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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 04-01-2012 , and ending 03-31-2013

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		B Telephone number (see instructions) (734) 433-4599			
City or town, state, and ZIP code CHELSEA, MI 481181291		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 40,703,462		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <i>(Part I, column (d) must be on cash basis.)</i>			
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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 (attach schedule)		13,050			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		425	425		
4 Dividends and interest from securities.		407,477	407,477		
5a Gross rents		511,737	511,737		
b Net rental income or (loss) 394,548					
6a Net gain or (loss) from sale of assets not on line 10		1,829,702			
b Gross sales price for all assets on line 6a 22,500,015					
7 Capital gain net income (from Part IV, line 2)			1,829,702		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances 84,199					
b Less Cost of goods sold 52,018					
c Gross profit or (loss) (attach schedule)		32,181		32,181	
11 Other income (attach schedule)		2,927,426	330,738	2,596,688	
12 Total. Add lines 1 through 11		5,721,998	3,080,079	2,628,869	
Revenue					
13 Compensation of officers, directors, trustees, etc		125,152	12,515	0	112,637
14 Other employee salaries and wages		1,560,656	38,605	1,421,313	128,554
15 Pension plans, employee benefits		39,418	359	3,500	35,559
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		12,190	0	0	14,418
c Other professional fees (attach schedule)		285,269	880	255,540	27,821
17 Interest					
18 Taxes (attach schedule) (see instructions)		11,900	0	0	0
19 Depreciation (attach schedule) and depletion		517,611	0	506,249	
20 Occupancy		246,276	64,787	154,102	25,517
21 Travel, conferences, and meetings		17,186	720	8,178	8,277
22 Printing and publications		6,079	85	4,380	1,614
23 Other expenses (attach schedule)		965,016	83,061	494,180	386,391
24 Total operating and administrative expenses.					
Add lines 13 through 23		3,786,753	201,012	2,847,442	740,788
25 Contributions, gifts, grants paid.		729,945			724,070
26 Total expenses and disbursements. Add lines 24 and 25		4,516,698	201,012	2,847,442	1,464,858
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		1,205,300			
b Net investment income (if negative, enter -0-)			2,879,067		
c Adjusted net income (if negative, enter -0-)				0	

Part III 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
1	Cash—non-interest-bearing	277,229	781,614	781,614
2	Savings and temporary cash investments	887,089	3,462,354	3,462,354
3	Accounts receivable ► <u>18,431</u>			
	Less allowance for doubtful accounts ► _____	3,719	18,431	18,431
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	15,957	15,467	15,467
9	Prepaid expenses and deferred charges	2,555	100,000	100,000
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)	27,677,349	25,808,653	25,808,653
14	Land, buildings, and equipment basis ► <u>12,551,296</u>			
	Less accumulated depreciation (attach schedule) ► <u>2,035,920</u>	10,670,627	10,515,376	10,515,376
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)	39,536,092	40,703,462	40,703,462
17	Accounts payable and accrued expenses	172,617	240,603	
18	Grants payable			
19	Deferred revenue	384,125	409,295	
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)	556,742	649,898	
	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	38,979,350	40,053,564	
30	Total net assets or fund balances (see page 17 of the instructions)	38,979,350	40,053,564	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	39,536,092	40,703,462	

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	38,979,350
2	Enter amount from Part I, line 27a	2	1,205,300
3	Other increases not included in line 2 (itemize) ► _____	3	234,628
4	Add lines 1, 2, and 3	4	40,419,278
5	Decreases not included in line 2 (itemize) ► _____	5	365,714
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	40,053,564

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.)
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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) FMV 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	1,829,702
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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))
2011	1,297,445	30,267,005	0.042867
2010	1,225,970	29,372,688	0.041738
2009	715,319	24,565,306	0.029119
2008	0	0	0.000000
2007			
2 Total of line 1, column (d).			2 0.113724
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 0.028431
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4 30,639,829
5 Multiply line 4 by line 3.			5 871,121
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 28,791
7 Add lines 5 and 6.			7 899,912
8 Enter qualifying distributions from Part XII, line 4.			8 1,798,011

