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Form 990-PF

## Return of Private Foundation

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

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public  
Inspection

For calendar year 2013, or tax year beginning 04-01-2013, and ending 03-31-2014

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 or province, country, and ZIP or foreign postal code CHELSEA, MI 481181291		C If exemption application is pending, check here ► <input type="checkbox"/>			
<b>G</b> 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 type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
<b>H</b> 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					
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 53,209,090		<b>J</b> 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>			
<b>Part I</b> 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 instructions) )		(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)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		487	487		
4 Dividends and interest from securities. . . . .		318,942	318,942		
5a Gross rents . . . . .		538,373	538,373		
b Net rental income or (loss) 425,323					
6a Net gain or (loss) from sale of assets not on line 10		2,397,531			
b Gross sales price for all assets on line 6a 15,774,106					
7 Capital gain net income (from Part IV, line 2) . . .			2,397,531		
8 Net short-term capital gain . . . . .					
9 Income modifications . . . . .					
10a Gross sales less returns and allowances 105,115					
b Less Cost of goods sold . . . . . 58,827					
c Gross profit or (loss) (attach schedule) . . . . .		46,288		46,288	
11 Other income (attach schedule) . . . . .		4,100,346	272,531	3,827,815	
12 Total. Add lines 1 through 11 . . . . .		7,401,967	3,527,864	3,874,103	
13 Compensation of officers, directors, trustees, etc		127,044	12,704	0	114,340
14 Other employee salaries and wages . . . . .		2,570,814	71,049	2,383,062	122,386
15 Pension plans, employee benefits . . . . .		30,708	4,859	0	25,849
16a Legal fees (attach schedule) . . . . .		129,340	0	1,388	127,952
b Accounting fees (attach schedule) . . . . .		40,650	0	0	41,679
c Other professional fees (attach schedule) . . . . .		309,764	6,911	296,440	6,413
17 Interest . . . . .		92,032	92,032	0	0
18 Taxes (attach schedule) (see instructions)		53,212	0	0	0
19 Depreciation (attach schedule) and depletion . . .		758,363	0	636,090	
20 Occupancy . . . . .		367,801	0	367,801	0
21 Travel, conferences, and meetings . . . . .		26,990	1,395	13,040	12,226
22 Printing and publications . . . . .		1,301	0	0	1,252
23 Other expenses (attach schedule) . . . . .		1,749,369	124,982	1,336,336	571,356
24 Total operating and administrative expenses.					
Add lines 13 through 23 . . . . .		6,257,388	313,932	5,034,157	1,023,453
25 Contributions, gifts, grants paid. . . . .		606,493			1,047,772
26 Total expenses and disbursements. Add lines 24 and 25		6,863,881	313,932	5,034,157	2,071,225
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		538,086			
b Net investment income (if negative, enter -0-)			3,213,932		
c Adjusted net income (if negative, enter -0-)				0	

<b>Part III</b> <b>Balance Sheets</b>	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
<b>1</b>	Cash—non-interest-bearing . . . . .	781,614	9,424	9,424
<b>2</b>	Savings and temporary cash investments . . . . .	3,462,354	1,124,139	1,124,139
<b>3</b>	Accounts receivable ► 32,676			
	Less allowance for doubtful accounts ► 1,100	18,431	31,576	31,576
<b>4</b>	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
<b>5</b>	Grants receivable . . . . .			
<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
<b>7</b>	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
<b>8</b>	Inventories for sale or use . . . . .	15,467	18,932	18,932
<b>9</b>	Prepaid expenses and deferred charges . . . . .	100,000	184,548	184,548
<b>10a</b>	Investments—U S and state government obligations (attach schedule)			
<b>b</b>	Investments—corporate stock (attach schedule) . . . . .			
<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .			
<b>11</b>	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>12</b>	Investments—mortgage loans . . . . .			
<b>13</b>	Investments—other (attach schedule) . . . . .	25,808,653	28,179,302	28,179,302
<b>14</b>	Land, buildings, and equipment basis ► 26,455,453			
	Less accumulated depreciation (attach schedule) ► 2,794,284	10,515,376	23,661,169	23,661,169
<b>15</b>	Other assets (describe ► )	1,567	0	0
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	40,703,462	53,209,090	53,209,090
<b>17</b>	Accounts payable and accrued expenses . . . . .	240,603	418,973	
<b>18</b>	Grants payable . . . . .		37,861	
<b>19</b>	Deferred revenue . . . . .	409,295	435,279	
<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .		11,874,104	
<b>22</b>	Other liabilities (describe ► )	0	280,180	
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	649,898	13,046,397	
	<b>Foundations that follow SFAS 117, check here ►</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
<b>24</b>	Unrestricted . . . . .			
<b>25</b>	Temporarily restricted . . . . .			
<b>26</b>	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
<b>27</b>	Capital stock, trust principal, or current funds . . . . .	0	0	
<b>28</b>	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	40,053,564	40,162,693	
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	40,053,564	40,162,693	
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	40,703,462	53,209,090	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	40,053,564
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	538,086
<b>3</b>	Other increases not included in line 2 (itemize) ►	<b>3</b>	2,823,777
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	43,415,427
<b>5</b>	Decreases not included in line 2 (itemize) ►	<b>5</b>	3,252,734
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	40,162,693

