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

2010

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

For calendar year 2010, or tax year beginning APR 1, 2010, and ending MAR 31, 2011

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

Name of foundation THE CHELSEA HEALTH AND WELLNESS FOUNDATION		A Employer identification number 26-3040367
Number and street (or P.O. box number if mail is not delivered to street address) 310 N. MAIN STREET, SUITE 203	Room/suite	B Telephone number 734-433-4599
City or town, state, and ZIP code CHELSEA, MI 48118-1291		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 40,597,287. (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	600.			
2	Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	421.	421.		
4	Dividends and interest from securities	384,267.	384,267.		
5a	Gross rents	484,898.	484,898.		
b	Net rental income or (loss) 362,459.				
6a	Net gain or (loss) from sale of assets not on line 10	622,382.			
b	Gross sales price for all assets on line 6a 12,855,862.				
7	Capital gain net income (from Part IV, line 2)		622,382.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances 76,094.				STATEMENT 5
b	Less Cost of goods sold 50,458.				
c	Gross profit or (loss) 25,636.			25,636.	
11	Other income	2,598,989.	141,000.	2,457,989.	STATEMENT 6
12	Total. Add lines 1 through 11	4,117,193.	1,632,968.	2,483,625.	
13	Compensation of officers, directors, trustees, etc	125,900.	12,675.	0.	199,904.
14	Other employee salaries and wages	1,273,304.	40,489.	1,164,526.	72,918.
15	Pension plans, employee benefits	11,543.	99.	1,671.	8,412.
16a	Legal fees STMT 7	1,314.	0.	0.	11,377.
b	Accounting fees STMT 8	12,320.	0.	0.	12,320.
c	Other professional fees STMT 9	190,265.	676.	153,260.	38,191.
17	Interest				
18	Taxes STMT 10	13,573.	0.	0.	0.
19	Depreciation and depletion	527,954.	0.	517,423.	
20	Occupancy	236,157.	63,272.	152,733.	20,165.
21	Travel, conferences, and meetings	18,916.	543.	7,698.	10,675.
22	Printing and publications	6,712.	79.	5,140.	1,493.
23	Other expenses STMT 11	452,747.	84,670.	291,017.	81,559.
24	Total operating and administrative expenses. Add lines 13 through 23	2,870,705.	202,503.	2,293,468.	457,014.
25	Contributions, gifts, grants paid	847,783.			783,261.
26	Total expenses and disbursements. Add lines 24 and 25	3,718,488.	202,503.	2,293,468.	1,240,275.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	398,705.			
b	Net investment income (if negative, enter -0-)		1,430,465.		
c	Adjusted net income (if negative, enter -0-)			190,157.	

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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	263,215.	459,541.	459,541.	
	2 Savings and temporary cash investments	1,324,014.	960,825.	960,825.	
	3 Accounts receivable ▶ 8,111.				
	Less: allowance for doubtful accounts ▶	133,950.	8,111.	8,111.	
	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	15,102.	14,810.	14,810.	
	9 Prepaid expenses and deferred charges	5,928.	7,556.	7,556.	
	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 16	25,287,742.	28,196,570.	28,196,570.	
	14 Land, buildings, and equipment basis ▶ 11,947,064.				
	Less accumulated depreciation STMT 15 ▶ 998,757.	11,400,290.	10,948,307.	10,948,307.	
	15 Other assets (describe ▶ SECURITY DEPOSITS)	1,567.	1,567.	1,567.	
	16 Total assets (to be completed by all filers)	38,431,808.	40,597,287.	40,597,287.	
	17 Accounts payable and accrued expenses	259,079.	192,944.		
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue	410,915.	424,300.		
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	669,994.	617,244.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.	27 Capital stock, trust principal, or current funds	0.	0.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	37,761,814.	39,980,043.	
		30 Total net assets or fund balances	37,761,814.	39,980,043.	
	31 Total liabilities and net assets/fund balances	38,431,808.	40,597,287.		

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	37,761,814.
2 Enter amount from Part I, line 27a	2	398,705.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	2,286,574.
4 Add lines 1, 2, and 3	4	40,447,093.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	467,050.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,980,043.

