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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 04-01-2011 , and ending 03-31-2012

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

Number and street (or P O box number if mail is not delivered to street address)
310 N MAIN STREET SUITE 203

Room/suite

City or town, state, and ZIP code
CHELSEA, MI 481181291

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 39,536,092

J Accounting method

☐ Cash

☒ Accrual

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

A Employer identification number
26-3040367

B Telephone number (see page 10 of the instructions)
(734) 433-4599

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	281	281		
	4 Dividends and interest from securities.	412,918	412,918		
	5a Gross rents	497,763	497,763		
	b Net rental income or (loss) 386,941				
	6a Net gain or (loss) from sale of assets not on line 10	1,068,542			
	b Gross sales price for all assets on line 6a 12,168,541				
	7 Capital gain net income (from Part IV , line 2)		1,068,542		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 79,519				
	b Less Cost of goods sold 55,353				
	c Gross profit or (loss) (attach schedule)	24,166		24,166	
	11 Other income (attach schedule)	2,983,115	455,899	2,527,216	
	12 Total. Add lines 1 through 11	4,986,785	2,435,403	2,551,382	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	136,125	13,613	0	122,513
	14 Other employee salaries and wages	1,414,327	37,852	1,277,358	90,484
	15 Pension plans, employee benefits	25,744	233	2,471	26,061
	16a Legal fees (attach schedule).	3,420	0	0	3,420
	b Accounting fees (attach schedule).	12,728	0	0	10,501
	c Other professional fees (attach schedule)	187,656	875	171,886	15,169
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	24,150	0	0	0
	19 Depreciation (attach schedule) and depletion	516,508	0	505,198	
	20 Occupancy	221,890	60,919	136,873	26,117
	21 Travel, conferences, and meetings	16,543	754	5,029	10,963
	22 Printing and publications	3,926	51	2,908	967
	23 Other expenses (attach schedule).	586,339	78,980	367,345	139,921
	24 Total operating and administrative expenses. Add lines 13 through 23	3,149,356	193,277	2,469,068	446,116
	25 Contributions, gifts, grants paid	446,000			580,377
	26 Total expenses and disbursements. Add lines 24 and 25	3,595,356	193,277	2,469,068	1,026,493
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,391,429			
	b Net investment income (if negative, enter -0-)		2,242,126		
	c Adjusted net income (if negative, enter -0-)			82,314	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	459,541	277,229	277,229
	2	Savings and temporary cash investments	960,825	887,089	887,089
	3	Accounts receivable ▶ <u>3,719</u>			
		Less allowance for doubtful accounts ▶ _____	8,111	3,719	3,719
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use	14,810	15,957	15,957
	9	Prepaid expenses and deferred charges	7,556	2,555	2,555
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	28,196,570	27,677,349	27,677,349	
14	Land, buildings, and equipment basis ▶ <u>12,184,336</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>1,513,709</u>	10,948,307	10,670,627	10,670,627	
15	Other assets (describe ▶ _____)	1,567	1,567	1,567	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	40,597,287	39,536,092	39,536,092	
Liabilities	17	Accounts payable and accrued expenses	192,944	172,617	
	18	Grants payable			
	19	Deferred revenue	424,300	384,125	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	617,244	556,742	
Net Assets or Fund Balances		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	39,980,043	38,979,350	
	30	Total net assets or fund balances (see page 17 of the instructions)	39,980,043	38,979,350	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	40,597,287	39,536,092	

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)	139,980,043
2	Enter amount from Part I, line 27a	1,391,429
3	Other increases not included in line 2 (itemize) ▶ _____	0
4	Add lines 1, 2, and 3	41,371,472
5	Decreases not included in line 2 (itemize) ▶ _____	2,392,122
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	38,979,350

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	See Additional Data Table			
b				
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,068,542
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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))
2010	1,225,970	29,372,688	0 041738
2009	715,319	24,565,306	0 029119
2008	0	0	0 0
2007			
2006			

