



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Extended to November 15, 2017
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

A Employer identification number

Healthy Communities Foundation

36-4324067

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

Room/suite

19 Riverside Road

6

B Telephone number

708 443 5674

City or town, state or province, country, and ZIP or foreign postal code

Riverside, IL 60546-2606

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 ☐

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

I Fair market value of all assets at end of year

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

\$ 126,257,403.

J Accounting method: ☐ Cash ☒ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	9,478.	9,478.		Statement 1
4	Dividends and interest from securities	1,072,848.	1,072,848.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	10,998,187.			
b	Gross sales price for all assets on line 6a	13,260,590.			
7	Capital gain net income (from Part IV, line 2)		10,998,187.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	1,565,217.	230,726.		Statement 3
12	Total. Add lines 1 through 11	13,645,730.	12,311,239.		
13	Compensation of officers, directors, trustees, etc	293,808.	67,052.		226,756.
14	Other employee salaries and wages	41,450.	0.		41,450.
15	Pension plans, employee benefits	87,898.	17,580.		70,318.
16a	Legal fees Stmt 4	72,060.	0.		72,060.
b	Accounting fees Stmt 5	94,315.	66,586.		23,579.
c	Other professional fees Stmt 6	514,428.	376,055.		138,373.
17	Interest	7,691.	7,691.		0.
18	Taxes Stmt 7	878,741.	125,460.		0.
19	Depreciation and depletion	1,628.	163.		
20	Occupancy	32,066.	3,656.		28,410.
21	Travel, conferences, and meetings	4,093.	0.		4,093.
22	Printing and publications	3,235.	0.		3,235.
23	Other expenses Stmt 8	19,304.	2,631.		16,673.
24	Total operating and administrative expenses. Add lines 13 through 23	2,050,717.	666,874.		624,947.
25	Contributions, gifts, grants paid	5,860,928.			7,735,928.
26	Total expenses and disbursements. Add lines 24 and 25	7,911,645.	666,874.		8,360,875.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	5,734,085.			
b	Net investment income (if negative, enter -0-)		11,644,365.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	124,094.	771,605.	771,605.
	2 Savings and temporary cash investments	8,117,577.	1,633,229.	1,633,229.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	2,720.	3,556.	3,556.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 11	88,266,684.	123,844,946.	123,844,946.
	14 Land, buildings, and equipment: basis ▶ 66,298.			
	Less: accumulated depreciation Stmt 12 ▶ 62,231.	5,695.	4,067.	4,067.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	96,516,770.	126,257,403.	126,257,403.
	17 Accounts payable and accrued expenses		18,100.	
	18 Grants payable	3,445,000.	1,570,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 13)	52,574.	558,855.	
	23 Total liabilities (add lines 17 through 22)	3,497,574.	2,146,955.	
	Foundations that follow SFAS 117, check here ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	93,019,196.	124,110,448.	
	25 Temporarily restricted			
	26 Permanently restricted			
	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, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	93,019,196.	124,110,448.	
	31 Total liabilities and net assets/fund balances	96,516,770.	126,257,403.	

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	93,019,196.
2 Enter amount from Part I, line 27a	2	5,734,085.
3 Other increases not included in line 2 (itemize) ▶ See Statement 9	3	40,000,000.
4 Add lines 1, 2, and 3	4	138,753,281.
5 Decreases not included in line 2 (itemize) ▶ See Statement 10	5	14,642,833.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	124,110,448.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statement			
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			
b			
c			
d			
e 13,260,590.		2,262,403.	10,998,187.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			10,998,187.