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 STATEMENTS				
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 12,855,862.		12,233,480.	622,382.	
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			622,382.	
2 Capital gain net income or (net capital loss)		2		622,382.
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 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))
2009	715,319.	24,565,306.	.029119
2008	0.	0.	.000000
2007			
2006			
2005			

2 Total of line 1, column (d)	2	.029119
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	.014560
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	29,372,688.
5 Multiply line 4 by line 3	5	427,666.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,305.
7 Add lines 5 and 6	7	441,971.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,240,275.

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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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	14,305.								
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	14,305.								
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	14,305.								
6 Credits/Payments:											
a 2010 estimated tax payments and 2009 overpayment credited to 2010 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld		<table border="1" style="width:100%"> <tr><td align="center">6a</td><td></td></tr> <tr><td align="center">6b</td><td></td></tr> <tr><td align="center">6c</td><td></td></tr> <tr><td align="center">6d</td><td></td></tr> </table>	6a		6b		6c		6d		
6a											
6b											
6c											
6d											
7 Total credits and payments. Add lines 6a through 6d TAX PAID W/ O.R.		7	13,716.								
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8									
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	589.								
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10									
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11									

Part VII-A Statements Regarding Activities

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? b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i> c Did the foundation file Form 1120-POL for this year? 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.	Yes 1a 1b 1c 2 3 4a 4b 5 6 7 8b 9 10	No X X X X X X X X X X X X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i> 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? <i>If "Yes," attach a conformed copy of the changes</i> 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> 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? 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI 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? <i>If "No," attach explanation</i> 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.5HEALTHYTOWNS.ORG</u>	13	X	
14	The books are in care of ► <u>NANCY SALATIN</u> Telephone no. ► <u>734-433-4599</u> Located at ► <u>310 N. MAIN STREET, SUITE 203, CHELSEA, MI</u> ZIP+4 ► <u>48118</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 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No	X 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?	<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 type="checkbox"/> Yes <input checked="" 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 page 22 of the 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 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 2010.)	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 2010?	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 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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 17		100,000.	26,748.	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
NONE		

Total number of others receiving over \$50,000 for professional services

0

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	
SEE STATEMENT 18	2,293,468.
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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**THE CHELSEA HEALTH AND WELLNESS
FOUNDATION**

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	25,882,618.
b	Average of monthly cash balances	1b	1,245,703.
c	Fair market value of all other assets	1c	2,691,667.
d	Total (add lines 1a, b, and c)	1d	29,819,988.
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	29,819,988.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	447,300.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,372,688.
6	Minimum investment return. Enter 5% of line 5	6	1,468,634.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	1,468,634.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	14,305.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,305.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,454,329.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,454,329.
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	1,454,329.

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	1,240,275.
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	1,240,275.
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	14,305.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,225,970.

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 (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,454,329.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			502,894.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,240,275.				
a Applied to 2009, but not more than line 2a			502,894.	
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 2010 distributable amount				737,381.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				716,948.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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)

- 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.**

- 3** Subtract line 2d from line 2c.
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**

[illegible]

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 the 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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 19

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

- c Any submission deadlines:**

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

**THE CHELSEA HEALTH AND WELLNESS
FOUNDATION**

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 VARIOUS - SEE ATTACHED STATEMENT	NONE	PUBLIC CHARITY	VARIOUS	783,261.
Total			► 3a	783,261.
b Approved for future payment VARIOUS - SEE ATTACHED STATEMENT	NONE	PUBLIC CHARITY	VARIOUS	64,522.
Total			► 3b	64,522.

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	CF MULTI-STRATEGY EQUITY INVESTMENT	P	11/30/09	VARIOUS
b	CF MULTI-STRATEGY EQUITY INVESTMENT	P	11/30/09	VARIOUS
c	CFI CORE EQUITY	P	11/30/09	VARIOUS
d	CFI CORE EQUITY	P	11/30/09	VARIOUS
e	CFI ALL CAP	P	11/30/09	VARIOUS
f	CFI ALL CAP	P	11/30/09	VARIOUS
g	CFI INTERNATIONAL EQUITY FUND	P	11/30/09	VARIOUS
h	CFI INTERNATIONAL EQUITY FUND	P	11/30/09	VARIOUS
i	EMERGING MARKETS INVESTORS CO.	P	09/30/09	VARIOUS
j	EMERGING MARKETS INVESTORS CO.	P	09/30/09	VARIOUS
k	HEDGE INVESTORS COMPANY B87	P	09/30/09	09/30/10
l	CFI MULTI-STRATEGY COMMODITIES FUND	P	07/01/10	VARIOUS
m	CFI MULTI-STRATEGY COMMODITIES FUND S27	P	11/30/10	VARIOUS
n	CFI MULTI-STRATEGY COMMODITIES FUND S28	P	12/31/10	VARIOUS
o	CFI MULTI STRATEGY COMMOD S14	P	09/30/09	VARIOUS