2	Total of line 1, column (d).	2	0 070857
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 023619
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	30,267,005
5	Multiply line 4 by line 3.	5	714,876
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	22,421
7	Add lines 5 and 6.	7	737,297
8	Enter qualifying distributions from Part XII, line 4.	8	1,319,866

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	22,421
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	22,421
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	22,421
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	22,700	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	3,900	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	23,583
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,162
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,162	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements 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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" 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? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW 5HEALTHYTOWNS ORG	13	Yes	
14	The books are in care of DOUG WEBER Telephone no (734) 433-4599 Located at 310 N MAIN STREET SUITE 203 CHelsea MI ZIP +4 48118			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country 				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 OVERSIGHT OF THE CHELSEA WELLNESS CENTER WHICH SERVES APPROXIMATELY 3,600 SERVICE AREA RESIDENTS. CHELSEA WELLNESS CENTER IS A MEDICALLY INTEGRATED WELLNESS FACILITY THAT INCLUDES ORTHOPEDIC AND PHYSICAL THERAPY SERVICES OPEN TO THE PUBLIC, THERAPY POOLS AND WORKOUT EQUIPMENT. THEY ALSO PROVIDE FREE CLASSES TO DEVELOPMENTALLY DISABLED ADULTS AND OTHER COMMUNITY MEMBERS. HEALTH LECTURES ARE FREE FOR THE COMMUNITY. IN OCTOBER 2011 A SATELLITE CENTER WAS OPENED IN MANCHESTER.	2,469,068
2 ESTABLISHED FIVE COMMUNITIES WELLNESS COALITIONS. OUR TECHNICAL SUPPORT INCLUDES IDENTIFYING LOCAL/STATE & NATIONAL RESOURCES, IDENTIFYING PREVENTION BEST PRACTICES, PLANNING & FUNDING ACTIVITIES & MEETINGS, ARCHIVING DOCUMENTS, DEVELOPING MARKETING & EDUCATIONAL MATERIAL, PUBLICITY, EDUCATING ON THE ROLE OF COALITIONS & PROJECT DEVELOPMENT, HOSTING WORKSHOPS, PROBLEM SOLVING AND GENERAL SUPPORT OF VOLUNTEERS (COALITION MEMBERS). FUNDS ARE AVAILABLE FOR COMPREHENSIVE WELLNESS PLANS IN EACH OF THE FIVE COMMUNITIES IN THE SERVICE AREA.	267,670
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	26,983,390
b	Average of monthly cash balances.	1b	1,052,867
c	Fair market value of all other assets (see page 24 of the instructions).	1c	2,691,667
d	Total (add lines 1a, b, and c).	1d	30,727,924
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	30,727,924
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	460,919
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,267,005
6	Minimum investment return. Enter 5% of line 5.	6	1,513,350

Part XI

Distributable Amount (see page 25 of the 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	1,513,350
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	22,421
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,421
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,490,929
4	Recoveries of amounts treated as qualifying distributions.	4	72,355
5	Add lines 3 and 4.	5	1,563,284
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,563,284

Part XII

Qualifying Distributions (see page 25 of the 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	1,026,493
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	293,373
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	1,319,866
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	22,421
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,297,445
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,563,284
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			716,948	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,319,866				
a Applied to 2010, but not more than line 2a			716,948	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				602,918
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				960,366
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV

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

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

		Prior 3 years				(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

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

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 page 28 of the 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

AMY HEYDLAUFF
310 N MAIN STREET SUITE 203
CHELSEA, MI 48118
(734) 433-4599

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

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

c Any submission deadlines
FIRST OF FEBRUARY, APRIL, JUNE, AUGUST, OCTOBER & DECEMBER MINI-GRANTS ARE ISSUED EVERY 2 MONTHS

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

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)