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	10,998,187.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 (col. (b) divided by col. (c))
2015	5,545,846.	100,799,834.	.055018
2014	4,643,527.	91,259,313.	.050883
2013	29,753,239.	102,158,448.	.291246
2012	7,736,822.	103,859,807.	.074493
2011	7,654,728.	109,478,504.	.069920

2 Total of line 1, column (d)	2	.541560
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	.108312
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	112,945,945.
5 Multiply line 4 by line 3	5	12,233,401.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	116,444.
7 Add lines 5 and 6	7	12,349,845.
8 Enter qualifying distributions from Part XII, line 4	8	8,360,875.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	232,887.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (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	232,887.
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	232,887.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	145,715.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	110,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	255,715.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	2,642.	
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	20,186.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ 20,186. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
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	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2016)

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? Website address ► <u>healthycommunitiesfdn.org</u>	13	X
14 The books are in care of ► <u>Maria Pesqueira</u> Telephone no. ► <u>708-443-5674</u> Located at ► <u>19 Riverside Road Suite 6, Riverside, IL</u> ZIP+4 ► <u>60546-2606</u>		
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	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2016 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 2016) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

Form 990-PF (2016)

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 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 14		293,808.	23,000.	0.

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

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

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

0

Form 990-PF (2016)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Jeffrey Slocum & Associates Inc. - 43 Main Street SE Suite 300, Minneapolis, MN 55414	Investment Advisory Fees	148,239.
Varey & Vaccariello CPAS PC 2205 Point Blvd Suite 210, Elgin, IL 60123	Accounting & Tax Service	69,815.
Cartesian Capital Group 505 Fifth Ave 15th Floor, New York, NY 10017	Investment Advisory Fees	68,663.
Metropolitan RE Partners IV-A LP - 39th FL One Exchange Square, Central Hong Kong	Investment Advisory Fees	59,136.
Capital Today China Growth 800 Boylston St #1325, Boston, MA 02199	Investment Advisory Fees	58,257.
Total number of others receiving over \$50,000 for professional services		1

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 None	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 None	
	0.
2	
All other program-related investments. See instructions.	
3 None	
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2016)

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	59,240,237.
b	Average of monthly cash balances	1b	17,455,730.
c	Fair market value of all other assets	1c	37,969,967.
d	Total (add lines 1a, b, and c)	1d	114,665,934.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	114,665,934.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,719,989.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	112,945,945.
6	Minimum investment return. Enter 5% of line 5	6	5,647,297.

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	5,647,297.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	232,887.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	417,286.
c	Add lines 2a and 2b	2c	650,173.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,997,124.
4	Recoveries of amounts treated as qualifying distributions	4	40,000,000.
5	Add lines 3 and 4	5	44,997,124.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	44,997,124.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,360,875.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,360,875.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,360,875.

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

Form 990-PF (2016)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				44,997,124.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	1,760,180.			
b From 2012	2,601,068.			
c From 2013	24,793,449.			
d From 2014	202,581.			
e From 2015	733,505.			
f Total of lines 3a through e	30,090,783.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 8,360,875.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				8,360,875.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	30,090,783.			30,090,783.
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				6,545,466.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Access Community Health Network 222 N. Canal St Chicago, IL 60606	None	PC	Healthcare	200,000.
Suburban Primary Health Care Council (Access to Care) 2225 Enterprise Dr, Ste 2507 Westchester, IL 60154	None	PC	Healthcare	100,000.
Ageoptions, Inc 1048 Lake St, Ste 300 Oak Park, IL 60301	None	PC	Healthcare	50,000.
Aging Care Connections 111 W. Harris Ave La Grange, IL 60525	None	PC	Healthcare	50,000.
Alivio Medical Center 966 W. 21st Chicago, IL 60608	None	PC	General Operatings at Berwyn Clinic	125,000.
Total See continuation sheet(s) ▶ 3a				7,735,928.
b Approved for future payment				
Alivio Medical Center 966 W. 21st Chicago, IL 60608	None	PC	General Operatings at Berwyn Clinic	250,000.
American Medical Association Foundation 330 N. Wabash Chicago, IL 60611	None	PC	Medical School Student Scholarships	20,000.
Aspire of Illinois 1815 S. Wolf Rd Hillside, IL 60162	None	PC	Inclusion Program for Children with IDD	200,000.
Total See continuation sheet(s) ▶ 3b				1,570,000.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Capital Today China Growth Fund	P	06/23/06	08/31/16
b From Flow through Entities Attachment A	P	Various	Various
c From Flow through Entities Attachment A	P	Various	Various
d From Flow through Entities Attachment A	P	Various	Various
e From Flow through Entities Attachment A	P	Various	Various
f From Flow through Entities Attachment A	P	Various	Various
g Litigation Settlement Proceeds	P	Various	Various
h Capital Gains Dividends			
i			
j			
k			
l			
m			
n			
o			