(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 1,363,048.		1,292,010.	71,038.
b 188,975.		179,935.	9,040.
c 3,923.		3,746.	177.
d 2,240.		1,865.	375.
e 2,184.		1,951.	233.
f 251,376.		184,586.	66,790.
g 2,992.		2,925.	67.
h 382,352.		322,767.	59,585.
i 4,463.		4,152.	311.
j 3,352.		2,821.	531.
k 2,585,000.		2,500,000.	85,000.
l 201,484.		192,802.	8,682.
m 204.		179.	25.
n 116.		111.	5.
o 479,513.		484,274.	-4,761.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			71,038.
b			9,040.
c			177.
d			375.
e			233.
f			66,790.
g			67.
h			59,585.
i			311.
j			531.
k			85,000.
l			8,682.
m			25.
n			5.
o			-4,761.

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 }

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

2

3

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	CFI MULTI STRATEGY COMMOD S14	P	12/31/09	07/01/10
b	CFI MULTI STRATEGY COMMOD S14	P	03/31/10	07/01/10
c	CFI MULTI STRATEGY COMMOD S14	P	06/30/10	07/01/10
d	CFI MULTI-STRATEGY COMMODITIES FUND S18	P	01/29/10	VARIOUS
e	CFI MULTI-STRATEGY COMMODITIES FUND S18	P	07/01/10	03/31/10
f	CFI MULTI-STRATEGY COMMODITIES FUND S18	P	07/01/10	06/30/10
g	CFI MULTI-STRATEGY COMMODITIES FUND S19	P	02/26/10	VARIOUS
h	CFI MULTI-STRATEGY COMMODITIES FUND S19	P	03/31/10	07/01/10
i	CFI MULTI-STRATEGY COMMODITIES FUND S19	P	06/30/10	07/01/10
j	CFI HIGH QUALITY BOND FUND	P	11/30/09	VARIOUS
k	CFI HIGH QUALITY BOND FUND	P	11/30/09	VARIOUS
l	CFI REAL RETURN BOND FUND	P	11/30/09	VARIOUS
m	CFI REAL RETURN BOND FUND	P	11/30/09	VARIOUS
n	GLOBAL ABSOLUTE ALPHA CO A01	P	07/01/10	09/30/10
o	GLOBAL ABSOLUTE ALPHA CO A015	P	01/01/10	09/30/10

(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 1,185.		1,300.	-115.
b 1,642.		1,723.	-81.
c 1,515.		1,575.	-60.
d 145,942.		149,927.	-3,985.
e 366.		384.	-18.
f 489.		478.	11.
g 65,813.		69,983.	-4,170.
h 128.		134.	-6.
i 218.		216.	2.
j 856,944.		849,725.	7,219.
k 603,035.		608,149.	-5,114.
l 452,834.		445,544.	7,290.
m 151,014.		150,739.	275.
n 2,457,403.		2,403,880.	53,523.
o 2,403,880.		2,375,599.	28,281.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-115.
b			-81.
c			-60.
d			-3,985.
e			-18.
f			11.
g			-4,170.
h			-6.
i			2.
j			7,219.
k			-5,114.
l			7,290.
m			275.
n			53,523.
o			28,281.

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 }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

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	FROM K-1 CFI INSTITUTIONAL CORE BOND FUND	P		
b	FROM K-1 CFI INSTITUTIONAL CORE BOND FUND	P		
c	FROM K-1 ALL CAP EQUITY	P		
d	FROM K-1 ALL CAP EQUITY	P		
e	FROM K-1 INTERNATIONAL EQUITY FUND	P		
f	FROM K-1 INTERNATIONAL EQUITY FUND	P		
g	FROM K-1 CFI CORE EQUITY FUND	P		
h	FROM K-1 CFI CORE EQUITY FUND	P		
i	FROM K-1 CFI MULTI-STRATEGY EQUITY INVESTORS	P		
j	FROM K-1 CFI MULTI-STRATEGY EQUITY INVESTORS	P		
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 33,750.			33,750.
b 20,472.			20,472.
c -2,369.			-2,369.
d -17,437.			-17,437.
e 24,815.			24,815.
f -68,240.			-68,240.
g 43,475.			43,475.
h -89,198.			-89,198.
i 311,371.			311,371.
j -14,407.			-14,407.
k			
l			
m			
n			
o			