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" 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	28,791
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	28,791
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	28,791
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,179
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	29,959
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	1,168
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,168 Refunded <input type="checkbox"/>	11	0

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<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>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input checked="" type="checkbox"/> \$ _____ 0 (2) On foundation managers <input checked="" 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 checked="" type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<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>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<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>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see 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? <i>If "No," attach explanation.</i>		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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► WWW 5HEALTHYTOWNS.ORG

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 ►	15
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16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16
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See 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? ► 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? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b	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. ►		
1c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . .		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . ► 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 instructions) . . .		
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? . . . ► Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012). . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . .		No
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 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 instructions)?		5b	
c	Organizations relying on a current notice regarding disaster assistance check here. ►			
	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
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>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MATT PEGOUSKIE 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	PROGRAM MANAGER 40 00	52,530	8,247	0
Total number of other employees paid over \$50,000.				0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COMMONFUND	INVESTMENT FEES	63,43
15 OLD DANBURY ROAD		
WILTON, CT 06897		
Total number of others receiving over \$50,000 for professional services.		

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.

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	2,847,421
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	369,601
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

1	
2	
All other program-related investments See page 24 of the instructions	
3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	27,461,887
b	Average of monthly cash balances.	1b	952,871
c	Fair market value of all other assets (see instructions).	1c	2,691,667
d	Total (add lines 1a, b, and c).	1d	31,106,425
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	31,106,425
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	466,596
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,639,829
6	Minimum investment return. Enter 5% of line 5.	6	1,531,991

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,531,991
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	28,791
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	28,791
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,503,200
4	Recoveries of amounts treated as qualifying distributions.	4	39,482
5	Add lines 3 and 4.	5	1,542,682
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	1,542,682

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	1,464,858
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	333,153
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	1,798,011
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	28,791
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	6	1,769,220
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,542,682
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			960,366	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 1,798,011				
a Applied to 2011, but not more than line 2a			960,366	
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 2012 distributable amount.			837,645	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				705,037
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. <input type="text"/>			
2a	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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 SUBSTAINABILITY PLAN

c Any submission deadlines

APPROXIMATELY THE FIRST OF FEBRUARY, APRIL, JUNE, AUGUST, OCTOBER & DECEMBER

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 <i>Paid during the year</i> See Additional Data Table				
Total			► 3a	724,070
b <i>Approved for future payment</i>				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

(1) Cash.

(2) Other assets.

Other transactions

(1) Sales of assets to a noncharitable exempt organization. . .

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment,

(4) Reimbursement arrangements

(6) Performance of services or membership or fundraising solicitations.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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

* * * * *

May the IRS discuss this return with the preparer shown below (see instr. 12) Yes No

Signature of officer or trustee

Dat

—
Title

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P0005381

**Paid
Prepare
Use
Only**

Paid Preparer Use Only	LYNNE HUISMANN	LYNNE HUISMANN	
	Firm's name ►	PLANTE & MORAN PLLC	Firm's EIN ► 38-1357951
		PO BOX 307	
	Firm's address ►	SOUTHFIELD, MI 480370307	Phone no (248) 352-2500

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 CF STRATEGIC SOLUTIONS EQUITY FUND	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		
FROM K-1 CF STRATEGIC SOLUTIONS EQUITY FUND	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)
22,074,857		20,057,978	2,016,879
14,286			14,286
75,191			75,191
4,328			4,328
220,836			220,836
30,563			30,563
143			143
30,172			30,172
		34,080	-34,080
		222,708	-222,708
		222,322	-222,322
		133,225	-133,225
49,639			49,639

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	
			2,016,879
			14,286
			75,191
			4,328
			220,836
			30,563
			143
			30,172
			-34,080
			-222,708
			-222,322
			-133,225
			49,639