(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 6,556,089.		949,460.	5,606,629.
b		181,693.	<181,693.>
c 1,882,483.			1,882,483.
d 281,940.			281,940.
e 2,099,995.		1,131,250.	968,745.
f 2,314,375.			2,314,375.
g 7,257.			7,257.
h 118,451.			118,451.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			5,606,629.
b			<181,693.>
c			1,882,483.
d			281,940.
e			968,745.
f			2,314,375.
g			7,257.
h			118,451.
i			
j			
k			
l			
m			
n			
o			

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	10,998,187.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Alivio Medical Center 966 W. 21st Chicago, IL 60608	None	PC	General Operatings at Berwyn Clinic	150,000.
All Our Childrens Advocacy Center 4053 Wolf Rd Western Springs, IL 60558	None	PC	Healthcare	20,000.
American Medical Association Foundation 330 N. Wabash Chicago, IL 60611	None	PC	Medical School Student Scholarships	20,000.
Arab American Family Services 9044 S. Octavia Ave Bridgeview, IL 60455	None	PC	Healthcare	75,000.
Aspire of Illinois 1815 S. Wolf Rd Hillside, IL 60162	None	PC	Inclusion Program for Children with IDD	100,000.
BEDS, Inc. PO Box 2035 LaGrange, IL 60525	None	PC	Healthcare	175,000.
Bravehearts Therapeutic Riding and Educational Center 7319 Maxon Rd Harvard, IL 60033	None	PC	Therapy for Veterans and Adults with IDD	200,000.
Casa Central 1343 N. California Ave Chicago, IL 60622	None	PC	Healthcare	150,000.
Catholic Church Extension Society of the USA 150 S. Wacker Dr, 20th Flr Chicago, IL 60606	None	PC	Latino Health Ministry Program	250,000.
Center for Independence Through Conductive Education, Inc 100 W. Plainfield, Ste 100 Countryside, IL 60525	None	PC	Healthcare	25,000.
Total from continuation sheets				7,210,928.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CBS Anti-Hunger Foundation 1937 S. 50th Ave Cicero, IL 60804	None	PC	Healthcare	30,000.
Community Nurse Health Association 23 Calendar Ave La Grange, IL 60525	None	PC	Healthcare	100,000.
Community Support Services, Inc 9021 Ogden Ave Brookfield, IL 60513	None	PC	Healthcare	15,000.
Forefront FKA Donors Forum 208 S. LaSalle, Ste 1540 Chicago, IL 60604	None	PC	General Operations	10,928.
El Valor Corp 1850 W. 21st St Chicago, IL 60608	None	PC	Healthcare	50,000.
Family Service & Mental Health Center of Cicero 5341 W. Cermak Rd Cicero, IL 60804	None	PC	Healthcare	100,000.
Gads Hill Center 1919 W. Cullerton St Chicago, IL 60608	None	PC	Healthcare	150,000.
Healthcare Alternative Systems, Inc 2755 W. Armitage Ave Chicago, IL 60647	None	PC	Healthcare	75,000.
Healthy Illinois Campaign 2355 S. Western Ave Chicago, IL 60608	None	PC	Healthcare	70,000.
Helping Hand Center 9649 W. 55th St Countryside, IL 60525	None	PC	Medical Clinic for the Elderly	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Housing Forward 1851 S. 9th Ave Maywood, IL 60153	None	PC	Healthcare	50,000.
Illinois Coalition for Immigrant and Refugee Rights 55 E. Jackson Blvd, Ste 2075 Chicago, IL 60604	None	PC	Healthcare	145,000.
Interfaith Community Partners 1515 W. Ogden Ave, Ste 536 Lagrange Park, IL 60526	None	PC	Healthcare	5,000.
L'Arche Chicago 1011 Lake St, Ste 403 Oak Park, IL 60301	None	PC	Healthcare	35,000.
Latino Policy Forum 180 N. Michigan Ave, Ste 1250 Chicago, IL 60601	None	PC	Healthcare	25,000.
Lawndale Christian Health Center 3860 W. Ogden Ave Chicago, IL 60623	None	PC	Healthcare	150,000.
Loyola University of Chicago 850 N. Michigan Ave Chicago, IL 60611	None	PC	DACA Scholarships	200,000.
Loyola University of Chicago 850 N. Michigan Ave Chicago, IL 60611	None	PC	Inclusion Program for Children with IDD	100,000.
Loyola University of Chicago 850 N. Michigan Ave Chicago, IL 60611	None	PC	Nursing Student Scholarships	200,000.
Loyola University of Chicago 850 N. Michigan Ave Chicago, IL 60611	None	PC	New Nursing Education Facility	2,500,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Meals on Wheels Foundation of Cook County 208 S. Lasalle, Ste 1900 Chicago, IL 60604	None	PC	Healthcare	75,000.
