnancies	$ 52,500 00 $ 52,500 00 $ 52,500 00
2012 HEAL Valoracion y Atencion Nutricional en Ninos			To assess the nutritional status of elementary school age children in Cd Juarez and offering nutrition services for 1,000 children and their families	$ 40,000 00
Girl Scouts of the Desert Southwest-Southern New Mexico & West Texas, Inc. *2012 Healthy Relationships Girl Scout Leadership Experience (GSLE)*	9700 Girl Scout Way El Paso, TX 79924	501(c)(3) 509(a)(1)	To provide the Girl Scout Leadership Experience, the traditional Girl Scout leadership development model, to girls K-12 in low-income, underserved areas of Deming, New Mexico and the Chamizal area of El Paso, Texas	$ 20,265 05
Kids Excel El Paso, Inc *2012 Healthy Relationships KEEP Kids Dancing After-School Program*	1230 Texas Ave El Paso, TX 79901	501(c)(3) 509(a)(1)	To provide the traditional Kids Excel dance model to children after school and on Saturdays who reside in the low-income area of downtown El Paso, Texas	$ 12,500 00 $ 12,500 00 $ 12,500 00
Las Cruces Public Schools *Learning and Educating Through Students' Media Education on Sexual Health (LETS MESH) Project*	505 S Main St, Ste 249 Las Cruces, NM 88001	Governmental Unit	To support a pilot project in the Las Cruces Public Schools (LCPS) for youth to receive sexual health education and to develop a series of videos with sexual health messages for use in LCPS and other districts region wide	$ 17,378 94
2012 HEAL Healthy Eating and Active Living–Peer Made Videos to Influence Change			To influence nutrition and physical activity policy, practice, and behaviors in the Las Cruces Public Schools through peer-made videos	$ 17,912 87
The Regents of New Mexico State University *2012 HEAL Improving Family Fruit and Vegetable Purchases & Consumption in the Paso del Norte Region*	P O Box 30002, MSC OGC Las Cruces, NM 88003	Governmental Unit	To increase family purchases of fresh fruits and vegetables in select El Paso County, TX and Dona Ana County, NM grocery stores and advancing policy for the same	$ 52,644 67 $ 52,644 67
Organización Popular Independiente, A C *2012 HEAL Ninos y jovenes fomentando una vida Sana*	Calle Morelos #1559 Colonia Barrio Alto Cd Juarez, Chih, Mexico C P 32160	Foreign Entity	For developing 4 community food service centers, promoting physical activity and nutrition among families, and training workers on proper food preparation	$ 20,636 18

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, 2012
Attachment 3-Grants and Contributions Approved for Future Payment

Organization and Project Title	Address	Public Entity	Purpose of Grant	Amount
Rural Community Assistance Corporation *2012 Health Leadership Leadership Program Translation for Greater Access to Spanish Speaking Communities*	3120 Freeboard, Ste 201 West Sacramento, CA 95691	501(c)(3)	To translate a community leadership program into Spanish The program is to be delivered in Colonias across the Paso del Norte region As a result, Spanish speaking residents will have improved leadership skills and self-efficacy for participation in and leadership of community improvement projects and policies	$ 5,789 28
The University of Texas at El Paso *2012 HEAL Paso del Norte Health Foundation Center of Excellence & A Multi-Institutional Partnership*	500 W University Psychology Dept El Paso, TX 79968	Governmental Unit	To establish a Center of Excellence for healthy eating and active living in the Paso del Norte Region	$ 164,726 00 $ 164,726 00 $ 175,508 00 $ 175,508 00 $ 219,755 50 $ 219,755 50 $ 287,364 50 $ 287,364 50
2012 SRI Development of the El Paso Psychology Internship Consortium			El Paso Psychological Society will develop a multi institutional, "El Paso Psychologist Internship Consortium," APA accredited internship program [EPPIC] in El Paso County Clinical Psychologist internships provide structured clinical practice options for pre-doctoral psychologists to complete requirements for licensure The consortium of institutions involved in the project include, the UTEP Psychology Department, Texas Tech Health Sciences Center, William Beaumont Army Medical Center, and private practice psychologists	$ 66,858 50 $ 66,858 50 $ 33,171 00
2012 SFI StopLite Assessing Multiple Modalities and Broadening Reach			To assess cessation program effectiveness in smokers highly motivated to quit smoking as well as individual and group interventions in adult light and intermittent smokers in El Paso, Texas, to reduce, and eventually eliminate, tobacco prevalence in the border region	$ 74,953 00
Youth Life Skills Fore Greater El Paso Inc *2012 HEALTH The First Tee of Greater El Paso's Service Expansion National School Program & Northeast El Paso*	1790 N Lee Trevino Dr Ste 205 P O Box 222061 El Paso, TX 79936-4525	501(c)(3) 509(a)(1)	To expand the First Tee's National School Program in El Paso, TX area schools to serve more children	$ 12,474 00
Grand Totals				**$ 3,728,085 98**

PASO DEL NORTE HEALTH FOUNDATION
REALIZE PROGRAM
FOR THE PERIOD 1-1-12 THROUGH 12-31-12 (CASH BASIS)
ATTACHMENT 4

Salaries	40,709
Payroll taxes and employee benefits	11,154
Translation Services	18
Food and Beverage	5,291
Materials for Program	2,753
Postage	168
Parking	527
Facilities rental	377
Printing	32
Travel	1,046
Conferences and Conventions	1,150
Foundation relations	308
Contracts-Evaluations, Other	190,690
TOTAL	254,223

Form **8832** (Rev January 2012) Department of the Treasury Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print

Name of eligible entity making election: Ancelux 2 S.a.r.l.