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 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	EXECUTIVE DIRECTOR 50 00	106,000	19,152	0
JUDY NOLD 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	DIRECTOR 4 00	0	0	0
JEFF HARDCASTLE 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	CHAIR 3 00	0	0	0
ALISON POLLARD 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	SECRETARY 5 00	0	0	0
SCOTT BROSHAR 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	TREASURER 7 00	0	0	0
DIANE HOWLIN 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	DIRECTOR 1 00	0	0	0
PATRICK J CONLIN JR 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	VICE CHAIR 4 00	0	0	0
RANDALL T FORSCH 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	DIRECTOR 5 00	0	0	0
KENNETH GIETZEN 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	DIRECTOR 4 00	0	0	0
JAMES F WOODS 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	DIRECTOR 2 00	0	0	0
NANCY GRAEBNER 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	DIRECTOR 2 00	0	0	0
SUSAN KHEDER 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	DIRECTOR 3 00	0	0	0
KARI NEWMAN 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	DIRECTOR 4 00	0	0	0
JACK WHEELER 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118	DIRECTOR 7 00	0	0	0

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				
CS MOTT 1500 MEDICAL CENTER ANN ARBOR, MI 48109	NONE	PUBLIC CHARITY	SAFETY TOWN HELMETS	494
CHELSEA AQUATIC CLUB 1101 S MAIN STE 606 CHELSEA, MI 48118	NONE	PUBLIC CHARITY	CAC CHILDRENS TRIATHALON	50
CHELSEA AREA HISTORICAL SOCIETY PO BOX 477 CHELSEA, MI 48118	NONE	PUBLIC CHARITY	SELF GUIDED WALKING TOURS	1,000
CHELSEA COMMUNITY HOSPITAL 775 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	HEART & SOLE	5,000
CHELSEA COMMUNITY HOSPITAL 775 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	SRSLY STOCKBRIDGE	15,750
CHELSEA COMMUNITY HOSPITAL 775 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	SRSLY CHELSEA	20,000
CHELSEA COMMUNITY HOSPITAL 775 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	DEXTER RED BARREL	2,000
CHELSEA COMMUNITY HOSPITAL 775 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	FARMERS MARKET HEALTH	14,400
CHELSEA COMMUNITY HOSPITAL 775 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	MANCHESTER RED BARREL	2,000
CHELSEA COMMUNITY HOSPITAL 775 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	SRSLY DEXTER	42,600
CHELSEA COMMUNITY HOSPITAL 775 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	WALKING COORDINATOR	2,000
CHELSEA COMMUNITY HOSPITAL 775 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	DEXTER RED BARREL	1,600
CHELSEA COMMUNITY HOSPITAL 775 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	COMMUNITY HEALTH & WELLNESS PROJECTS	440,005
CHELSEA COMMUNITY KITCHEN 305 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	KIDS COOKING CAMP	500
CHELSEA DISTRICT LIBRARY 221 S MAIN CHELSEA, MI 48118	NONE	GOVERNMENT	2012 COMMUNITY READ	7,000

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				
CHELSEA SENIOR CENTER 512 E WASHINGTON CHELSEA, MI 48118	NONE	PUBLIC CHARITY	WSEC INTERGENERATIONAL GARDEN	7,000
CHELSEA SENIOR CENTER 512 E WASHINGTON CHELSEA, MI 48118	NONE	PUBLIC CHARITY	CHELSEA VOLUNTEER PORTAL	15,000
DEXTER COMMUNITY SCHOOLS 3060 KENSINGTON DEXTER, MI 48130	NONE	GOVERNMENT	SUPPORTING NUTRITION EDUCATION	1,500
DEXTER COMMUNITY SCHOOLS 3060 KENSINGTON DEXTER, MI 48130	NONE	GOVERNMENT	COOKING CLASSES FOR ADULTS	1,800
DEXTER DISTRICT LIBRARY 3255 ALPINE DEXTER, MI 48130	NONE	GOVERNMENT	5H COMMUNITY READ	4,250
FAITH IN ACTION 603 S MAIN CHELSEA, MI 48118	NONE	PUBLIC CHARITY	DEXTER WELLNESS WALK RELIEF FUND	12,180
FEDERATED CHURCH OF GRASS LAKE 519 E MICHIGAN GRASS LAKE, MI 49240	NONE	PUBLIC CHARITY	FOOD FOR FRIENDS	2,340
FRIENDS OF STOCKBRIDGE LIBRARY PO BOX 802 STOCKBRIDGE, MI 49285	NONE	PUBLIC CHARITY	5H COMMUNITY READ	3,000
GRASS LAKE CHARTER TOWNSHIP 373 LAKESIDE GRASS LAKE, MI 49240	NONE	GOVERNMENT	REC PARK TRAIL DEVELOPMENT	8,000
GRASS LAKE CHARTER TOWNSHIP 373 LAKESIDE GRASS LAKE, MI 49240	NONE	GOVERNMENT	WELLNESS CENTER STUDY	25,000
GRASS LAKE COMMUNITY SCHOOL 373 LAKESIDE GRASS LAKE, MI 49240	NONE	GOVERNMENT	PLANT BASED HEALTHY FOODS	5,825
GRASS LAKE COMMUNITY SCHOOL 373 LAKESIDE GRASS LAKE, MI 49240	NONE	GOVERNMENT	EXCERSISE COORDINATOR	11,000
GRASS LAKE COMMUNITY SCHOOL 373 LAKESIDE GRASS LAKE, MI 49240	NONE	GOVERNMENT	PROJECT FIT STACKING CUPS	480
GRASS LAKE COMMUNITY SCHOOL 373 LAKESIDE GRASS LAKE, MI 49240	NONE	GOVERNMENT	HS FITNESS EQUIPMENT	10,690
GRASS LAKE COMMUNITY SCHOOL 373 LAKESIDE GRASS LAKE, MI 49240	NONE	GOVERNMENT	CONCEPT FOR COMMUNITY SPACE	5,000