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
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<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			
<b>2</b> 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 }	<b>2</b>	2,397,531
<b>3</b> 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	<b>3</b>	

**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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2012	1,769,220	30,639,829	0 057742
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
<b>2</b> Total of line 1, column (d).			<b>2</b> 0 171466
<b>3</b> 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			<b>3</b> 0 034293
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			<b>4</b> 31,385,034
<b>5</b> Multiply line 4 by line 3.			<b>5</b> 1,076,287
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).			<b>6</b> 32,139
<b>7</b> Add lines 5 and 6.			<b>7</b> 1,108,426
<b>8</b> Enter qualifying distributions from Part XII, line 4.			<b>8</b> 15,892,688

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 type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>	1	32,139
c	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 . . . . .		
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	32,139
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	32,139
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	35,968
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	35,968
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	3,829
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 3,829 <b>Refunded</b> <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? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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 <b>Form 1120-POL</b> for this year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1) On the foundation</b> <input type="checkbox"/> \$ _____ 0 <b>(2) On foundation managers</b> <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? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	
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>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	<input type="checkbox"/> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> 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 <b>Form 1041</b> —Check here . . . . . ►	15
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16	At any time during calendar year 2013, 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?	Yes	No
	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 <b>any</b> 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)? . . . . .		1b	
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►			
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 2013? . . . . .		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	<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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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 2013 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 2013) . . . . .		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 2013?		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 <b>any</b> 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. . . . .	<input checked="" type="checkbox"/>		
	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	54,433	7,985	0
<b>Total</b> number of other employees paid over \$50,000. . . . .			<input checked="" type="checkbox"/>	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 instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COMMONFUND 15 OLD DANBURY ROAD WILTON, CT 06897	INVESTMENT FEES	69,681
<b>Total</b> 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, DEXTER, MANCHESTER & STOCKBRIDGE WELLNESS CENTERS WHICH SERVE APPROXIMATELY 6,500 SERVICE AREA RESIDENTS. THE WELLNESS CENTERS ARE MEDICALLY INTEGRATED WELLNESS FACILITIES THAT INCLUDE 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 PLUS FEE BASED CLASSES TO ANYONE IN THE COMMUNITY. HEALTH LECTURES ARE FREE FOR THE COMMUNITY. CHELSEA WELLNESS CENTER IS THE FIRST CERTIFIED MEDICAL INTEGRATION CENTER IN MI	4,921,107
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	201,885
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	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
<b>Total.</b> Add lines 1 through 3	0

**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	27,752,057
b	Average of monthly cash balances. . . . .	1b	1,419,255
c	Fair market value of all other assets (see instructions). . . . .	1c	2,691,667
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	31,862,979
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	31,862,979
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	477,945
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,385,034
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	1,569,252

**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	1,569,252
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	32,139
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	32,139
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,537,113
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	11,207
5	Add lines 3 and 4. . . . .	5	1,548,320
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,548,320

**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	2,071,225
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	13,821,463
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	15,892,688
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	32,139
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	15,860,549
6	<b>Adjusted qualifying distributions.</b> 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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				1,548,320
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			705,037	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f Total</b> of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ 15,892,688				
<b>a</b> Applied to 2012, but not more than line 2a			705,037	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				1,548,320
<b>e</b> Remaining amount distributed out of corpus	13,639,331			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,639,331			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	13,639,331			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .	13,639,331			