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			33,750.
b			20,472.
c			-2,369.
d			-17,437.
e			24,815.
f			-68,240.
g			43,475.
h			-89,198.
i			311,371.
j			-14,407.
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	622,382.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SAVINGS & TEMPORARY CASH INVESTMENTS	421.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	421.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMMONFUND POOLED INVESTMENTS	384,267.	0.	384,267.
TOTAL TO FM 990-PF, PART I, LN 4	384,267.	0.	384,267.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND LOCATED ON CHELSEA COMMUNITY HOSPITAL CAMPUS - U OF M FAMILY PRACTICE	1	39,500.
LAND LOCATED ON CHELSEA COMMUNITY HOSPITAL CAMPUS - PROFESSIONAL OFFICE BLDG	2	30,700.
ORTHO/PT OFFICE RENTAL, WELLNESS CENTER BUILDING	3	414,698.
TOTAL TO FORM 990-PF, PART I, LINE 5A		484,898.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
RENTAL EXPENSE - SUPPLIES		979.	
RENTAL EXPENSE - REPAIRS & MAINTENANCE		22,459.	
RENTAL EXPENSE - UTILITIES		61,033.	
RENTAL EXPENSE - SALARIES & WAGES		37,968.	
- SUBTOTAL -	3		122,439.
TOTAL RENTAL EXPENSES			122,439.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			362,459.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 5

INCOME

1. GROSS RECEIPTS	76,094	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		76,094
4. COST OF GOODS SOLD (LINE 15)	50,458	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		25,636
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		25,636

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	15,102	
9. MERCHANDISE PURCHASED.	50,166	
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		65,268
14. INVENTORY AT END OF YEAR	14,810	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		50,458

FORM 990-PF

OTHER INCOME

STATEMENT

6

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 DIV/INT CORE PLUS BOND FUND	64,614.	64,614.	0.
K-1 DIV/INT CFI ALL CAP EQUITY	5,746.	5,746.	0.
K-1 DIV/INT CFI INTERNATIONAL EQUITY FUND	24,899.	24,899.	0.
K-1 DIV/INT CFI INSTITUTIONAL CORE EQUITY	20,165.	20,165.	0.
K-1 DIV/INT CFI MULTI-STRATEGY EQUITY	94,048.	94,048.	0.
MEMBERSHIP FEES	2,450,681.	0.	2,450,681.
MISCELLANEOUS	7,308.	0.	7,308.
K-1 OTHER INCOME CORE PLUS BOND FUND	-5,833.	-5,833.	0.
K-1 OTHER INCOME CFI ALL CAP EQUITY	-3,403.	-3,403.	0.
K-1 OTHER INCOME CFI INTERNATIONAL EQUITY FUND	-16,002.	-16,002.	0.
K-1 OTHER INCOME CFI INSTITUTIONAL CORE EQUITY	-6,269.	-6,269.	0.
K-1 OTHER INCOME CFI MULTI STRATEGY EQUITY	-36,965.	-36,965.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	2,598,989.	141,000.	2,457,989.

FORM 990-PF

LEGAL FEES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,314.	0.	0.	11,377.
TO FM 990-PF, PG 1, LN 16A	1,314.	0.	0.	11,377.

FORM 990-PF ACCOUNTING FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,320.	0.	0.	12,320.
TO FORM 990-PF, PG 1, LN 16B	12,320.	0.	0.	12,320.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	190,265.	676.	153,260.	38,191.
TO FORM 990-PF, PG 1, LN 16C	190,265.	676.	153,260.	38,191.

FORM 990-PF TAXES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	13,573.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	13,573.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 11

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	61,212.	61,212.	0.	0.
ADVERTISING	106,393.	0.	92,066.	14,802.
OFFICE EXPENSES	52,392.	0.	29,180.	23,988.
INSURANCE	34,336.	20.	0.	30,288.
MISCELLANEOUS	79,147.	0.	78,292.	855.
BAD DEBT	4,982.	0.	4,982.	0.
REPAIRS & MAINTENANCE	90,847.	0.	86,497.	11,626.