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				
GRASS LAKE COMMUNITY SCHOOL 373 LAKESIDE GRASS LAKE, MI 49240	NONE	GOVERNMENT	PTO EAT BETTER INITIATIVE	2,600
JACKSON DISTRICT LIBRARY 130 W MICHIGAN PO BOX 335 GRASS LAKE, MI 49240	NONE	GOVERNMENT	COOKING CLASSES AT LIBRARY	3,600
LEGACY LAND CONSERVANCY 1100 N MAIN ANN ARBOR, MI 48104	NONE	PUBLIC CHARITY	STOCKBRIDGE PATHWAY CONNECTOR	750
MANCHESTER COMMUNITY SCHOOLS 410 CITY MANCHESTER, MI 48158	NONE	GOVERNMENT	COMMUNITY & SCHOOL GARDEN	7,000
MANCHESTER COMMUNITY SCHOOLS 410 CITY MANCHESTER, MI 48158	NONE	GOVERNMENT	PROJECT TNT	4,311
MANCHESTER COMMUNITY SCHOOLS 410 CITY MANCHESTER, MI 48158	NONE	GOVERNMENT	RETHINKING DRINKING	495
MANCHESTER COMMUNITY SCHOOLS 410 CITY MANCHESTER, MI 48158	NONE	GOVERNMENT	HEALTHY CHEFS	4,125
MANCHESTER COMMUNITY SCHOOLS 710 E MAIN MANCHESTER, MI 48158	NONE	GOVERNMENT	FUEL UP TO PLAY	2,400
MANCHESTER DISTRICT LIBRARY PO BOX 540 MANCHESTER, MI 48158	NONE	GOVERNMENT	MWC SEMINAR SERIES	2,000
MANCHESTER DISTRICT LIBRARY PO BOX 540 MANCHESTER, MI 48158	NONE	GOVERNMENT	MWC SEMINAR SERIES	100
RIVERFOLK MUSIC & ARTS ORGANIZATION PO BOX 536 MANCHESTER, MI 48158	NONE	PUBLIC CHARITY	GAZEBO CONCERTS	1,200
RUN FOR THE ROLLS 6045 QUEEN OAKS CHELSEA, MI 48118	NONE	PUBLIC CHARITY	RUN FOR THE ROLLS	1,500
ST LOUIS CENTER 16195 OLD US 12 CHELSEA, MI 48118	NONE	PUBLIC CHARITY	FITNESS FOR LIFE	10,000
ST LOUIS CENTER 16195 OLD US 12 CHELSEA, MI 48118	NONE	PUBLIC CHARITY	1 MILE WALK/RUN	500
ST LOUIS CENTER 16195 OLD US 12 CHELSEA, MI 48118	NONE	PUBLIC CHARITY	18TH GOLF & GLORY	500