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.				
<b>b</b> 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)				
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.				
<b>b</b> 85% of line 2a.				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed.				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities.				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
(1) Value of all assets.				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).				
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.				
<b>c</b> "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 address 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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b>			► 3a	1,047,772
<b>b Approved for future payment</b>				
GRASS LAKE CHARTER TOWNSHIP 373 LAKESIDE DRIVE GRASS LAKE, MI 49240	NONE	PC	FARMERS MARKET HEALTH INITIATIVE	4,840
GRASS LAKE COMMUNITY SCHOOLS 899 S UNION STREET GRASS LAKE, MI 49240	NONE	PC	FIT FAMILIES PROGRAM	1,000
JACKSON DISTRICT LIBRARY - GL BRANCH PO BOX 335 GRASS LAKE, MI 49240	NONE	PC	2014 COMMUNITY READ	3,000
<b>Total</b>			► 3b	8,840

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions )	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
<b>1</b> Program service revenue					
<b>a</b> MEMBERSHIP FEES					3,810,059
<b>b</b> MISCELLANEOUS INCOME					17,756
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>f</b>					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .				14	487
<b>5</b> Net rental income or (loss) from real estate				14	318,942
<b>a</b> Debt-financed property. . . . .				16	12,308
<b>b</b> Not debt-financed property. . . . .				16	413,015
<b>6</b> Net rental income or (loss) from personal property . . . . .					
<b>7</b> Other investment income. . . . .				14	379,673
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .				18	2,397,531
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .				03	46,288
<b>11</b> Other revenue <b>a</b> See Additional Data Table					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .			0		3,461,102
<b>13</b> Total. Add line 12, columns (b), (d), and (e). . . . .				13	7,288,917

**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**

(2) Other assets. . . . . 1a(2)

## **b** Other transactions

**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.

**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

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.

\* \* \* \* \*

2014-11-13

\* \* \* \* \*

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

**Sign  
Here**

**Paid  
Prepared  
Use  
Only**

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> 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 CF STRATEGIC SOLUTIONS EQUITY FUND	P		
FROM K-1 CFI MULTI-STRATEGY EQUITY INVESTORS	P		
FROM K-1 CF STRATEGIC SOLUTIONS GLOBAL EQUITY	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 CF STRATEGIC SOLUTIONS EQUITY FUND	P		
FROM K-1 CFI MULTI-STRATEGY EQUITY INVESTORS	P		
FROM K-1 CF STRATEGIC SOLUTIONS GLOBAL EQUITY	P		

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
13,231,788		13,068,674	163,114
		17,977	-17,977
398,735			398,735
361,503			361,503
143,746			143,746
100,694			100,694
12,848			12,848
		123,759	-123,759
111,875			111,875
161,558			161,558
		16,035	-16,035
598,043			598,043
294,017			294,017
359,299			359,299
		150,130	-150,130

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	
			163,114
			-17,977
			398,735
			361,503
			143,746
			100,694
			12,848
			-123,759
			111,875
			161,558
			-16,035
			598,043
			294,017
			359,299
			-150,130

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
AMY HEYDLAUFF	EXECUTIVE DIRECTOR 40 00	109,164	17,880	0
310 N MAIN STREET SUITE 203 CHELSEA, MI 48118				
JUDY NOLD	DIRECTOR 3 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA, MI 48118				
JEFF HARDCASTLE	CHAIR 3 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA, MI 48118				
ALISON POLLARD	SECRETARY 4 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA, MI 48118				
SCOTT BROSHAR	TREASURER 7 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA, MI 48118				
PATRICK J CONLIN JR	DIRECTOR 3 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA, MI 48118				
LARRY COBLER	VICE CHAIR 6 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA, MI 48118				
RANDALL T FORSCH	DIRECTOR 5 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA, MI 48118				
KENNETH GIETZEN	DIRECTOR 4 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				
KARI NEWMAN	DIRECTOR 4 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA, MI 48118				
JACK WHEELER	DIRECTOR 7 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA, MI 48118				
KEVIN DOMBKOWSKI	DIRECTOR 4 00	0	0	0
310 N MAIN STREET SUITE 203 CHELSEA, MI 48118				
ANNE KITTENDORF	DIRECTOR 4 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)				
<b>a Paid during the year</b>				
CS MOTT CHILDREN'S HOSPITAL 1500 E MEDICAL CENTER DR ANN ARBOR, MI 48109	NONE	PC	MANCHESTER SAFETY TOWN HELMETS	250
CHELSEA AQUATIC CLUB 1101 SOUTH MAIN ST 606 CHELSEA, MI 48118	NONE	PC	CAC CHILDREN'S TRIATHALON	500
CHELSEA CENTER FOR THE ARTS 400 CONGDON STREET CHELSEA, MI 48118	NONE	PC	MOBIL ARTS CLASS	3,500
CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118	NONE	PC	GRASS LAKE WALKING PROGRAM	2,000
CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118	NONE	PC	GRASS LAKE WALKING COORDINATOR	2,000
CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118	NONE	PC	HEART & SOLE 2013-14	6,500
CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118	NONE	PC	SRSLY DEXTER	25,790
CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118	NONE	PC	STOCKBRIDGE WALKING PROGRAM	3,000
CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118	NONE	PC	FARMERS MARKET HEALTH INITIATIVE	19,470
CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118	NONE	PC	SRSLY CHELSEA	15,000
CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118	NONE	PC	SRSLY STOCKBRIDGE	30,120
CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118	NONE	PC	COMMUNITY HEALTH & WELLNESS PROJECTS	453,232
CHELSEA COMMUNITY KITCHEN 305 S MAIN ST STE 100 CHELSEA, MI 48118	NONE	PC	KIDS COOKING CAMP YEAR 2	500
CHELSEA DISTRICT LIBRARY 221 SOUTH MAIN CHELSEA, MI 48118	NONE	PC	2013 CHELSEA COMMUNITY READ	6,050
CHELSEA RECREATION COUNCIL 510 EAST WASHINGTON STREET CHELSEA, MI 48118	NONE	PC	WILD ABOUT SUMMER DAY KIDS CAMP	13,000
<b>Total . . . . .</b>				1,047,772
			► 3a	