Mujeres Latinas En Accion, Inc 2124 W. 21st Pl Chicago, IL 60608	None	PC	Healthcare	150,000.
NAMI Metro Suburban, Inc 816 Harrison St Oak Park, IL 60304	None	PC	Healthcare	100,000.
New Moms, Inc 5317 W. Chicago Ave Chicago, IL 60651	None	PC	Healthcare	75,000.
Oak Leyden Developmental Services 411 W. Chicago Ave Oak Park, IL 60302	None	PC	Healthcare	75,000.
Oak Park River Forest Food Pantry 848 Lake St Oak Park, IL 60301	None	PC	Healthcare	50,000.
Heartland Health Outreach, Inc 4750 N. Sheridan Rd Chicago, IL 60640	None	PC	Healthcare	10,000.
Pav YMCA Foundation 2947 Oak Park Ave Berwyn, IL 60402	None	PC	Wellness Center for Elderly/Underprivilege	10,000.
Pav YMCA Foundation 2947 Oak Park Ave Berwyn, IL 60402	None	PC	Wellness Center for Elderly/Underprivilege	25,000.
PCC Community Wellness Center 14 Lake St Oak Park, IL 60302	None	PC	Healthcare	150,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PeopleCare, Inc 60 Akenside Rd Riverside, IL 60546	None	PC	Healthcare	15,000.
Pillars Community Services 333 N. Lagrange Rd, Ste 1 LaGrange Park, IL 60526	None	PC	Improving Technology/Changing Lives	150,000.
Presence Behavioral Health 1820 S. 25th Ave Broadview, IL 60155	None	PC	Healthcare	100,000.
Robert Crown Center for Health Education 21 Salt Lake Ln Hinsdale, IL 60521	None	PC	Healthcare	25,000.
Sarah's Inn 309 Harrison Oak Park, IL 60304	None	PC	Healthcare	50,000.
Sinai Health System California Ave at 15th St Chicago, IL 60608	None	PC	Healthcare	75,000.
Solutions for Care 7222 W. Cermak Rd, Ste 200 North Riverside, IL 60546	None	PC	Healthcare	75,000.
Childrens Center of Cicero-Berwyn, Inc 1447 S. 50th Ct Cicero, IL 60804	None	PC	Healthcare	150,000.
Oak Park and River Forest Infant Welfare Society 320 Lake St Oak Park, IL 60302	None	PC	Healthcare	100,000.
The Leadership 4903 S. Willow Springs Rd La Grange, IL 60525	None	PC	Healthcare	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Thrive Counseling Center 1120 S. Marion St Oak Park, IL 60302	None	PC	Healthcare	100,000.
United Cerebral Palsy Seguin of Greater Chicago 3100 S. Central Ave Cicero, IL 60804	None	PC	Healthcare	75,000.
University of Illinois - Mile Square Health Center 1220 S. Wood St Chicago, IL 60608	None	NC - Public University	Healthcare	150,000.
Way Back Inn 104 Oak St Maywood, IL 60153	None	PC	Healthcare	50,000.
Youth Crossroads, Inc 3401 Gunderson Berwyn, IL 60402	None	PC	Healthcare	100,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
Bravehearts Therapeutic Riding and Educational Center 7319 Maxon Rd Harvard, IL 60033	None	PC	Therapy for Veterans and Adults with IDD	200,000.
Catholic Church Extension Society of the USA 150 S. Wacker Dr, 20th Flr Chicago, IL 60606	None	PC	Latino Health Ministry Program	250,000.
Loyola University of Chicago 850 N. Michigan Ave Chicago, IL 60606	None	PC	DACA Scholarships	200,000.
Loyola University of Chicago 850 N. Michigan Ave Chicago, IL 60606	None	PC	Inclusion Program for Children with IDD	200,000.
Loyola University of Chicago 850 N. Michigan Ave Chicago, IL 60606	None	PC	Nursing Student Scholarships	200,000.
Pav YMCA Foundation 2947 Oak Park Ave Berwyn, IL 60402	None	PC	Wellness Center for Elderly/Underprivilege	50,000.
Total from continuation sheets				1,100,000.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Wayne Hummer	9,478.	9,478.	
Total to Part I, line 3	9,478.	9,478.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Attachment A Mutual Funds	1,020,890.	118,451.	902,439.	902,439.	
Attachment A Pass Through Entities	170,409.	0.	170,409.	170,409.	
To Part I, line 4	1,191,299.	118,451.	1,072,848.	1,072,848.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Attachment A Non Deductibles/Non Taxables from Pass Through Entities	<1,079.>	0.	
UBTI From K-1 Summary (See Attachment A)	1,335,570.	0.	
Ordinary Income From K-1 Summary (See Attachment A)	230,726.	230,726.	
Total to Form 990-PF, Part I, line 11	1,565,217.	230,726.	