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				
STOCKBRIDGE COMMUNITY OUTREACH PO BOX 682 STOCKBRIDGE, MI 49285	NONE	PUBLIC CHARITY	TIDE ME OVER	1,200
STOCKBRIDGE COMMUNITY SCHOOL 305 W ELIZABETH STOCKBRIDGE, MI 49285	NONE	PUBLIC CHARITY	OPEN AIR MARKET	4,550
STOCKBRIDGE COMMUNITY SCHOOL 305 W ELIZABETH STOCKBRIDGE, MI 49285	NONE	PUBLIC CHARITY	HERITAGE INDOOR GARDEN	500
STOCKBRIDGE COMMUNITY SCHOOL 305 W ELIZABETH STOCKBRIDGE, MI 49285	NONE	PUBLIC CHARITY	SCHOOL ASSEMBLIES	1,100
STOCKBRIDGE COMMUNITY SCHOOL 305 W ELIZABETH STOCKBRIDGE, MI 49285	NONE	PUBLIC CHARITY	HEALTH EXPO TRIP	1,600
UNITED WAY OF JACKSON 536 N JACKSON JACKSON, MI 49210	NONE	PUBLIC CHARITY	MOST TEENS DON'T	1,215
UNITED WAY OF JACKSON 536 N JACKSON JACKSON, MI 49201	NONE	PUBLIC CHARITY	MOST TEENS DON'T	5,360
Total.			► 3a	724,070

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a K-1 OTHER INCOME HIGH QUALITY BOND FUND			14	-12,691	
b K-1 OTHER INCOME CFI ALL CAP EQUITY			14	-9,639	
c K-1 OTHER INCOME CFI INTERNATIONAL EQUITY FUND			14	-24,389	
d K-1 OTHER INCOME CFI INSTITUTIONAL CORE EQUITY			14	-16,471	
e K-1 OTHER INCOME CF STRATEGIC SOLUTIONS EQUITY FUND			14	-4,122	
f K-1 OTHER INCOME CFI MULTI STRATEGY EQUITY			14	-35,879	
g MISCELLANEOUS INCOME			14	1,678	

2012

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

THE CHELSEA HEALTH AND WELLNESS FOUNDATION

Employer identification number

26-3040367

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

THE CHELSEA HEALTH AND WELLNESS FOUNDATION

Employer identification number

26-3040367

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TOM JAN CLARK 11001 PARKS ROAD MUNITH, MI 49259	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
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		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE CHELSEA HEALTH AND WELLNESS FOUNDATION		Employer identification number 26-3040367	
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusive/y religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
		(e) Transfer of gift	
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
		(e) Transfer of gift	
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
		(e) Transfer of gift	
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
		(e) Transfer of gift	
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	

TY 2012 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	12,190	0	0	14,418

TY 2012 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 THE 2010 AND 2011 FORM 990-PF'S WERE AMENDED DUE TO AMENDED FORM K-1'S THAT WERE RECEIVED THE 2012 FORM 990-PF IS BEING AMENDED DUE TO CARRYOVER INFORMATION THAT CHANGED AS A RESULT OF THE AMENDED 2010 AND 2011 FORMS THE FOLLOWING CHANGED AS A RESULT OF THE AMENDED PRIOR YEAR FORMS PART V, LINES 1B (2010 & 2011), LINE 5 & 7PART VI, LINES 6A, 10 & 11PART XIII LINES 2, 4A, 4D AND 6FFORM 990-PF, PART VI, LINE 6A EXPLANATION THE ORIGINAL 2012 ESTIMATED TAX PAYMENTS AND 2011 OVERPAYMENT CREDITED TO 2012 AMOUNT WAS \$11,017 THIS AMOUNT INCREASED BY \$1,162, FOR A TOTAL \$12,179 ON LINE 6A, FOR THE 2011 AMENDED FORM 990-PF OVERPAYMENT THAT WAS CREDITED TO THE 2012 ESTIMATED TAX