**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)				
<b>a Paid during the year</b>				
CHELSEA SENIOR CENTER 512 E WASHINGTON STREET CHELSEA, MI 48118	NONE	PC	VOLUNTEER CHELSEA PHASE II	25,000
CHELSEA SENIOR CENTER 512 E WASHINGTON STREET CHELSEA, MI 48118	NONE	PC	WSEC INTERGENERATIONAL GARDEN	10,000
DEXTER COMMUNITY SCHOOLS 3060 KENSINGTON STREET DEXTER, MI 48130	NONE	PC	HEALTHY COOKING CLASSES FOR KIDS	2,700
DEXTER COOPERATIVE NURSERY SCHOOL 7643 W HURON RIVER DRIVE DEXTER, MI 48130	NONE	PC	DEXTER COOPERATIVE NURSERY SCHOOL	500
DEXTER DISTRICT LIBRARY 3255 ALPINE STREET DEXTER, MI 48130	NONE	PC	2013-14 COMMUNITY READ	3,200
DEXTER SENIOR CENTER 7720 DEXTER-ANN ARBOR RD DEXTER, MI 48130	NONE	PC	DEXTER WINTER MARKETPLACE	3,000
FITNESS COUNCIL OF JACKSON 225 N JACKSON STREET JACKSON, MI 49201	NONE	PC	GRASS LAKE SAFE FAMILY BIKE RIDES	500
FRIENDS OF THE STOCKBRIDGE LIBRARY PO BOX 802 STOCKBRIDGE, MI 49285	NONE	PC	COMMUNITY READ	3,000
GRASS LAKE ASSEMBLY OF GOD PO BOX 160 2900 MT HOPE RD GRASS LAKE, MI 49240	NONE	PC	GRASS LAKE HERITAGE DAY 5K RUN/WALK	500
GRASS LAKE CHARTER TOWNSHIP 373 LAKESIDE DRIVE GRASS LAKE, MI 49240	NONE	PC	GRASS LAKE SPORTS & TRAILS IMPROVEMENT	38,905
GRASS LAKE COMMUNITY SCHOOLS 899 S UNION STREET GRASS LAKE, MI 49240	NONE	PC	PROJECT SAFE GRADUATION	1,000
GRASS LAKE COMMUNITY SCHOOLS 899 S UNION STREET GRASS LAKE, MI 49240	NONE	PC	FITNESS COORDINATOR	23,845
GRASS LAKE UNITED METHODIST CHURCH 449 E MICHIGAN AVE GRASS LAKE, MI 49240	NONE	PC	COMMUNITY RUN/WALK	2,340
JACKSON DISTRICT LIBRARY - GL BRANCH PO BOX 335 GRASS LAKE, MI 49240	NONE	PC	HEALTHY EATING CLASSES	3,600
LEGACY LAND CONSERVANCY 1100 N MAIN STREET ANN ARBOR, MI 48104	NONE	PC	STOCKBRIDGE COMMUNITY PATHWAYS SIGNAGE	2,240
<b>Total . . . . .</b>			<b>► 3a</b>	<b>1,047,772</b>