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 See Additional Data Table				
Total			3a	580,377
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a MEMBERSHIP FEES						2,527,216
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments			14	281		
4 Dividends and interest from securities.			14	412,918		
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.			16	386,941		
6 Net rental income or (loss) from personal property						
7 Other investment income.			14	572,040		
8 Gain or (loss) from sales of assets other than inventory			18	1,068,542		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.			03	24,166		
K-1 OTHER INCOME HIGH			14	-11,202		
11 Other revenue a QUALITY BOND FUND						
b K-1 OTHER INCOME CFI ALL CAP EQUITY			14	-7,733		
K-1 OTHER INCOME CFI INTERNATIONAL			14	-32,301		
c EQUITY FUND						
K-1 OTHER INCOME CFI INSTITUTIONAL CORE			14	-14,994		
d EQUITY						
K-1 OTHER INCOME CFI MULTI STRATEGY			14	-49,911		
e EQUITY						
12 Subtotal. Add columns (b), (d), and (e).		0		2,348,747		2,527,216
13 Total. Add line 12, columns (b), (d), and (e).						4,875,963

(See worksheet in line 13 instructions on page 28 to verify calculations)





[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization		(b) Type of organization		(c) Description of relationship	
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 or fiduciary) is based on all information of which preparer has any knowledge					
*****		2013-12-04		*****	
Signature of officer or trustee		Date		Title	
Paid Preparer's Use Only	Preparer's Signature  LYNNE HUISMANN		Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00053811
	Firm's name  PLANTE & MORAN PLLC PO BOX 307			Firm's EIN  38-1357951	
	Firm's address  SOUTHFIELD, MI 480370307			Phone no (248) 352-2500	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUBLICLY TRADED SECURITIES			
FROM K-1 CFI INSTITUTIONAL HIGH QUALITY BOND FUND	P		
FROM K-1 ALL CAP EQUITY	P		
FROM K-1 INTERNATIONAL EQUITY FUND	P		
FROM K-1 CFI INSTITUTIONAL CORE EQUITY FUND	P		
FROM K-1 CFI MULTI-STRATEGY EQUITY INVESTORS	P		
FROM K-1 CFI INSTITUTIONAL HIGH QUALITY BOND FUND	P		
FROM K-1 ALL CAP EQUITY	P		
FROM K-1 INTERNATIONAL EQUITY FUND	P		
FROM K-1 CFI INSTITUTIONAL CORE EQUITY FUND	P		
FROM K-1 CFI MULTI-STRATEGY EQUITY INVESTORS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,928,244		11,098,533	-170,289
		1,466	-1,466
64,518			64,518
36,733			36,733
18,597			18,597
475,302			475,302
50,686			50,686
105,744			105,744
100,402			100,402
130,218			130,218
258,097			258,097


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-170,289
			-1,466
			64,518
			36,733
			18,597
			475,302
			50,686
			105,744
			100,402
			130,218
			258,097

Form 990PF Part VIII Line 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
AMY HEYDLAUFF	EXECUTIVE DIRECTOR 50 00	106,000	26,344	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
JUDY NOLD	IMMEDIATE PAST CHAIR 15 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
JEFF HARDCASTLE	CHAIR 8 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
JOHN RC WHEELER	TREASURER 6 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
ALISON POLLARD	SECRETARY 6 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
DIANE HOWLIN	DIRECTOR 2 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
PATRICK J CONLIN JR	DIRECTOR 6 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
LARRY COBLER	VICE CHAIR 10 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
RANDALL T FORSCH	DIRECTOR 6 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
KATHLEEN GRIFFITHS	DIRECTOR 1 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
KENNETH GIETZEN	DIRECTOR 2 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
JAMES F WOODS	DIRECTOR 2 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
NANCY GRAEBNER	DIRECTOR 2 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				
SUSAN KHEDER	DIRECTOR 3 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA,MI 48118				