Form 990-PF	Legal Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees re General Corporate Matters	72,060.	0.		72,060.
To Fm 990-PF, Pg 1, ln 16a	72,060.	0.		72,060.

Form 990-PF	Accounting Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit Fees	24,500.	18,375.		6,125.
Accounting & Tax Service	69,815.	48,211.		17,454.
To Form 990-PF, Pg 1, ln 16b	94,315.	66,586.		23,579.

Form 990-PF	Other Professional Fees			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Attachment A K-1 Investment Advisory Fees	188,472.	188,472.		0.
Computer and Program Consultants	138,373.	0.		138,373.
Investment Consultant	187,583.	187,583.		0.
To Form 990-PF, Pg 1, ln 16c	514,428.	376,055.		138,373.

Form 990-PF	Taxes			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Taxes Paid on Foreign Dividends	125,460.	125,460.			0.
Federal Excise Tax	232,887.	0.			0.
Unrelated Business Income Tax	417,286.	0.			0.
Illinois Unrelated Business Income Tax	103,108.	0.			0.
To Form 990-PF, Pg 1, ln 18	878,741.	125,460.			0.

Form 990-PF	Other Expenses			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Equipment Rental	2,860.	286.			2,574.
Insurance	7,644.	764.			6,880.
Payroll Service	6,722.	1,344.			5,378.
Office Supplies	1,713.	171.			1,542.
Repairs and Maintenance	70.	7.			63.
Bank Charges	295.	59.			236.
To Form 990-PF, Pg 1, ln 23	19,304.	2,631.			16,673.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	9
Description		Amount	
Income Modification - Grants Returned		40,000,000.	
Total to Form 990-PF, Part III, line 3		40,000,000.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	10
-------------	--	-----------	----

Description	Amount
Unrealized loss on investments carried at market value	14,642,833.
Total to Form 990-PF, Part III, line 5	14,642,833.

