

Extended to November 15, 2018

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0052

2017

Open to Public Inspection

For calendar year 2017 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 changeD 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 foundationE 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

J Accounting method:

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

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

☐ Other (specify) _____

\$ 134,152,380. (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)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	15,252.	15,252.		Statement 1
	4	Dividends and interest from securities	1,653,250.	1,653,250.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,674,371.			
	b	Gross sales price for all assets on line 6a	8,609,481.			
	7	Capital gain net income (from Part IV, line 2)		4,674,371.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	935,717.	<179,187.>		Statement 3
	12	Total. Add lines 1 through 11	7,278,590.	6,163,686.		
	13	Compensation of officers, directors, trustees, etc.	109,372.	21,874.		87,498.
	14	Other employee salaries and wages	65,939.	2,600.		63,339.
	15	Pension plans, employee benefits	14,213.	2,843.		11,370.
	16a	Legal fees Stmt 4	14,181.	0.		14,181.
	b	Accounting fees Stmt 5	67,770.	46,478.		16,942.
	c	Other professional fees Stmt 6	818,020.	531,421.		286,599.
	17	Interest	11,288.	11,288.		0.
	18	Taxes Stmt 7	560,651.	25,843.		0.
	19	Depreciation and depletion	2,483.	248.		
	20	Occupancy	30,679.	3,275.		27,404.
	21	Travel, conferences, and meetings	10,713.	0.		10,713.
	22	Printing and publications	4,418.	0.		4,418.
	23	Other expenses Stmt 8	29,651.	3,357.		26,294.
	24	Total operating and administrative expenses. Add lines 13 through 23	1,739,378.	649,227.	TAXPAYER'S COPY	548,758.
	25	Contributions, gifts, grants paid	6,502,080.			7,712,080.
	26	Total expenses and disbursements. Add lines 24 and 25	8,241,458.	649,227.		8,260,838.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<962,868.>			
	b	Net investment income (if negative, enter -0-)		5,514,459.		
	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		771,605.	119,913.	119,913.	
	2 Savings and temporary cash investments		1,633,229.	603,647.	603,647.	
	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		3,556.	6,977.	6,977.	
	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 10	123,844,946.	131,932,157.	131,932,157.	
14 Land, buildings, and equipment: basis		74,853.				
Less: accumulated depreciation		Stmt 11	64,714.	4,067.	10,139.	
15 Other assets (describe)		Statement 12	0.	1,479,547.	1,479,547.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			126,257,403.	134,152,380.	134,152,380.	
17 Accounts payable and accrued expenses			18,100.	87,661.		
18 Grants payable			1,570,000.	360,000.		
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	558,855.	0.		
23 Total liabilities (add lines 17 through 22)		2,146,955.	447,661.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here	<input checked="" type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31.					
	24 Unrestricted		124,110,448.	133,704,719.		
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here	<input type="checkbox"/>				
	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		124,110,448.	133,704,719.			
31 Total liabilities and net assets/fund balances		126,257,403.	134,152,380.			

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	124,110,448.
2 Enter amount from Part I, line 27a	2	<962,868.>
3 Other increases not included in line 2 (itemize)	3	See Statement 9
4 Add lines 1, 2, and 3	4	10,557,139.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	133,704,719.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 8,609,481.		3,935,110.	4,674,371.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			4,674,371.

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	4,674,371.
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 doesn't 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))
2016	8,360,875.	112,945,945.	.074025
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

2 Total of line 1, column (d)	2	.545665
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.109133
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	131,040,181.
5 Multiply line 4 by line 3	5	14,300,808.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	55,145.
7 Add lines 5 and 6	7	14,355,953.
8 Enter qualifying distributions from Part XII, line 4	8	8,260,838.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	110,289.
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	110,289.
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	110,289.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	240,186.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	255,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	495,186.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	25.	
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	384,872.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax	11	384,872.	Refunded

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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
c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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. <input type="checkbox"/> IL		
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 2017 or the tax year beginning in 2017? See the 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

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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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>healthycommunitiesfdn.org</u>	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		N/A
16 At any time during calendar year 2017, 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 ►		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
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	2b	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017.)	3b	N/A
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 2017?	4b	X

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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 ☒ Nob 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/AOrganizations 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A

	Yes	No
5b		
6b		X
7b		

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

1 List all officers, directors, trustees, and 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		109,372.	8,948.	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

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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
Pavilion Advisory Group - 43 Main Street SE Suite 300, Minneapolis, MN 55414	Investment Advisory Fees	176,589.
Q-BLK Private Capital II (Parallel) LP - 1 University Square Drive, Princeton, NJ 08540	Investment Advisory Fees	93,850.
Millennia Consulting 3530 N. Damen Avenue, Chicago, IL 60618	Transition Consulting	67,332.
Wilburn HC Solutions, INC P.O. Box 802831, Chicago, IL 60680	Program Consultant	67,300.
Capital Today China Growth - 39th FL One Exchange Square, Central Hong Kong	Investment Advisory Fees	59,850.
Total number of others receiving over \$50,000 for professional services		5

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 None	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	77,214,585.
b	Average of monthly cash balances	1b	3,515,525.
c	Fair market value of all other assets	1c	52,305,607.
d	Total (add lines 1a, b, and c)	1d	133,035,717.
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	133,035,717.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,995,536.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	131,040,181.
6	Minimum investment return. Enter 5% of line 5	6	6,552,009.

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	6,552,009.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	110,289.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	313,293.
c	Add lines 2a and 2b	2c	423,582.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,128,427.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,128,427.
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	6,128,427.