RENTAL EXPENSE - SUPPLIES	979.	979.		0.
RENTAL EXPENSE - REPAIRS & MAINTENANCE	22,459.	22,459.		0.
TO FORM 990-PF, PG 1, LN 23	452,747.	84,670.	291,017.	81,559.

FOOTNOTES

STATEMENT 12

FORM 990-PF, BOX G, REASON FOR AMENDED RETURN:
 FORM 990-PF IS BEING AMENDED DUE TO AN AMENDED FORM K-1
 THAT WAS RECEIVED.
 THE FOLLOWING CHANGED AS A RESULT OF THE AMENDED K-1:
 PART I, LINES 6A, 6B, 7 & 11
 PART III, LINES 2 & 3
 PART IV, LINES 1 & 2
 PART V, LINES 6 & 7
 PART VI, LINES 1, 7 & 9
 PART XI, LINES 2A & 3-7
 PART XII, LINE 5
 PART XIII, LINES 1 & 6F
 PART XVI-A, LINES 7, 8, 11 & 13

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 13

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON SECURITIES	2,202,756.
LOSS FROM K-1 CFI ALL CAP EQUITY	17,463.
LOSS FROM K-1 DFI INTERNATIONAL EQUITY FUND	34,528.
LOSS FROM K-1 CFI INTSTITUTIONAL CORE EQUITY FUND	31,827.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,286,574.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 14

DESCRIPTION	AMOUNT
GAIN FROM K-1 CFI CORE PLUS BOND FUND	113,003.
GAIN FROM K-1 CFI MULTI-STRATEGY EQUITY	354,047.
TOTAL TO FORM 990-PF, PART III, LINE 5	467,050.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 15

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LAND	3,101,000.	0.	3,101,000.	3,101,000.
BUILDINGS	8,075,000.	734,596.	7,340,404.	7,340,404.
BUILDING IMPROVEMENTS	38,126.	13,502.	24,624.	24,624.
MOVABLE EQUIPMENT	534,698.	191,773.	342,925.	342,925.
IT EQUIPMENT	166,842.	52,016.	114,826.	114,826.
IT SOFTWARE	31,398.	6,870.	24,528.	24,528.
TO 990-PF, PART II, LN 14	11,947,064.	998,757.	10,948,307.	10,948,307.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 16

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CF MULTI-STRATEGY EQUITY INVESTORS LLC	FMV	7,680,797.	7,680,797.
CFI CORE EQUITY FUND	FMV	2,716,109.	2,716,109.
CFI ALL CAP FUND	FMV	1,334,432.	1,334,432.
CFI INTERNATIONAL EQUITY FUND	FMV	2,169,162.	2,169,162.
EMERGING MARKETS INVESTORS CO B	FMV	2,838,619.	2,838,619.
CFI HIGH QUALITY BOND FUND	FMV	2,787,682.	2,787,682.
CFI MULTI-STRATEGY COMMODITIES SERIES	FMV	1,071,589.	1,071,589.
CFI REAL RETURN BOND FUND	FMV	1,248,442.	1,248,442.
HEDGED INVESTORS COMPANY SERIES	FMV	0.	0.
GLOBAL ABSOLUTE ALPHA COMPANY SERIES	FMV	0.	0.
SSG GLOBAL HEDGED EQUITY	FMV	2,176,057.	2,176,057.
SSG DIVERSIFYING COMPANY	FMV	1,126,778.	1,126,778.
SSG RELATIVE VALUE & EVENT DRIVEN SERIES	FMV	3,046,903.	3,046,903.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,196,570.	28,196,570.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
AMY HEYDLAUFF 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	EXECUTIVE DIRECTOR 40.00	100,000.	26,748.	0.
JUDY NOLD 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	CHAIR 15.00	0.	0.	0.
JEFF HARDCASTLE 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	VICE CHAIR 8.00	0.	0.	0.
JOHN R.C. WHEELER 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	TREASURER 6.00	0.	0.	0.
PATRICK J CONLIN, JR. 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	SECRETARY 6.00	0.	0.	0.
DIANE HOWLIN 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	DIRECTOR 2.00	0.	0.	0.
ANN DAVIS 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	DIRECTOR 3.00	0.	0.	0.
SHAWN LEWIS-LAKIN 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	DIRECTOR 3.00	0.	0.	0.
LARRY COBLER 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	DIRECTOR 10.00	0.	0.	0.
RANDALL T FORSCH 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	DIRECTOR 3.00	0.	0.	0.
KATHLEEN GRIFFITHS 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	DIRECTOR 2.00	0.	0.	0.