Form 990PF Part XV Line 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				
FAITH IN ACTION603 S MAIN ST CHELSEA,MI 48118	NONE	PUBLIC CHARITY	COMMUNITY GARDEN SHED	2,500
MICHIGAN STATE UNIVERSITY INSTITUTE FOR PUBLIC POLICY SOCIAL RESEARCH EAST LANSING,MI 48824	NONE	PUBLIC SCHOOL	GRASS LAKE AND STOCKBRIDGE PROJECT	20,022
CHELSEA AREA HISTORICAL SOCIETY PO BOX 477 CHELSEA,MI 48118	NONE	PUBLIC CHARITY	SELF GUIDED WALKING TOUR	1,000
VILLAGE OF MANCHESTER PO BOX 521 MANCHESTER,MI 48158	NONE	GOVERNMENT ENTITY	SHARED USE TRAIL	4,500
CHELSEA COMMUNITY HOSPITAL 775 S MAIN ST CHELSEA,MI 48118	NONE	PUBLIC CHARITY	COMMUNITY HEALTH & WELLNESS PROJECTS	427,180
ST LOUIS CENTER16195 OLD US 12 CHELSEA,MI 48118	NONE	PUBLIC CHARITY	17TH ANNUAL GOLF & GLORY	500
CSMOTT1500 E MEDICAL CTR DR ANN ARBOR,MI 48109	NONE	PUBLIC CHARITY	DEXTER SAFETY TOWN HELMETS	500
CSMOTT1500 E MEDICAL CTR DR ANN ARBOR,MI 48109	NONE	PUBLIC CHARITY	MANCHESTER SAFETY TOWN HELMETS	449
MICHIGAN STATE UNIVERSITY INSTITUTE FOR PUBLIC POLICY SOCIAL RESEACH EAST LANSING,MI 48824	NONE	PUBLIC SCHOOL	GRASS LAKE COMMUNITY SPORTS & TRAILS REC PARK TRAIL DEVELOPMENT	2,634
CHELSEA DISTRICT LIBRARY221 S MAIN CHELSEA,MI 48118	NONE	GOVERNMENT ENTITY	CHELSEA READS TOGETHER	5,000
RUN FOR THE ROLLS6045 QUEEN OAKS DR CHELSEA,MI 48118	NONE	PUBLIC CHARITY	RUN FOR THE ROLLS	1,500
LYNDON TWP RECREATION COMMITTEE17751 N TERRITORIAL CHELSEA,MI 48118	NONE	GOVERNMENT ENTITY	FEASILBILITY STUDY FOR RECREATION GATEWAY	5,000
MANCHESTER PUBLIC SCHOOLS 20500 DUTCH DR MANCHESTER,MI 48158	NONE	PUBLIC SCHOOL	HEALTHY CHEFS ACADEMY	3,655
CHELSEA AQUATIC CLUBPO BOX 606 CHELSEA,MI 48118	NONE	PUBLIC CHARITY	CHAMPIONSHIP T-SHIRTS	100
WATERLOO RECREATION AREA 16345 MCMCLURE CHELSEA,MI 48118	NONE	GOVERNMENT ENTITY	SHOE YEARS DAY	100
CHELSEA YOUNG ADULT PROGRAM 114 N MAIN CHELSEA,MI 48118	NONE	PUBLIC SCHOOL	CREATING HEALTHY FUTURES	1,800
GRASS LAKE COMMUNITY SCHOOLS899 S UNION ST GRASS LAKE,MI 49240	NONE	PUBLIC SCHOOL	GRASS LAKE COMMUNITY SPORTS & TRAILS REC PARK TRAIL DEVELOPMENT	42,000
DEXTER COMMUNITY SCHOOLS 7714 DEXTER-ANN ARBOR RD DEXTER,MI 48130	NONE	PUBLIC SCHOOL	MOVE FORWARD DEXTER WELLNESS	33,423
MICHIGAN UNITED CONSERVATION CLUBPO BOX 30235 LANSING,MI 48909	NONE	PUBLIC CHARITY	CLIMBING FOR OUTDOOR RECREATION, EDUCATION AND STEWARDSHIP	5,000
SIGHTS & SOUNDS400 CONDON CHELSEA,MI 48118	NONE	PUBLIC CHARITY	DOWNTON EVENING ARTS, EDUCATIONAL AND ENTERTAINMENT PROGRAM	500
VILLAGE OF DEXTER8140 MAIN ST DEXTER,MI 48130	NONE	GOVERNMENT ENTITY	WARRIOR CREEK PARK EQUIPMENT INSTALLATION	5,000
WASHTENAW COUNTY PARKSPO BOX 8645 ANN ARBOR,MI 48109	NONE	GOVERNMENT ENTITY	WARRIOR CREEK PARK PLAY EQUIPTMENT	5,000
COMMUNITY RESOURCE CENTER 410 CITY RD MANCHESTER,MI 48158	NONE	PUBLIC CHARITY	5 A DAY TOOL KIT	5,000
YOUTH DANCE THEATRE OF MICHIGANPO BOX 591 CHELSEA,MI 48118	NONE	PUBLIC CHARITY	YOUTH DANCE PRODUCTION	500
EDDY DISCOVERY CENTER17030 BUSH RD CHELSEA,MI 48118	NONE	PUBLIC CHARITY	DISCOVERY CENTER	500
MICHIGAN STATE UNIVERSITY INSTITUTE FOR PUBLIC POLICY SOCIAL RESEACH EAST LANSING,MI 48824	NONE	PUBLIC CHARITY	GRASS LAKE	2,014
GRASS LAKE COMMUNITY SCHOOLS899 S UNION ST GRASS LAKE,MI 49240	NONE	PUBLIC CHARITY	HEALTHY SNACKS	500
CHELSEA COMMUNITY HOSPITAL 775 S MAIN ST CHELSEA,MI 48118	NONE	PUBLIC CHARITY	HEART & SOLE RACE	4,500
Total  3a				580,377