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	8,260,838.
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	8,260,838.
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	8,260,838.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				6,128,427.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			6,545,466.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 8,260,838.				
a Applied to 2016, but not more than line 2a			6,545,466.	
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 2017 distributable amount				1,715,372.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				4,413,055.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 ☐ 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

Healthy Communities Foundation, 708-443-5674, mpesqueira@hcfndn.org
19 Riverside Road Suite # 6, Riverside, IL 605462606

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

See The Attached Narrative

- c Any submission deadlines:

See The Attached Narrative

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

See The Attached Narrative

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				
Access Community Health Network 222 N. Canal St Chicago, IL 60606	None	PC	Healthcare	200,000.
Access Living Of Metropolitan Chicago 115 West Chicago Avenue Chicago, IL 60654	None	PC	Healthcare	10,000.
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 60608	None	PC	General Operatings at Berwyn Clinic	200,000.
Total See continuation sheet(s) 3a				7,712,080.
b Approved for future payment				
Sisterhouse 27 Washington Blvd Oak Park, IL 60302	None	PC	Healthcare	10,000.
Total 3b				10,000.

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

- | | | Yes | No |
|----------|--|-------|----|
| f | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

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.		
	TAXPAYER'S COPY		
	Signature of officer or trustee _____	Date _____	Title _____
	May the IRS discuss this return with the preparer shown below? See instr.		<input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No

Paid Preparer Use Only	Print/Type preparer's name Elizabeth A. Vaccariello	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00357347
	Firm's name ▶ Varey & Vaccariello CPAs PC				Firm's EIN ▶ 36-3994838
	Firm's address ▶ 2205 Point Boulevard, Suite 210 Elgin, IL 60123				Phone no. 847-228-6977

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	Various
b Publicly Traded Securities				
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 Capital Gains Dividends				
g				
h				
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 1,870,841.		209,302.	1,661,539.
b 4,445,000.		3,725,808.	719,192.
c 251,711.			251,711.
d 986,772.			986,772.
e 213,504.			213,504.
f 841,653.			841,653.
g			
h			
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			1,661,539.
b			719,192.
c			251,711.
d			986,772.
e			213,504.
f			841,653.
g			
h			
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	4,674,371.
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	Healthcare	125,000.
Alivio Medical Center 966 W. 21st Chicago, IL 60608	None	PC	Cap Grant	25,000.
All Chicago Making Homelessness History 651 West Washington Blvd Ste 504 Chicago, IL 60661	None	PC	Healthcare	10,000.
All Our Childrens Advocacy Center 4053 Wolf Rd Western Springs, IL 60558	None	PC	Healthcare	45,000.
American Medical Association Foundation 330 N. Wabash Chicago, IL 60611	None	PC	Grant Payment	20,000.
Arab American Family Services 9044 S. Octavia Ave Bridgeview, IL 60455	None	PC	Healthcare	75,000.
ASI 2619 West Armitage Avenue Chicago, IL 60647	None	PC	Healthcare	10,000.
Aspire of Illinois 1815 S. Wolf Rd Hillside 60162	None	PC	Inclusion Program for Children with IDD	100,000.
Aspire of Illinois 1815 S. Wolf Rd Hillside, IL 60162	None	PC	Aspire General Operating Grant	25,000.
BEDS, Inc. PO Box 2035 LaGrange, IL 60525	None	PC	Healthcare	100,000.
Total from continuation sheets				7,202,080.