TY 2012 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
STRATEGIC SOLUTIONS GLOBAL EQUITY, LLC	FMV	16,003,489	16,003,489
CFI HIGH QUALITY BOND FUND	FMV	2,107,290	2,107,290
CFI MULTI-STRATEGY COMMODITIES SERIES	FMV	735,468	735,468
CFI REAL RETURN BOND FUND	FMV	210,928	210,928
SSG GLOBAL HEDGED EQUITY	FMV	2,353,681	2,353,681
SSG DIVERSIFYING COMPANY	FMV	1,310,097	1,310,097
SSG RELATIVE VALUE & EVENT DRIVEN SERIES	FMV	3,087,700	3,087,700

TY 2012 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	1,501,130	6,517,913	6,517,913
BUILDING IMPROVEMENTS	298,217	44,251	253,966	253,966
MOVABLE EQUIPMENT	835,257	348,060	487,197	487,197
IT EQUIPMENT	257,724	123,050	134,674	134,674
IT SOFTWARE	40,055	19,429	20,626	20,626

TY 2012 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 2012 Other Decreases Schedule

Name: THE CHELSEA HEALTH AND WELLNESS FOUNDATION**EIN:** 26-3040367

Description	Amount
UNREALIZED LOSS ON SECURITIES	28,674
GAIN FROM K-1 CFI HIGH QUALITY BOND FUND	168,234
GAIN FROM K-1 CFI ALL CAP EQUITY	46,636
GAIN FROM K-1 CFI INSTITUTIONAL CORE EQUITY FUND	49,664
GAIN FROM K-1 CFI MULTI-STRATEGY EQUITY	3,622
GAIN FROM K-1 CF STRATEGIC SOLUTIONS	68,884

TY 2012 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	63,431	63,431	0	0
ADVERTISING	192,469	0	169,129	23,510
OFFICE EXPENSES	83,697	0	58,828	37,381
INSURANCE	37,718	17	0	37,385
MISCELLANEOUS	12,165	0	12,165	0
BAD DEBT	4,270	0	4,270	0
REPAIRS & MAINTENANCE	112,314	0	108,280	4,034
PUBLIC RELATIONS	1,000	0	0	1,000
BANK FEES	49,776	0	49,776	0
SUPPLIES	91,732	0	91,732	0
COALITION PROJECT EXPENSE	296,831	0	0	283,081
RENTAL EXPENSE - SUPPLIES	1,629	1,629		0
RENTAL EXPENSE - REPAIRS & MAINTENANCE	17,984	17,984		0

TY 2012 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	136,467	136,467	
K-1 DIV/INT CFI ALL CAP EQUITY	15,164	15,164	
K-1 DIV/INT CFI INTERNATIONAL EQUITY FUND	47,623	47,623	
K-1 DIV/INT CFI INSTITUTIONAL CORE EQUITY	67,610	67,610	
K-1 DIV/INT CFI MULTI-STRATEGY EQUITY	142,163	142,163	
K-1 DIV/INT CF STRATEGIC SOLUTIONS EQUITY FUND	23,224	23,224	
MEMBERSHIP FEES	2,596,688		2,596,688
K-1 OTHER INCOME HIGH QUALITY BOND FUND	-12,691	-12,691	0
K-1 OTHER INCOME CFI ALL CAP EQUITY	-9,639	-9,639	0
K-1 OTHER INCOME CFI INTERNATIONAL EQUITY FUND	-24,389	-24,389	0
K-1 OTHER INCOME CFI INSTITUTIONAL CORE EQUITY	-16,471	-16,471	0
K-1 OTHER INCOME CF STRATEGIC SOLUTIONS EQUITY FUND	-4,122	-4,122	0
K-1 OTHER INCOME CFI MULTI STRATEGY EQUITY	-35,879	-35,879	0
MISCELLANEOUS INCOME	1,678	1,678	0

TY 2012 Other Increases Schedule

Name: THE CHELSEA HEALTH AND WELLNESS FOUNDATION**EIN:** 26-3040367

Description	Amount
RECOVERY OF PRIOR YEAR GRANTS	39,482
LOSS FROM K-1 DFI INTERNATIONAL EQUITY FUND	195,146

TY 2012 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
MANAGEMENT FEES	234,650	0	234,650	0
PAYROLL PROCESSING	26,069	880	20,890	4,299
OUTSIDE CONTRACT SERVICES	24,550	0	0	23,522

TY 2012 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	11,900	0	0	0