Form 990-PF	Other Investments	Statement	11
-------------	-------------------	-----------	----

Description	Valuation Method	Book Value	Fair Market Value
Fixed Income Limited Partnerships	FMV	44,527,826.	44,527,826.
Real Asset Focused Limited Partnerships	FMV	7,299,220.	7,299,220.
Equity Focused Limited Partnerships	FMV	72,017,900.	72,017,900.
Total to Form 990-PF, Part II, line 13		123,844,946.	123,844,946.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	12
-------------	--	-----------	----

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture Fixtures Office Equipment	27,291.	27,291.	0.
File Server	4,664.	4,664.	0.
Mail Server and Backup	6,336.	6,336.	0.
Furniture Fixtures Office Equipment	16,946.	16,946.	0.
Computer Equipment TAH Tower	875.	875.	0.
Computer Equipment MK Tower	875.	875.	0.
Dell Laptop Vostro 1710 MK Workstations	1,174.	1,174.	0.
	8,137.	4,070.	4,067.
Total To Fm 990-PF, Part II, ln 14	66,298.	62,231.	4,067.

Form 990-PF	Other Liabilities	Statement	13
Description	BOY Amount	EOY Amount	
Federal Excise Tax Payable	52,574.	558,855.	
Total to Form 990-PF, Part II, line 22	52,574.	558,855.	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	14
-------------	---	-----------	----

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib	Account
Grace Hou The Arthur Foundation 19 Riverside Road #6 Riverside, IL 60546	Chairman, Board Member 5.00	0.	0.	0.	
Joseph W McInerney The Arthur Foundation 19 Riverside Road #6 Riverside, IL 60546	Treasurer, Board Member 5.00	0.	0.	0.	
Carl Bergetz The Arthur Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.	
Elyse Forkosh Cutler The Arthur Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.	
Charles W Mulaney Jr The Arthur Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.	
Anne Marie Murphy, Ph.D. The Arthur Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.	

Healthy Communities Foundation

36-4324067

Chaka M Patterson The Arthur Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.
Maria S Pesqueira The Arthur Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.
Amalia S Rioja The Arthur Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.
Michael P Kenahan The Arthur Foundation 19 Riverside Road #6 Riverside, IL 60546	Ex-President 40.00	293,808.	23,000.	0.
James Durkan The Arthur Foundation 19 Riverside Road #6 Riverside, IL 60546	Interim President 40.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		<u>293,808.</u>	<u>23,000.</u>	<u>0.</u>

Form 990-PF	Grant Application Submission Information	Statement 15
	Part XV, Lines 2a through 2d	

Name and Address of Person to Whom Applications Should be Submitted

Maria Pesqueira Healthy Communities Foundation
19 Riverside Road Suite # 6
Riverside, IL 605462606

Telephone Number

708-443-5674

Email Address

mpesqueira@hcfdn.org

Form and Content of Applications

See The Attached Narrative

Any Submission Deadlines

See The Attached Narrative

Restrictions and Limitations on Awards

See The Attached Narrative

Form 990-PF

Other Revenue

Statement 16

Description	Bus Code	Unrelated Business Inc	Excl Code	Excluded Amount	Related or Exempt Func- tion Income
Attachment A Non Deductibles/Non Taxables from Pass Through	531120		14	<1,079.>	
UBTI From K-1 Summary (See Attachment A)	531120	1,335,570.			
Ordinary Income From K-1 Summary (See Attachment A)	531120		14	230,726.	
Total to Form 990-PF, Pg 12, ln 11		1,335,570.		229,647.	