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
Boys Club Of Cicero 5500 West 25th Street Cicero, IL 60804	None	PC	Healthcare	30,000.
Bravehearts Therapeutic Riding and Educational Center 7319 Maxon Rd Harvard, IL 60033	None	PC	Healthcare	200,000.
Brighton Park Neighborhood Council 4477 South Archer Avenue Chicago, IL 60632	None	PC	Healthcare	35,000.
BUILD Inc 5100 West Harrison Street Chicago, IL 60644	None	PC	Healthcare	25,000.
Casa Central 1343 N. California Ave Chicago, IL 60622	None	PC	Healthcare	175,000.
Catholic Charities Of Archdiocese Chicago 721 North LaSalle Street Chicago, IL 60654	None	PC	Healthcare	15,000.
Catholic Church Extension Society of the USA 150 S. Wacker Dr, 20th Flr Chicago, IL 60606	None	PC	Grant Owed 11-2014	250,000.
CBS Anti-Hunger Foundation 1937 S. 50th Ave Cicero, IL 60804	None	PC	Healthcare	10,000.
Center For Advancing Domestic Peace 813 South Western Avenue, Unit 1 Chicago, IL 60612	None	PC	Healthcare	15,000.
Center For Economic Progress 567 West Lake Street, Ste 1150 Chicago, IL 60661	None	PC	Healthcare	25,000.
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
Center for Independence Through Conductive Education, Inc 100 W. Plainfield, Ste 100 Countryside, IL 60525	None	PC	Healthcare	25,000.
Chicago Citywide Literacy Connection 641 West Lake Street, Ste 200 Chicago, IL 60661	None	PC	Healthcare	15,000.
Chicago Commons Association 515 East 50th Street Chicago, IL 60615	None	PC	Healthcare	15,000.
Chicago Metropolitan Battered Womens Network 1 East Wacker Drive, Ste 1630 Chicago, IL 60601	None	PC	Healthcare	50,000.
Chicago Urban League 4510 South Michigan Ave Chicago, IL 60653	None	PC	Presidents Discretionary Grant	5,000.
Childrens Center of Cicero-Berwyn, Inc 1447 S. 50th Ct Cicero, IL 60804	None	PC	General Operating Grant 23-2017	150,000.
Communities United 4749 North Kedzie Chicago, IL 60625	None	PC	Healthcare	10,000.
Community Support Services, Inc 9021 Ogden Ave Brookfield, IL 60513	None	PC	Healthcare	15,000.
CommunityHealth 2611 West Chicago Avenue Chicago, IL 60622	None	PC	Healthcare	225,000.
Corazon Community Services 5339 West 25th Street Cicero, IL 60804	None	PC	Healthcare	30,000.
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
El Valor Corp 1850 W. 21st St Chicago, IL 60608	None	PC	Healthcare	50,000.
Enlace Chicago 2756 S Harding Avenue Chicago, IL 60623	None	PC	Healthcare	50,000.
Enviornmental Law And Policy Center Of The Midwest 35 East Wacker Drive, Ste 1600 Chicago, IL 60601	None	PC	Healthcare	15,000.
Erie Family Health Center 1701 West Superior 3rd Floor Chicago, IL 60622	None	PC	Healthcare	100,000.
Erie Neighborhood House 1701 West Superior Street Chicago, IL 60622	None	PC	Healthcare	50,000.
Esperanza Health Centers 2001 South California Avenue No 100 Chicago, IL 60608	None	PC	Healthcare	175,000.
Family Focus 310 South Peoria Ste 301 Chicago, IL 60607	None	PC	Healthcare	50,000.
Family Service & Mental Health Center of Cicero 5341 W. Cermak Rd Cicero, IL 60804	None	PC	Healthcare	119,750.
Forefront FKA Donors Forum 208 S. Lasalle, Ste 1540 Chicago, IL 60604	None	PC	General Operations	10,000.
Gads Hill Center 1919 W. Cullerton St Chicago, IL 60608	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
Healthcare Alternative Systems, Inc 2755 W. Armitage Ave Chicago, IL 60647	None	PC	Healthcare	66,000.
Healthy Illinois Campaign 2355 S. Western Ave Chicago, IL 60608	None	PC	Healthcare	19,500.
Heartland Alliance for Human Needs & Human Rights 208 S Lasalle St, Ste 1300 Chicago, IL 60604	None	PC	Oral Health Forum	5,000.
Hephzibah Childrens Association 1144 Lake Street Oak Park, IL 60301	None	PC	Healthcare	75,000.
Housing Forward 1851 S. 9th Ave Maywood, IL 60153	None	PC	Healthcare	75,000.
Illinois Association Of Free And Charitable Clinics 42 Stephen St, Unit 416 Lemont, IL 60439	None	PC	Healthcare	15,000.
Illinois Coalition for Immigrant and Refugee Rights 55 E. Jackson Blvd, Ste 2075 Chicago, IL 60604	None	PC	Healthcare	176,000.
Illinois Partners For Human Services 310 South Peoria Street Chicago, IL 60607	None	PC	Healthcare	25,000.
Inner-City Muslim Action Network 2744 West 63rd Street Chicago, IL 60629	None	PC	Healthcare	120,000.
Institute For Latino Progress 2520 South Western Avenue Chicago, IL 60608	None	PC	Operating Grant 44-2017	75,000.
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
Institute For Latino Progress 2520 South Western Avenue Chicago, IL 60608	None	PC	Presidents Discretionary Fund	5,000.
Interfaith Community Partners 1515 W. Ogden Ave, Ste 536 Lagrange Park, IL 60526	None	PC	Healthcare	10,000.
John Howard Association 70 East Lake Street, Suite 410 Chicago, IL 60601	None	PC	Healthcare	10,000.
L'Arche Chicago 1011 Lake St, Ste 403 Oak Park, IL 60301	None	PC	Healthcare	10,000.
La Casa Norte 3533 West North Avenue Chicago, IL 60647	None	PC	Healthcare	10,000.
Latino Policy Forum 180 N. Michigan Ave, Ste 1250 Chicago, IL 60601	None	PC	Healthcare	25,000.
Latinos Progresando 3047 West Cermak Rd Chicago, IL 60623	None	PC	Healthcare	25,000.
Lawndale Christian Health Center 3860 W. Ogden Ave Chicago, IL 60623	None	PC	Healthcare	150,000.
Leyden Family Service And Mental Health Center 10001 West Grand Franklin Park, IL 60131	None	PC	Healthcare	25,000.
Little Village Environmental Justice Organization 2856 South Millard Avenue Chicago, IL 60623	None	PC	Healthcare	15,000.
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