Employer identification number: 98-1083730

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

☐ Relief for a late change of entity classification election sought under Revenue Procedure 2010-32

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 ▶ Ancelux TopCo S.C.A.

b Identifying number of owner ▶ 98-1082333

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

For Paperwork Reduction Act Notice, see instructions. Form **8832** (Rev 1-2012)

ISA

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) . . . . ▶ 12/12/2012

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
[signature]	19 DEC. 2012	Séverine MICHEL Manager

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

Form **8832**

(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print	
Name of eligible entity making election: Ancelux TopCo S.C.A.	Employer identification number: 98-1082333
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

☐ Relief for a late change of entity classification election sought under Revenue Procedure 2010-32

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

For Paperwork Reduction Act Notice, see instructions. Form **8832** (Rev 1-2012)

ISA

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) . . . . ▶ 12/7/2012

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
[signature]	19 DEC. 2012	Séverine MICHEL ~~Manager~~ of Arcelux Sarl / Manager

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

Form **8832**
(Rev January 2012)
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
Anvilux 1 S.a.r.l.	98-1075198
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
☐ Relief for a late change of entity classification election sought under Revenue Procedure 2010-32

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 ▶ Permira IV Continuing L.P.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 ▶

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) . . . . ▶ 10/18/2012

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
[signature]	18 DEC. 2012	Séverine MICHEL Manager

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

Form **8832**
(Rev. January 2012)
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
Consumer Equity Investments Limited	98-0548041
Number, street, and room or suite no. If a P.O. box, see instructions.	
Georges Court, 54-62 Townsend Street	
City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the postal code.	
Dublin 2, Ireland	

▶ Check if: ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41
☐ Relief for a late change of entity classification election sought under Revenue Procedure 2010-32

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 ▶ not applicable
b Employer identification number ▶ ____________

For Paperwork Reduction Act Notice, see instructions. Cat. No. 22598R Form **8832** (Rev. 1-2012)

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 ▶ Ireland

8 Election is to be effective beginning (month, day, year) (see instructions) . . . . ▶ 8/16/2012

9 Name and title of contact person whom the IRS may call for more information
Elaine McWeeney, Director

10 Contact person's telephone number
+353 1542 2103

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
Elaine McWeeney	1/10/12	Director

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

Form **8832**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No 1545-1516

Type or Print	Name of eligible entity making election NDS Group Holdings Limited	**Employer identification number** 98-1058583
	Number, street, and room or suite no If a P O box, see instructions Clarendon House, 2 Church Street	
	City or town, state, and ZIP code If a foreign address, enter city, province or state, postal code and country Follow the country's practice for entering the postal code Hamilton HM 11, Bermuda	

► Check if: ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41
☐ Relief for a late change of entity classification election sought under Revenue Procedure 2010-32

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 ► NDS Holdings Ltd
b Identifying number of owner ► 98-1063270

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 ►

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 ▶ Bermuda

8 Election is to be effective beginning (month, day, year) (see instructions) . . . ▶ 7/30/2012

9 Name and title of contact person whom the IRS may call for more information
Benjamin Flament

10 Contact person's telephone number
212-773-2421

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
X [signature]	6/15/12	Officer, NDS Group Holdings Limited

Form **8832**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No 1545-1516

Type or Print	Name of eligible entity making election Nuclobel (Guernsey) Limited	Employer identification number 98-1084671
	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
☐ Relief for a late change of entity classification election sought under Revenue Procedure 2010-32

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 ▶ ____________

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) . . . . ▶ 7/26/2012

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

10 Contact person's telephone number
00441481745409

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]	12/28/2012	Director

Part II Late Election Relief

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

Nuclobel (Guernsey) Limited was formed July 26, 2012, in connection with a transaction involving multiple parties. It was intended that an election be made to treat Nuclobel (Guernsey) Limited as a partnership for US tax purposes effective as of the date of its formation. However, due to the complexity of the transaction and a miscommunication among the parties, a timely election was not filed. Upon discovering this omission, the parties promptly filed this election.

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
	12/28/2012	Director

Form **8832**
(Rev January 2012)
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
Nuclobel Ireland Limited	98-1084122
Number, street, and room or suite no If a P O box, see instructions	
Universal House	
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	
Shannon, Co. Clare, Ireland	

► Check if: ☐ Address change ☐ Late classification relief sought under Revenue Procedure 2009-41
☐ Relief for a late change of entity classification election sought under Revenue Procedure 2010-32

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 ► ____________

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 ▶ Ireland

8 Election is to be effective beginning (month, day, year) (see instructions) . . . . ▶ 12/3/2012

9 Name and title of contact person whom the IRS may call for more information
Nickola Murphy, Company Director

10 Contact person's telephone number
00 353 61 364350

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
Nickola Murphy	20-12-12	Director

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

Form **8832** (Rev. January 2012) Department of the Treasury Internal Revenue Service

Entity Classification Election

OMB No. 1545-1516

Type or Print		
	Name of eligible entity making election Sardilux S.a.r.l.	Employer identification number 98-1072634
	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
☐ Relief for a late change of entity classification election sought under Revenue Procedure 2010-32

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. 1-2012)

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) . . . . ▶ 8/14/2012

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 52

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
	10-01-12	Manager

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