2016 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
21	Workstations	06/30/14	SL	5.00		16	8,137.				8,137.	2,442.		1,628.	4,070.
	Furniture and Fixtures														
	Furniture Fixtures Office														
10	Equipment	01/01/07	SL	5.00		16	27,291.				27,291.	27,291.		0.	27,291.
	Furniture Fixtures Office														
17	Equipment	03/31/07	SL	5.00		16	16,946.				16,946.	16,946.		0.	16,946.
	* 990-PF Pg 1 Total -														
	Furniture and Fixtures						44,237.				44,237.	44,237.		0.	44,237.
	Computer Equipment														
15	File Server	11/08/07	SL	5.00		16	4,664.				4,664.	4,664.		0.	4,664.
16	Mail Server and Backup	11/29/07	SL	5.00		16	6,336.				6,336.	6,336.		0.	6,336.
18	Computer Equipment TAH Tower	01/26/09	SL	5.00		16	875.				875.	875.		0.	875.
19	Computer Equipment MK Tower	01/26/09	SL	5.00		16	875.				875.	875.		0.	875.
20	Dell Laptop Vostro 1710 MK	01/26/09	SL	5.00		16	1,174.				1,174.	1,174.		0.	1,174.
	* 990-PF Pg 1 Total -														
	Computer Equipment						13,924.				13,924.	13,924.		0.	13,924.
	Software														
	* 990-PF Pg 1 Total -														
	Software						0.				0.	0.		0.	0.
	* Grand Total 990-PF Pg 1						66,298.				66,298.	60,603.		1,628.	62,231.
	Depr														

628111 04-01-16

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Healthy Communities Foundation
Riverside, IL
Schedule of Investments at 12-31-16 and 12-31-15
Form 990PF Page 2 Part II Line 13
36-4324067

	Dec 31, 16	Dec 31, 15
Investments		
Equity Focused		
Harding Loevner Global Equity	4,524,476	4,267,594
FMI International Fund	8,225,929	7,477,911
Wellington CTF Select CAP	5,266,081	5,280,238
Blue Harbor Strategic Value Fd	0	5,246,744
Valinor Capital Partners Offsho	4,123,824	4,166,275
Pentwater Event Fund Ltd	4,523,045	4,141,538
Och Ziff Overseas Fund II Ltd	82,866	94,185
Vanuaird Mutual Funds	30,227,288	0
Blackrock Private Capital II	3,035,542	4,146,510
Capital Today China Growth Fd	8,169,547	19,078,121
Cartesian/Pangaea Two LP	2,021,251	1,455,872
Permal PPEO II FTE	1,333,262	1,901,054
Invention Development Fund I	484,789	481,759
Total Equity Focused	72,017,900	57,737,802
Fixed Income Focused		
Goldman Sachs	10,280,377	4,850,124
Aurelius Capital International	8,115,552	7,305,045
Vanuaird Mutual Funds	19,015,071	0
Rimrock High Income Plus Fund	6,870,376	6,553,851
Pimco Bravo Fund	184,114	833,084
Pimco Bravo AIV II	15,759	15,759
Pimco Bravo AIV III	46,577	46,577
Total Fixed Income Focused	44,527,826	19,604,440
Real Asset Focused		
Canaan Natural Gas IX	1,214,309	1,232,397
Canaan Natural Gas X	341,051	288,465
Metropolitan RE Partners IV	1,621,475	2,317,758
Resource Land Fund IV LLC	1,508,006	2,529,347
Sindicatum	916,595	973,875
Bridge/REOC Fund II-B LP	1,697,784	3,676,785
Total Real Asset Focused	7,299,220	11,018,627
Total Investments	123,844,946	88,360,869

Healthy Communities Foundation
Riverside, Illinois
Form 990PF Year Ended 12-31-16
36-4324067