Lo Que Puede Venir 6029 Washington Street Downers Grove, IL 60516	None	PC	Discretionary Grant	5,000.
Loyola University of Chicago 850 N. Michigan Ave Chicago, IL 60611	None	PC	Loyola School Based Health Center At Proviso East	50,000.
Loyola University of Chicago 850 N. Michigan Ave Chicago, IL 60611	None	PC	Greeley Center	100,000.
Loyola University of Chicago 850 N. Michigan Ave Chicago, IL 60611	None	PC	Niehoff School - Hett Scholarship	200,000.
Loyola University of Chicago 850 N. Michigan Ave Chicago, IL 60611	None	PC	Stritch	200,000.
MAPSCorp 5307 South Hyde Park Blvd Chicago, IL 60615	None	PC	Healthcare	5,000.
Maywood Fine Arts Association 25 North 5th Avenue Maywood, IL 60153	None	PC	Healthcare	10,000.
Meals on Wheels Foundation of Cook County 208 S. LaSalle, Ste 1900 Chicago, IL 60604	None	PC	Healthcare	75,000.
Mercy Housing Lakefront 120 S LaSalle St, Ste 1850 Chicago, IL 60603	None	PC	Healthcare	10,000.
Metropolitan Chicago Breast Cancer Task Force 300 South Ashland Ave, Ste 202 Chicago, IL 60607	None	PC	Healthcare	100,000.
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
Mobile C A R E Foundation 321 North Loomis, Ste 202 Chicago, IL 60607	None	PC	Healthcare	25,000.
Mujeres Latinas En Accion, Inc 2124 W. 21st Pl Chicago, IL 60608	None	PC	Healthcare	175,000.
NAMI Metro Suburban, Inc 816 Harrison St Oak Park, IL 60304	None	PC	Healthcare	105,000.
National Academy of Sciences 500 Fifth St NW, Keck 1057 Office Of Contracts And Grants Washington, DC 20001	None	PC	Proactiv Grant 2017	10,000.
National Museum Of Mexican Art 1852 West 19th Street Chicago, IL 60608	None	PC	Healthcare	5,000.
National Opinion Research Center 55 E Monroe 20th Floor Chicago, IL 60603	None	PC	Presidents Discretionary Award	5,000.
New Moms, Inc 5317 W. Chicago Ave Chicago, IL 60651	None	PC	Healthcare	35,000.
Oak Leyden Developmental Services 411 W. Chicago Ave Oak Park, IL 60302	None	PC	Healthcare	100,000.
Oak Park and River Forest Infant Welfare Society 320 Lake St Oak Park, IL 60302	None	PC	Healthcare	100,000.
Oak Park and River Forest Infant Welfare Society 320 Lake St Oak Park, IL 60302	None	PC	UIC College Of Dentistry Proactiv Grant	100,000.
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
Oak Park River Forest Food Pantry 848 Lake St Oak Park, IL 60301	None	PC	Healthcare	50,000.
Opportunity Knocks 8020 Madison Street River Forest, IL 60305	None	PC	General Operating Grant 71-2017	25,000.
PACTT Learning Center 1925 N Clybourn Ave, Ste 200 Chicago, IL 60614	None	PC	General Operating Grant 72-2017	5,000.
Paso-West Suburban Action Project 1115 N 23rd Avenue Melrose Park, IL 60160	None	PC	Capital Grant 73-2017	35,000.
Pav YMCA Foundation 2947 Oak Park Ave Berwyn, IL 60402	None	PC	Wellness Center for Elderly/Underprivileged	125,000.
PCC Community Wellness Center 14 Lake St Oak Park, IL 60302	None	PC	Healthcare	150,000.
PeopleCare, Inc 60 Akenside Rd Riverside, IL 60546	None	PC	Healthcare	5,000.
Pillars Community Health fka Community Nurse Health Association 333 N. Lagrange Rd, Ste 1 La Grange, IL 60526	None	PC	Healthcare	205,000.
Pillars Community Services 333 N. Lagrange Rd, Ste 1 LaGrange Park, IL 60526	None	PC	Healthcare 10.2017 CC	830.
Presence Behavioral Health 1820 S. 25th Ave Broadview, IL 60155	None	PC	Healthcare	100,000.
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
Robert Crown Center for Health Education 21 Salt Lake Ln Hinsdale, IL 60521	None	PC	Healthcare	25,000.
Rosecrance Foundation 1021 N Mulford Road Rockford, IL 61107	None	PC	General Operating Grant 77-2017	50,000.
Saint Anthony Hospital 2875 West 19th St Chicago, IL 60623	None	PC	General Operating Grant 78-2017	30,000.
Sarah's Inn 309 Harrison Oak Park, IL 60304	None	PC	Healthcare	50,000.
Sargent Shriver National Center On Poverty Law 67 East Madison St, Suite 2000 Chicago, IL 60603	None	PC	Grant 01-2017	5,000.
Sargent Shriver National Center On Poverty Law 67 East Madison St, Suite 2000 Chicago, IL 60603	None	PC	Proactiv Grant	200,000.
Sinai Health System California Ave at 15th St Chicago, IL 60608	None	PC	Healthcare	200,000.
Solutions for Care 7222 W. Cermak Rd, Ste 200 North Riverside, IL 60546	None	PC	Healthcare	75,000.
Suburban Primary Health Care Council (Access to Care) 2225 Enterprise Dr, Ste 2507 Westchester, IL 60154	None	PC	Healthcare	100,000.
Taller De Jose 2831 West 24th Blvd Chicago, IL 60623	None	PC	General Operating Grant 83-2017	10,000.
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
The Latino Alzheimers And Memory Disorders Alliance 4327 N Ottawa Ave Norridge, IL 60706	None	PC	General Operating Grant 49-2017	25,000.
The Leadershop 4903 S. Willow Springs Rd La Grange, IL 60525	None	PC	Healthcare	75,000.
Thrive Counseling Center 1120 S. Marion St Oak Park, IL 60302	None	PC	Healthcare	125,000.
United Cerebral Palsy Seguin of Greater Chicago 7550 183RD St Tinley Park, IL 60477	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.
West Cook YMCAs Inc 255 South Maroin Street Oak Park, IL 60302	None	PC	Operating Grant 88-2017	100,000.
Women Employed 65 East Wacker Place, Ste 1500 Chicago, IL 60601	None	PC	Operating Grant 89-2017	25,000.
YMCA Of Metropolitan Chicago 1030 West Van Buren Street Chicago, IL 60607	None	PC	Operating Grant 90-2017	25,000.
Youth Crossroads, Inc 3401 Gunderson Berwyn, IL 60402	None	PC	Healthcare	130,000.
Total from continuation sheets				