KENNETH GIETZEN 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	DIRECTOR 2.00	0.	0.	0.
JAMES F. WOODS 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	DIRECTOR 2.00	0.	0.	0.
ALISON POLLARD 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	DIRECTOR 3.00	0.	0.	0.
SUSAN KHEDER 310 N. MAIN STREET, SUITE 203 CHELSEA, MI 48118	DIRECTOR 3.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		100,000.	26,748.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	18
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ACTIVITY ONE

OVERSIGHT OF THE CHELSEA WELLNESS CENTER WHICH SERVES APPROXIMATELY 3,400 SERVICE AREA RESIDENTS. CHELSEA WELLNESS CENTER IS A MEDICALLY INTEGRATED WELLNESS FACILITY OPEN TO THE PUBLIC, AND INCLUDES ORTHOPEDIC AND PHYSICAL THERAPY SERVICES, THERAPY POOLS, AND FITNESS EQUIPMENT.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	2,293,468.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 19

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

AMY HEYDLAUFF
310 N. MAIN STREET, SUITE 203
CHELSEA, MI 48118

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

734-433-4599

N/A

FORM AND CONTENT OF APPLICATIONS

ELECTRONIC SUBMISSION THROUGH THE "GRANTS" TAB ON WEBSITE. ALL INFORMATION RELATED TO GRANT APPLICATION IS POSTED ON WEBSITE. APPLICANTS WILL BE REQUIRED TO PROVIDE PROOF OF NON-PROFIT STATUS, RESPONSIBLE CONTACT, DEMONSTRATED NEED, PURPOSE, MISSION, BUDGET, METHOD OF MEASUREMENT, AND SUSTAINABILITY PLAN.

ANY SUBMISSION DEADLINES

MARCH 30, JUNE 30, OCTOBER 31, AND DECEMBER 31. MINI-GRANTS ARE ISSUED QUARTERLY.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE LIMITED TO NON-PROFITS IN THE ORGANIZATION'S SERVICE AREA, INCLUDING CHELSEA, DEXTER, GRASS LAKE, MANCHESTER, AND STOCKBRIDGE. THE ORGANIZATION ONLY GRANTS TO NON-PROFITS RELATED TO THE ORGANIZATION'S VISION (EAT BETTER, MOVE MORE, AVOID UNHEALTHY SUBSTANCES, AND CONNECT WITH OTHERS IN HEALTHY WAYS).

FORM 990-PF

OTHER REVENUE

STATEMENT 20

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
MISCELLANEOUS					7,308.
K-1 OTHER INCOME CORE PLUS BOND FUND			14	-5,833.	
K-1 OTHER INCOME CFI ALL CAP EQUITY			14	-3,403.	
K-1 OTHER INCOME CFI INTERNATIONAL EQUITY FUND			14	-16,002.	
K-1 OTHER INCOME CFI INSTITUTIONAL CORE EQUITY			14	-6,269.	
K-1 OTHER INCOME CFI MULTI STRATEGY EQUITY			14	-36,965.	
TOTAL TO FORM 990-PF, PG 12, LN 11				-68,472.	7,308.

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR ON APPROVED FOR FUTURE PAYMENT