TY 2011 Accounting Fees Schedule

Name: THE CHELSEA HEALTH AND WELLNESS FOUNDATION

EIN: 26-3040367

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	12,728	0	0	10,501

TY 2011 General Explanation Attachment**Name:** THE CHELSEA HEALTH AND WELLNESS FOUNDATION**EIN:** 26-3040367

Identifier	Return Reference	Explanation
		FORM 990-PF, BOX 6, 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 & 11PART III, LINES 2 & 5PART IV, LINES 1 & 2PART V, LINES 1B (2010), 5, 6 & 7PART VI, LINES 1, 7, 10 & 11PART XI, LINES 2A, 3 & 7PART XII, LINE 5PART XIII, LINES 1, 2A, 4A, 4D & 6FPART XIV-A, LINES 7, 8, 11 & 13

TY 2011 Investments - Other Schedule**Name:** THE CHELSEA HEALTH AND WELLNESS FOUNDATION**EIN:** 26-3040367

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CF MULTI-STRATEGY EQUITY INVESTORS LLC	FMV	3,838,004	3,838,004
CFI CORE EQUITY FUND	FMV	3,511,475	3,511,475
STRATEGIC SOLUTIONS EQUITY FUND LLC	FMV	1,261,214	1,261,214
CFI ALL CAP FUND	FMV	1,984,109	1,984,109
CFI INTERNATIONAL EQUITY FUND	FMV	1,748,497	1,748,497
EMERGING MARKETS INVESTORS CO B	FMV	3,249,433	3,249,433
CFI HIGH QUALITY BOND FUND	FMV	3,616,259	3,616,259
CFI MULTI-STRATEGY COMMODITIES SERIES	FMV	916,238	916,238
CFI REAL RETURN BOND FUND	FMV	1,387,262	1,387,262
SSG GLOBAL HEDGED EQUITY	FMV	2,028,515	2,028,515
SSG DIVERSIFYING COMPANY	FMV	1,301,321	1,301,321
SSG RELATIVE VALUE & EVENT DRIVEN SERIES	FMV	2,835,022	2,835,022