**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)				
<b>a Paid during the year</b>				
MANCHESTER COMMUNITY RESOURCE CENTER 410 CITY RD CHELSEA, MI 48118	NONE	PC	RETHINKING DRINKING	509
MANCHESTER COMMUNITY SCHOOLS 710 E MAIN STREET MANCHESTER, MI 48158	NONE	PC	COMMUNITY AND SCHOOL GARDEN	2,500
MANCHESTER COMMUNITY SCHOOLS 710 E MAIN STREET MANCHESTER, MI 48158	NONE	PC	FUEL UP TO PLAY 60	1,800
MANCHESTER COMMUNITY SCHOOLS 410 CITY RD MANCHESTER, MI 48158	NONE	PC	SR2S 2013	14,000
MANCHESTER COMMUNITY SCHOOLS 410 CITY RD MANCHESTER, MI 48158	NONE	PC	FUEL UP TO PLAY 60 - PART 2 YR 1	2,600
MANCHESTER COMMUNITY SCHOOLS 410 CITY RD MANCHESTER, MI 48158	NONE	PC	HEALTHY CHEFS 2013-14	9,887
MANCHESTER COMMUNITY SCHOOLS 410 CITY RD MANCHESTER, MI 48158	NONE	PC	MANCHESTER VOICES COORDINATOR	18,500
MANCHESTER COMMUNITY SCHOOLS 410 CITY RD MANCHESTER, MI 48158	NONE	PC	PROJECT SUCCESSSS	5,000
MANCHESTER COMMUNITY SCHOOLS FOUND PO BOX 755 MANCHESTER, MI 48158	NONE	PC	KEEPING 400 STUDENTS SAFE	500
MANCHESTER DISTRICT LIBRARY 912 CITY RD MANCHESTER, MI 48158	NONE	PC	2012 COMMUNITY READ	2,000
MANCHESTER DISTRICT LIBRARY 912 CITY RD PO BOX 540 MANCHESTER, MI 48158	NONE	PC	COMMUNITY READ 2013	2,000
NATIONAL KIDNEY FOUNDATION OF MI 4469 OAK VALLEY DRIVE ANN ARBOR, MI 48108	NONE	PC	NATIONAL DIABETES PREVENTION PROGRAM	10,000
PROGRAMS TO EDUCATE ALL CYCLISTS 32 N WASHINGTON STE 1 YPSILANTI, MI 48197	NONE	PC	PEAC DEXTER BIKE SAFETY	2,500
RIVERFOLK MUSIC & ARTS ORGANIZATION PO BOX 146 MANCHESTER, MI 48158	NONE	PC	GAZEGO CONCERTS	1,200
RUN FOR THE ROLLS 2013-14 6045 QUEEN OAKS DRIVE CHELSEA, MI 48118	NONE	PC	RUN FOR THE ROLLS 2013-14	1,500
<b>Total . . . . .</b>			<b>► 3a</b>	<b>1,047,772</b>

**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)				
<b>a Paid during the year</b>				
ST LOUIS CENTER 16195 OLD US 12 CHELSEA, MI 48118	NONE	PC	19TH ANNUAL GOLF & GLORY	500
STOCKBRIDGE COMMUNITY OUREACH 370 CHERRY STREET STOCKBRIDGE, MI 49285	NONE	PC	TIDE ME OVER BACKPACK PROGRAM	4,500
STOCKBRIDGE COMMUNITY SCHOOLS 305 W ELIZABETH STREET STOCKBRIDGE, MI 49285	NONE	PC	HERITAGE EXPLORATORY GARDEN	1,000
STOCKBRIDGE COMMUNITY SCHOOLS 305 W ELIZABETH STREET STOCKBRIDGE, MI 49285	NONE	PC	COMMUNITY NUTRITION & HEALTH EDUCATION	2,734
STOCKBRIDGE COMMUNITY SCHOOLS 305 W ELIZABETH STREET STOCKBRIDGE, MI 49285	NONE	PC	SPRING SOCCER	500
STOCKBRIDGE COMMUNITY SCHOOLS 305 W ELIZABETH STREET STOCKBRIDGE, MI 49285	NONE	PC	OPEN AIR MARKET	3,038
UNADILLA TOWNSHIP 126 WEBB STREET PO BOX 120 GREGORY, MI 48137	NONE	PC	PLAYSCAPE FOR UNADILL TWP PARK	15,500
UNITED WAY OF JACKSON COUNTY 536 N JACKSON STREET JACKSON, MI 49201	NONE	PC	MOST TEENS DON'T CAMPAIGN	7,395
VILLAE OF MANCHESTER 912 CITY RD PO BOX 485 MANCHESTER, MI 48158	NONE	PC	SHARED USE TRAIL	100,000
VILLAGE OF DEXTER 8140 MAIN STREET DEXTER, MI 48130	NONE	PC	MILL CREEK PARK ADA RAMP	85,000
VILLAGE OF DEXTER 8140 MAIN STREET DEXTER, MI 48130	NONE	PC	DEXTER WELLNESS WALK	1,000
VILLAGE OF DEXTER 8140 MAIN STREET DEXTER, MI 48130	NONE	PC	DEXTER WALKING MAPS	2,000
VILLAGE OF DEXTER 8140 MAIN STREET DEXTER, MI 48130	NONE	PC	FARMERS MARKET ENHANCEMENT	2,882
VILLAGE OF DEXTER 8140 MAIN STREET DEXTER, MI 48130	NONE	PC	BIKE HOOP INSTALLATION	1,750
VILLAGE OF MANCHESTER 912 CITY RD MANCHESTER, MI 48158	NONE	PC	KIRK PARK COMMUNITY IMPROVEMENT	35,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>1,047,772</b>