Recipient's Name	Recipient's Address		City, State and ZIP Code		Foundation/Status of Recipient	Purpose of Grant/Contribution	Relationship of Recipient	Amount
	Street/Address							
LINE 3a - PAID DURING THE YEAR								
Beach Middle School, Chelsea School District	445 Mayer Dr	Chelsea, MI 48118			Public Charity	Transitioning and mentoring program	None	7,080
Camp Munhake, Great Sauk Trail Council	1979 Huron Parkway	Ann Arbor, MI 48104			Public Charity	Nature/Fitness trail at cub scout resident camp	None	500
Chelsea Community Hospital Outpatient Diabetes	775 S Main St	Chelsea, MI 48118			Public Charity	Identification and prevention of Diabetes	None	500
Chelsea Community Hospital	775 S Main St	Chelsea, MI 48118			Public Charity	Dexter Community Schools - Move Forward Dexter	None	63,000
Chelsea PTO	699 McKinley Street	Chelsea, MI 48118			Public Charity	Fruttl & veggie challenge	None	300
Chelsea Recreation Council	510 East Washington St	Chelsea, MI 48118			Public Charity	Inter community recreation league	None	14,700
Chelsea Sounds & Sights on Thursday Night	400 Congdon St	Chelsea, MI 48118			Public Charity	Sounds & Sights	None	500
Dexter Community Schools	7714 Ann Arbor Street	Dexter, MI 48130			Public Charity	Safe Routes to School for Dexter, Chelsea & Manchester	None	38,500
Dexter Village	8140 Main St	Dexter, MI 48130			Public Charity	Dexter community garden	None	4,000
Chelsea Seniors	512 Washington	Chelsea, MI 48118			Public Charity	Mackinac bridge walk	None	143
Grass Lake Community Schools	899 S Union St	Grass Lake, MI 49240			Public Charity	Helping Grass Lake kids make healthy choices	None	7,235
Heart & Sole Race	775 S Main St	Chelsea, MI 48118			Public Charity	Heart & Sole race	None	5,000
Luther C Klager Elementary	405 Ann Arbor Street	Manchester, MI 48158			Public Charity	Kindergarten round-up	None	300
Manchester Area Chamber of Commerce	P O Box 521	Manchester, MI 48158			Public Charity	Golf outing/fundraiser	None	500
Manchester Area Chamber of Commerce	P O Box 521	Manchester, MI 48158			Public Charity	Childrens activity area at the MAC community business	None	500
Manchester Area Friends	P O Box 521	Manchester, MI 48158			Public Charity	Run Manchester	None	500
Manchester Community Schools	410 City Rd	Manchester, MI 48158			Public Charity	Manchester Community fitness center	None	60,000
Manchester Lions Club	P O Box 131	Manchester, MI 48158			Public Charity	Kids corner of Oktoberfest	None	500
Manchester Middle School	710 E Main St	Manchester, MI 48158			Public Charity	Fuel up to play 60	None	500
Michigan State University	134 E Main St	Stockbridge, MI 49285			Public Charity	Grass Lake and Stockbridge project	None	2,890
Run for the Rolls	6045 Queen Oaks Dr	Chelsea, MI 48118			Public Charity	Run for the Rolls	None	1,500
Silver Maples of Chelsea	100 Silver Maples Dr	Chelsea, MI 48118			Public Charity	Hum, Move & Groove! Wellness for all ages	None	78,100
SRSLS	775 S Main St	Chelsea, MI 48118			Public Charity	SRSLS Cinema sponsorship	None	1,500
St Louis Center	16195 Old U S 12	Chelsea, MI 48118			Public Charity	16th Annual Golf and Glory Tournament	None	500
Stockbridge Community Schools	305 W Elizabeth St	Stockbridge, MI 49285			Public Charity	High school soccer shelters	None	500
Stockbridge Community Outreach	370 Cherry St	Stockbridge, MI 49285			Public Charity	Weekend Tide-Me-Over Program	None	3,000
Stockbridge High School	305 W Elizabeth St	Stockbridge, MI 49285			Public Charity	Recreational facilities expansion	None	55,227
Stockbridge Sun Time Open Market	P O Box 548	Stockbridge, MI 49285			Public Charity	Sun Times farm market	None	4,000
Washtenaw County Public Health	555 Towner	Ypsilanti, MI 48197			Public Charity	HIP 2010 Survey	None	10,000
Chelsea Community Hospital	775 S Main St	Chelsea, MI 48118			Public Charity	Community Health & Wellness projects	None	414,698
Michigan State University (accrued)	134 E Main St	Stockbridge, MI 49285			Public Charity	Grass Lake and Stockbridge project	None	7,148
						TOTAL		783,261
LINE 3b - APPROVED FOR FUTURE PAYMENT								
Grass Lake Charter Township	373 Lakeside Dr PO 216	Grass Lake, MI 49240			Public Charity	Grass Lake Community sports & trails rec park trail development	None	42,000
Faith in Action	603 S Main	Chelsea, MI 48118			Public Charity	Community Garden Shed	None	2,500
Michigan State University	134 E Main St	Stockbridge, MI 49285			Public Charity	Grass Lake and Stockbridge project	None	20,022
						TOTAL		64,522