Underpayment of Estimated Tax by Corporations

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return.

Form 990-PF

▶ Go to www.irs.gov/Form2220 for instructions and the latest information.

2017

Name **Healthy Communities Foundation** Employer identification number **36-4324067**

Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	110,289.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1		
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method		
2c	Credit for federal tax paid on fuels (see instructions)		
2d	Total. Add lines 2a through 2c		
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty	3	110,289.
4	Enter the tax shown on the corporation's 2016 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	232,887.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	110,289.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it doesn't owe a penalty. See instructions.

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☒ The corporation is using the annualized income installment method.
- 8 ☒ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/17	06/15/17	09/15/17	12/15/17
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	27,572.	24,115.	24,956.	502.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	20,186.	60,000.	60,000.	100,000.
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column			28,499.	63,543.
13 Add lines 11 and 12		60,000.	88,499.	163,543.
14 Add amounts on lines 16 and 17 of the preceding column		7,386.		
15 Subtract line 14 from line 13. If zero or less, enter -0-	20,186.	52,614.	88,499.	163,543.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	7,386.			
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column		28,499.	63,543.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2017)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2017 and before 7/1/2017	21			
22 Underpayment on line 17 x Number of days on line 21 x 4% (0.04) 365	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2017 and before 10/1/2017	23			
24 Underpayment on line 17 x Number of days on line 23 x 4% (0.04) 365	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2017 and before 1/1/2018	25			
26 Underpayment on line 17 x Number of days on line 25 x 4% (0.04) 365	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2017 and before 4/1/2018	27	See Attached Worksheet		
28 Underpayment on line 17 x Number of days on line 27 x 4% (0.04) 365	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2018 and before 7/1/2018	29			
30 Underpayment on line 17 x Number of days on line 29 x % 365	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2018 and before 10/1/2018	31			
32 Underpayment on line 17 x Number of days on line 31 x % 365	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2018 and before 1/1/2019	33			
34 Underpayment on line 17 x Number of days on line 33 x % 365	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2018 and before 3/16/2019	35			
36 Underpayment on line 17 x Number of days on line 35 x % 365	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns	38	\$		25.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%.

See instructions.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods.					
a Tax year beginning in 2014	1a				
b Tax year beginning in 2015	1b				
c Tax year beginning in 2016	1c				
2 Enter taxable income for each period for the tax year beginning in 2017. See the instructions for the treatment of extraordinary items	2				
3 Enter taxable income for the following periods.		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2014	3a				
b Tax year beginning in 2015	3b				
c Tax year beginning in 2016	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6				
7 Add lines 4 through 6	7				
8 Divide line 7 by 3.0	8				
9a Divide line 2 by line 8	9a				
b Extraordinary items (see instructions)	9b				
c Add lines 9a and 9b	9c				
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, line 2 or comparable line of corp's return ..	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c				
12 Add lines 11a through 11c	12				
13 Divide line 12 by 3.0	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14				
15 Enter any alternative minimum tax for each payment period. See instructions	15				
16 Enter any other taxes for each payment period. See instr.	16				
17 Add lines 14 through 16	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19				

Part II Annualized Income Installment Method

		(a) First <u>2</u> months	(b) First <u>3</u> months	(c) First <u>6</u> months	(d) First <u>9</u> months
20 Annualization periods (see instructions)	20				
21 Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21	1,115,127.	1,292,174.	2,554,771.	2,892,934.
22 Annualization amounts (see instructions)	22	6.000000	4.000000	2.000000	1.333330
23a Annualized taxable income. Multiply line 21 by line 22	23a	6,690,762.	5,168,696.	5,109,542.	3,857,236.
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b	23c	6,690,762.	5,168,696.	5,109,542.	3,857,236.
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return	24	133,815.	103,374.	102,191.	77,145.
25 Enter any alternative minimum tax for each payment period (see instructions)	25				
26 Enter any other taxes for each payment period. See instr.	26				
27 Total tax. Add lines 24 through 26	27	133,815.	103,374.	102,191.	77,145.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	133,815.	103,374.	102,191.	77,145.
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31	33,454.	51,687.	76,643.	77,145.

Part III Required Installments

Note: Complete lines 32 through 38 of one column before completing the next column.		1st installment	2nd installment	3rd installment	4th installment
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	33,454.	51,687.	76,643.	77,145.
33 Add the amounts in all preceding columns of line 38. See instructions	33		27,572.	51,687.	76,643.
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34	33,454.	24,115.	24,956.	502.
35 Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	27,572.	27,573.	27,572.	27,572.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36			3,458.	6,074.
37 Add lines 35 and 36	37	27,572.	27,573.	31,030.	33,646.
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	27,572.	24,115.	24,956.	502.

Form 2220 (2017)

**** Annualized Income Installment Method Using Standard Option**

Form 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

[illegible]

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
US Bank	15,252.	15,252.	
Total to Part I, line 3	15,252.	15,252.	

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	2,244,688.	841,653.	1,403,035.	1,403,035.	
Attachment A Pass Through Entities	250,215.	0.	250,215.	250,215.	
To Part I, line 4	2,494,903.	841,653.	1,653,250.	1,653,250.	