ATTACHMENT A

PASS THROUGH ENTITIES		FEIN	Other Investment Income	Dividends and Interest	Unrelated Business Taxable Income	Unrelated Business Taxable Gains	Short Term Gains (Losses)	Long Term Gains (Losses)	Section 1231 Gains (Losses)	Capital Gain Dividends	Section 1256 Gains (Losses)	Investment Management	Investment Interest Expense	Foreign Taxes Withheld	Non (Deductible) Non Taxable
Form 990 PF Line Reference			Part XVI-A Line 11c	Part I Line 3 & 4	Form 990T (27,599)	Form 990T 1,334,160	Part IV Col h Line 1b	Part IV Col h Line 1c	Part IV Col h Line 1d	Part IV Col h Line 1c	Form 6781	Part I Line 16c	Part I Line 17	Part I Line 18	Part XVI-A Line 11a
Real Estate Opportunity Capital Fund II-B LP		46-1366574	(48,804)	138	(27,599)	1,334,160	0	27	265,820	0	0	0	0	0	(1)
Canaan Natural Gas Parallel Fund IX LP		20-2387366	(7,027)	0	0	0	0	0	0	0	0	0	0	0	0
Canaan Natural Gas Parallel Fund X LP		26-2693114	(3,747)	0	0	0	0	0	0	0	0	0	0	0	0
Pangaea Two LP		27-2707204	13,633	63,121	(1,228)	0	0	12,203	0	0	0	(88,663)	(7,495)	(723)	0
Pimco Bravo Fund Offshore Feeder I LP		27-3723234	414,661	1,460	0	0	(39)	52	0	0	0	(304)	0	0	0
Pimco Bravo Fund Offshore Feeder AIV II LP		98-1070170	0	1,100	0	0	0	0	0	0	0	0	0	0	0
Pimco Bravo Fund Offshore Feeder AIV III LP		98-1079634	0	1,056	0	0	0	0	0	0	0	0	0	0	0
Metropolitan Real Estate Partners IV-A LP		65-1265800	1,992	18,186	(10,451)	(3,754)	(9)	101,106	(2,165)	0	0	(59,136)	(196)	0	(101)
Wellington Trust Global Select		20-5853753	2,198	54,607	0	0	(181,957)	124,887	0	0	0	(826)	0	(3,192)	0
Xinova LLC FKA Invention Development Fund		28-0634745	(145,122)	172	0	0	0	312	(6,199)	0	0	0	0	(1,445)	(652)
Capital Today China Growth		98-0571875	2,956	22,206	0	0	0	1,098,709	0	0	0	(58,257)	0	(117,154)	0
Resource Land Fund IV LLC		26-3903798	(2,014)	8,363	25,833	18,809	312	544,187	24,484	0	0	(1,286)	0	0	(325)
Total			230,726	170,409	(13,645)	1,349,215	(181,693)	1,882,483	281,940	0	0	(188,472)	(7,691)	(122,514)	(1,079)
MUTUAL FUNDS															
FMI Fund			0	241,896	0	0	0	0	0	56,213	0	0	0	0	0
Harding Loevner			0	18,221	0	0	0	0	0	53,868	0	0	0	0	0
Blue Harbor Strategic Value Fd			0	0	0	0	0	2,314,375	0	0	0	0	0	0	0
Vanguard Mutual Funds			0	436,317	0	0	0	0	0	8,370	0	0	0	0	0
Goldman Sachs Strategic Income Fund			0	206,005	0	0	0	0	0	0	0	0	0	0	0
Total			0	802,439	0	0	0	2,314,375	0	118,451	0	0	0	0	0
MANAGED ACCOUNTS-OTHER PORTFOLIO INCOME															
Permal PPEO II Ltd			0	0	0	0	0	0	0	0	0	0	0	(2,946)	0
Wayne Hummer			0	9,478	0	0	0	0	0	0	0	0	0	0	0
Total			0	9,478	0	0	0	0	0	0	0	0	0	0	0
Grand Total			230,726	1,082,328	(13,645)	1,349,215	(181,693)	4,196,858	281,940	118,451	0	(188,472)	(7,691)	(125,460)	(1,079)