TY 2011 Land, Etc. Schedule**Name:** THE CHELSEA HEALTH AND WELLNESS FOUNDATION**EIN:** 26-3040367

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	3,101,000	0	3,101,000	3,101,000
BUILDINGS	8,019,043	1,127,259	6,891,784	6,891,784
BUILDING IMPROVEMENTS	153,826	23,726	130,100	130,100
MOVABLE EQUIPMENT	684,862	262,835	422,027	422,027
IT EQUIPMENT	194,207	86,739	107,468	107,468
IT SOFTWARE	31,398	13,150	18,248	18,248

TY 2011 Legal Fees Schedule

Name: THE CHELSEA HEALTH AND WELLNESS FOUNDATION

EIN: 26-3040367

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,420	0	0	3,420

TY 2011 Other Assets Schedule

Name: THE CHELSEA HEALTH AND WELLNESS FOUNDATION

EIN: 26-3040367

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSITS	1,567	1,567	1,567

TY 2011 Other Decreases Schedule**Name:** THE CHELSEA HEALTH AND WELLNESS FOUNDATION**EIN:** 26-3040367

Description	Amount
UNREALIZED LOSS ON SECURITIES	697,392
GAIN FROM K-1 CFI HIGH QUALITY BOND FUND	154,156
GAIN FROM K-1 CFI ALL CAP EQUITY	177,190
GAIN FROM K-1 DFI INTERNATIONAL EQUITY FUND	192,891
GAIN FROM K-1 CFI INTSTITUTIONAL CORE EQUITY FUND	198,968
GAIN FROM K-1 CFI MULTI-STRATEGY EQUITY	971,525

TY 2011 Other Expenses Schedule

Name: THE CHELSEA HEALTH AND WELLNESS FOUNDATION

EIN: 26-3040367

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	61,513	61,513	0	0
ADVERTISING	184,443	0	105,738	78,535
OFFICE EXPENSES	79,761	0	61,250	18,536
INSURANCE	33,320	22	0	33,350
MISCELLANEOUS	82,606	0	81,279	1,327
BAD DEBT	9,590	0	9,590	0
REPAIRS & MAINTENANCE	112,661	0	109,488	3,173
PUBLIC RELATIONS	5,000	0	0	5,000
RENTAL EXPENSE - SUPPLIES	1,137	1,137		0
RENTAL EXPENSE - REPAIRS & MAINTENANCE	16,308	16,308		0

TY 2011 Other Income Schedule

Name: THE CHELSEA HEALTH AND WELLNESS FOUNDATION

EIN: 26-3040367

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 DIV/INT HIGH QUALITY BOND FUND	116,138	116,138	
K-1 DIV/INT CFI ALL CAP EQUITY	14,661	14,661	
K-1 DIV/INT CFI INTERNATIONAL EQUITY FUND	88,057	88,057	
K-1 DIV/INT CFI INSTITUIONAL CORE EQUITY	65,147	65,147	
K-1 DIV/INT CFI MULTI-STRATEGY EQUITY	288,037	288,037	
MEMBERSHIP FEES	2,527,216		2,527,216
K-1 OTHER INCOME HIGH QUALITY BOND FUND	-11,202	-11,202	0
K-1 OTHER INCOME CFI ALL CAP EQUITY	-7,733	-7,733	0
K-1 OTHER INCOME CFI INTERNATIONAL EQUITY FUND	-32,301	-32,301	0
K-1 OTHER INCOME CFI INSTITUTIONAL CORE EQUITY	-14,994	-14,994	0
K-1 OTHER INCOME CFI MULTI STRATEGY EQUITY	-49,911	-49,911	0

TY 2011 Other Professional Fees Schedule

Name: THE CHELSEA HEALTH AND WELLNESS FOUNDATION

EIN: 26-3040367

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER	187,656	875	171,886	15,169

TY 2011 Taxes Schedule

Name: THE CHELSEA HEALTH AND WELLNESS FOUNDATION

EIN: 26-3040367

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	24,150	0	0	0