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	<1,338.>	0.	
UBTI From K-1 Summary (See Attachment A)	1,116,242.	0.	
Ordinary Income From K-1 Summary (See Attachment A)	<179,187.>	<179,187.>	
Total to Form 990-PF, Part I, line 11	935,717.	<179,187.>	

Form 990-PF	Legal Fees			Statement 4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees re General Corporate Matters	14,181.	0.		14,181.
To Fm 990-PF, Pg 1, ln 16a	14,181.	0.		14,181.

Form 990-PF	Accounting Fees			Statement 5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit Fees	17,200.	12,900.		4,300.
Accounting & Tax Service	50,570.	33,578.		12,642.
To Form 990-PF, Pg 1, ln 16b	67,770.	46,478.		16,942.

Form 990-PF	Other Professional Fees			Statement 6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Attachment A K-1 Investment Advisory Fees	295,070.	295,070.		0.
Computer and Program Consultants	286,599.	0.		286,599.
Investment Consultant	218,601.	218,601.		0.
Investment Custodial	17,750.	17,750.		0.
To Form 990-PF, Pg 1, ln 16c	818,020.	531,421.		286,599.

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	25,843.	25,843.		0.	
Section 4940 excise tax	111,918.	0.		0.	
Unrelated Business Income Tax	326,500.	0.		0.	
Illinois Unrelated Business Income Tax	96,390.	0.		0.	
To Form 990-PF, Pg 1, ln 18	560,651.	25,843.		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	4,892.	489.		4,403.	
Insurance	12,995.	1,340.		11,655.	
Payroll Service	3,506.	701.		2,805.	
Office Supplies	8,239.	826.		7,413.	
Illinois Charitable Bureau	15.	0.		15.	
Bank Charges	4.	1.		3.	
To Form 990-PF, Pg 1, ln 23	29,651.	3,357.		26,294.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	9
Description		Amount	
Unrealized gain on investments carried at market value		10,557,139.	
Total to Form 990-PF, Part III, line 3		10,557,139.	

Form 990-PF	Other Investments	Statement	10
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Description	Valuation Method	Book Value	Fair Market Value
Fixed Income Limited Partnerships	FMV	45,484,536.	45,484,536.
Real Asset Focused Limited Partnerships	FMV	5,613,317.	5,613,317.
Equity Focused Limited Partnerships	FMV	80,834,304.	80,834,304.
Total to Form 990-PF, Part II, line 13		131,932,157.	131,932,157.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	11
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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.
Laptops HP X360	8,137.	5,697.	2,440.
Laptops HP Pavillion	1,875.	188.	1,687.
Laptop HP	3,087.	309.	2,778.
Round Table	700.	70.	630.
Phone System	949.	95.	854.
Total To Fm 990-PF, Part II, ln 14	1,944.	194.	1,750.
	74,853.	64,714.	10,139.

Form 990-PF	Other Assets	Statement	12
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Section 4940 Excise Tax Deposit	0.	129,897.	129,897.
Unrelated Business Income Tax Deposit	0.	1,186,707.	1,186,707.
Illinois Unrelated Business Income Tax Deposit	0.	162,943.	162,943.
To Form 990-PF, Part II, line 15	0.	1,479,547.	1,479,547.

Form 990-PF	Other Liabilities	Statement	13
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Description	BOY Amount	EOY Amount
Section 4940 Excise Tax Payable	558,855.	0.
Total to Form 990-PF, Part II, line 22	558,855.	0.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	14
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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
Maria S Pesqueira Healthy Communities Foundation 19 Riverside Road #6 Riverside, IL 60546	President 40.00	109,372.	8,948.	0.
Grace Hou Healthy Communities Foundation 19 Riverside Road #6 Riverside, IL 60546	Chairman, Board Member 5.00	0.	0.	0.
Amalia S Rioja Healthy Communities Foundation 19 Riverside Road #6 Riverside, IL 60546	Vice Chair, Board Member 2.00	0.	0.	0.
Joseph W McInerney Healthy Communities Foundation 19 Riverside Road #6 Riverside, IL 60546	Treasurer, Board Member 5.00	0.	0.	0.
Carl Bergetz Healthy Communities Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.
Elyse Forkosh Cutler Healthy Communities Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.

Healthy Communities Foundation

36-4324067

Charles W Mulaney Jr Healthy Communities Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.
Anne Marie Murphy, Ph.D. Healthy Communities Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.
Chaka M Patterson Healthy Communities Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.
Craig Huffman Healthy Communities Foundation 19 Riverside Road #6 Riverside, IL 60546	Board Member 2.00	0.	0.	0.
James Durkan Healthy Communities Foundation 19 Riverside Road #6 Riverside, IL 60546	Interim President 40.00	0.	0.	0.

Totals included on 990-PF, Page 6, Part VIII	109,372.	8,948.	0.
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Form 990-PF	Other Revenue	Statement	15
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Description	Bus Code	Unrelated Business Inc	Excl Code	Excluded Amount	Related or Exempt Function Income
Attachment A Non Deductibles/Non Taxables from Pass Through	531120		14	<1,338.>	
UBTI From K-1 Summary (See Attachment A)	531120	1,116,242.			
Ordinary Income From K-1 Summary (See Attachment A)	531120		14	<179,187.>	
Total to Form 990-PF, Pg 12, ln 11		1,116,242.		<180,525.>	

2017 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	C o n 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
10	Furniture and Fixtures Furniture Fixtures Office Equipment	01/01/07	SL	5.00	16	16	27,291.				27,291.	27,291.		0.	27,291.
17	Furniture and Fixtures Furniture Fixtures Office Equipment	03/31/07	SL	5.00	16	16	16,946.				16,946.	16,946.		0.	16,946.
25	Round Table * 990-PF Pg 1 Total - Furniture and Fixtures	10/13/17	SL	5.00	16	16	949.				949.			95.	95.
	Computer Equipment						45,186.				45,186.	44,237.		95.	44,332.
15	File Server	11/08/07	SL	5.00	16	16	4,664.				4,664.	4,664.		0.	4,664.
16	Mail Server and Backup	11/29/07	SL	5.00	16	16	6,336.				6,336.	6,336.		0.	6,336.
18	Computer Equipment TAH Tower	01/26/09	SL	5.00	16	16	875.				875.	875.		0.	875.
19	Computer Equipment MK Tower	01/26/09	SL	5.00	16	16	875.				875.	875.		0.	875.
20	Dell Laptop Vostro 1710 MK	01/26/09	SL	5.00	16	16	1,174.				1,174.	1,174.		0.	1,174.
21	Workstations	06/30/14	SL	5.00	16	16	8,137.				8,137.	4,070.		1,627.	5,697.
22	Laptops HP X360	06/12/17	SL	5.00	16	16	1,875.				1,875.			188.	188.
23	Laptops HP Pavilion	06/12/17	SL	5.00	16	16	3,087.				3,087.			309.	309.
24	Laptop HP	10/26/17	SL	5.00	16	16	700.				700.			70.	70.
26	Phone System * 990-PF Pg 1 Total - Computer Equipment	07/10/17	SL	5.00	16	16	1,944.				1,944.			194.	194.
	* Grand Total 990-PF Pg 1						29,667.				29,667.	17,994.		2,388.	20,382.
	Depr						74,853.				74,853.	62,231.		2,483.	64,714.

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

(D) - Asset disposed

2017 DEPRECIATION AND AMORTIZATION REPORT

990-PF

Form 990-PF Page 1

Asset No.	Description	Date Acquired	Method	Life	C o n 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
	Current Year Activity														
	Beginning balance						66,298.			0.	66,298.	62,231.			63,858.
	Acquisitions						8,555.			0.	8,555.	0.			856.
	Dispositions						0.			0.	0.	0.			0.
	Ending balance						74,853.			0.	74,853.	62,231.			64,714.
	Ending accum depr											64,714.			
	Ending book value											10,139.			

(D) - Asset disposed

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

Healthy Communities Foundation

Part V

Listed Property (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?		24b If "Yes," is the evidence written?		24c If "Yes," is the evidence written?		24d If "Yes," is the evidence written?		24e If "Yes," is the evidence written?		24f If "Yes," is the evidence written?		24g If "Yes," is the evidence written?		24h If "Yes," is the evidence written?		24i If "Yes," is the evidence written?	
Yes		No		Yes		No		Yes		No		Yes		No		Yes	
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost									
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use									25								
26 Property used more than 50% in a qualified business use:																	
27 Property used 50% or less in a qualified business use:																	
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1									29								
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1																	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (don't include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who aren't more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.

Part VI: Amortization		(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2017 tax year:						
43 Amortization of costs that began before your 2017 tax year						
44 Total. Add amounts in column (f). See the instructions for where to report						

Department of the Treasury
Internal Revenue Service
Ogden UT 84201

084781.713568.272706.11721 1 AB 0.408 373

HEALTHY COMMUNITIES FOUNDATION
19 RIVERSIDE ROAD
RIVERSIDE IL 60546-2606



084781

Notice	CP211A
Tax period	December 31, 2017
Notice date	June 4, 2018
Employer ID number	36-4324067
To contact us	Phone 1-877-829-5500 FAX 801-620-5555

Page 1 of 1

Important information about your December 31, 2017 Form 990PF

We approved your Form 8868, Application for Extension of Time To File an Exempt Organization Return

We approved the Form 8868 for your
December 31, 2017 Form 990PF.
Your new due date is November 15, 2018.

What you need to do

File your December 31, 2017 Form 990PF by November 15, 2018. We encourage you to use electronic filing—the fastest and easiest way to file.

Visit www.irs.gov/charities to learn about approved e-file providers, what types of returns can be filed electronically, and whether you are required to file electronically.

Additional information

- Visit www.irs.gov/cp211a
- For tax forms, instructions, and publications, visit www.irs.gov or call 1-800-TAX-FORM (1-800-829-3676).
- Keep this notice for your records.

If you need assistance, please don't hesitate to contact us.

**Application for Automatic Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on *e-file for Charities and Non-Profits*.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	Healthy Communities Foundation	Employer identification number (EIN) or 36-4324067
	Number, street, and room or suite no. If a P.O. box, see instructions. 19 Riverside Road, No. 6	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Riverside, IL 60546-2606	

Enter the Return Code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Maria Pesqueira

- The books are in the care of ► **19 Riverside Road Suite 6 - Riverside, IL 60546-2606**
Telephone No. ► **708-443-5674** Fax No. ► **708-443-5717**
 - If the organization does not have an office or place of business in the United States, check this box ☐
 - If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 1 I request an automatic 6-month extension of time until **November 15, 2018**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year **2017** or► ☐ tax year beginning , and ending2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	495,186.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	240,186.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	255,000.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2017)

Healthy Communities Foundation
Riverside, IL
Schedule of Investments at 12-31-17 and 12-31-16
Form 990PF Page 2 Part II Line 13
36-4324067

	Dec 31, 17	Dec 31, 16
Investments		
Equity Focused		
Harding Loevner Global Equity	5,979,069	4,524,476
FMI International Fund	9,496,453	8,225,929
Wellington CTF Select CAP	6,689,756	5,266,081
Valinor Capital Partners Offsho	4,638,650	4,123,824
Pentwater Event Fund Ltd	5,508,336	4,523,045
Och Ziff Overseas Fund II Ltd	39,289	82,866
Vanuward Mutual Funds	32,648,505	30,227,288
Blackrock Private Capital II	2,643,233	3,035,542
Capital Today China Growth Fd	8,970,425	8,169,547
Cartesian/Pangaea Two LP	2,818,435	2,021,251
Permal PPEO II FTE	851,036	1,333,262
Allied Inventors Fund LLC	551,117	484,789
Total Equity Focused	<u>80,834,304</u>	<u>72,017,900</u>
Fixed Income Focused		
Goldman Sachs	10,262,897	10,280,377
Aurelius Capital International	8,135,146	8,115,552
Vanuward Mutual Funds	19,693,359	19,015,071
Rimrock High Income Plus Fund	7,238,761	6,870,376
Pimco Bravo Fund	140,984	184,114
Pimco Bravo AIV II	10,870	15,759
Pimco Bravo AIV III	2,519	46,577
Total Fixed Income Focused	<u>45,484,536</u>	<u>44,527,826</u>
Real Asset Focused		
Canaan Natural Gas IX	1,276,701	1,214,309
Canaan Natural Gas X	365,175	341,051
Metropolitan RE Partners IV	1,331,026	1,621,475
Resource Land Fund IV LLC	1,348,970	1,508,006
Sindicatum	1,054,801	916,595
Bridge/REOC Fund II-B LP	236,644	1,697,784
Total Real Asset Focused	<u>5,613,317</u>	<u>7,299,220</u>
Total Investments	<u><u>131,932,157</u></u>	<u><u>123,844,946</u></u>

Healthy Communities Foundation
Riverside, Illinois
Form 990PF Year Ended 12-31-17
36-4324067

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	Investment Management	Investment Interest Expense	Foreign Taxes Withheld	Non Deductible Non Taxable
		Part XVI-A Line 11a	Part I Line 3 & 4	Form 990T	Form 990T	Part IV Col h Line 1c	Part IV Col h Line 1d	Part IV Col h Line 1e	Part IV Col h Line 1f	Part I Line 16c	Part I Line 17	Part I Line 18	Part XVI-A Line 11a
Form 990 PF Line Reference													
Q-BLK Private Capital II (Parallel) LP	20-3111907	8,750	17,644	18,047	0	0	282,407	18,211	0	(93,850)	(1,369)	(498)	(928)
Real Estate Opportunity Capital Fund II LP	46-1366574	(13,494)	366	(30,023)	1,142,630	0	17,570	177,619	0	(6,227)	0	0	0
Canaan Natural Gas Parallel Fund IX LP	20-2387366	(7,272)	0	0	0	0	0	0	0	0	0	0	0
Canaan Natural Gas Parallel Fund X LP	26-2693114	(3,720)	0	0	0	0	65,320	0	0	(57,741)	(7,951)	0	0
Pangaea Two LP	27-2707204	21,239	32,724	0	0	0	0	0	0	(2,237)	(11)	0	0
Pimco Bravo Fund Onshore Feeder I LP	27-3723234	6	542	0	0	0	0	0	0	0	0	0	0
Pimco Bravo Fund Offshore Feeder AIV II LP	98-1070170	0	1,221	0	0	0	0	0	0	0	0	0	0
Pimco Bravo Fund Offshore Feeder AIV III LP	98-1079634	0	0	0	0	0	0	0	0	(53,258)	(106)	0	(56)
Metropolitan Real Estate Partners IV-A LP	65-1265800	24,671	31,175	(11,626)	11,203	0	(16,966)	9,190	0	(2,590)	0	(4,929)	0
Wellington Trust Global Select	20-5853753	(3,963)	65,198	0	0	256,271	428,895	(8,413)	0	0	0	(655)	(229)
Allied Investors Fund LLC FKA Xinova LLC	26-0634745	(180,108)	538	0	0	0	194,827	0	0	(59,850)	0	(19,761)	0
Capital Today China Growth	98-0571875	1,950	92,136	0	0	0	14,918	16,897	0	(9,530)	0	0	(125)
Resource Land Fund IV LLC	26-3903798	(27,846)	8,651	(37,729)	23,140	0	986,772	213,504	0	(285,283)	(9,437)	(25,843)	(1,338)
Total		(179,187)	250,215	(60,731)	1,176,973	251,711							
MUTUAL FUNDS													
FML Fund		0	25,936	0	0	0	0	0	125,074	0	0	0	0
Harding Loeven		0	19,400	0	0	0	0	0	707,626	0	0	0	0
Blue Harbor Strategic Value Fd		0	1,016	0	0	0	0	0	8,953	0	0	0	0
Vanguard Mutual Funds		0	1,212,189	0	0	0	0	0	0	0	0	0	0
Goldman Sachs Strategic Income Fund		0	144,494	0	0	0	0	0	841,653	0	0	0	0
Total		0	1,403,035	0	0	0	0	0					
MANAGED ACCOUNTS-OTHER PORTFOLIO INCOME													
Permial PPEO II Ltd		0	0	0	0	0	0	0	0	(9,787)	0	(1,851)	0
US Bank		0	15,252	0	0	0	0	0	0	(9,787)	0	(1,851)	0
Total		0	15,252	0	0	0	0	0	0	(9,787)	0	(1,851)	0
Grand Total		(179,187)	1,668,502	(60,731)	1,176,973	251,711	986,772	213,504	841,653	(295,070)	(11,288)	(25,843)	(1,338)