## 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)				
<b>a Paid during the year</b>				
VILLAGE OF MANCHESTER 912 CITY RD PO BOX 485 MANCHESTER, MI 48158	NONE	PC	FARMERS MARKET	1,000
VILLAGE OF MANCHESTER PO BOX 485 912 CITY RD MANCHESTER, MI 48158	NONE	PC	MANCHESTER FARMERS MARKET	8,000
YOUTH DANCE THEATRE OF MICHIGAN PO BOX 591 CHELSEA, MI 48118	NONE	PC	5K TUTU RUN	235
<b>Total</b>			► 3a	1,047,772

**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	
<b>a</b> K-1 OTHER INCOME HIGH QUALITY BOND FUND			14	-11,652	
<b>b</b> K-1 OTHER INCOME CFI ALL CAP EQUITY			14	-11,071	
<b>c</b> K-1 OTHER INCOME CFI INTERNATIONAL EQUITY FUND			14	-6,248	
<b>d</b> K-1 OTHER INCOME CFI INSTITUTIONAL CORE EQUITY			14	-8,715	
<b>e</b> K-1 OTHER INCOME CF STRATEGIC SOLUTIONS EQUITY FUND			14	-3,982	
<b>f</b> K-1 OTHER INCOME CFI MULTI STRATEGY EQUITY			14	-22,118	
<b>g</b> K-1 OTHER INCOME CF STRATEGIC SOLUTIONS FLOBAL EQUITY LLC			14	-49,736	
<b>h</b> MISCELLANEOUS INCOME			14	6,380	

## TY 2013 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	40,650	0	0	41,679

## TY 2013 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	18,339,824	18,339,824
CFI HIGH QUALITY BOND FUND	FMV	2,316,253	2,316,253
SSGA TUCKERMAN US REIT INDEX NL QP	FMV	791,552	791,552
CFI MULTI-STRATEGY COMMODITIES SERIES	FMV	448,676	448,676
SSGA S&P GLOBAL LARGE MID CAP NATURAL RESERVE	FMV	1,460,713	1,460,713
CFI REAL RETURN BOND FUND	FMV	295,810	295,810
SSG GLOBAL HEDGED EQUITY	FMV	2,274,398	2,274,398
SSG DIVERSIFYING COMPANY	FMV	606,196	606,196
SSG RELATIVE VALUE & EVENT DRIVEN SERIES	FMV	1,645,880	1,645,880

**TY 2013 Land, Etc. Schedule****Name:** THE CHELSEA HEALTH AND WELLNESS FOUNDATION**EIN:** 26-3040367

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
LAND	3,101,000	0	3,101,000	3,101,000
BUILDINGS	21,210,227	2,004,653	19,205,574	19,205,574
BUILDING IMPROVEMENTS	262,621	72,534	190,087	190,087
MOVABLE EQUIPMENT	1,045,817	358,297	687,520	687,520
IT EQUIPMENT	340,550	175,380	165,170	165,170
IT SOFTWARE	37,216	26,194	11,022	11,022
FURNITURE AND FIXTURES	458,022	157,226	300,796	300,796

## TY 2013 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	129,340	0	1,388	127,952

## TY 2013 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	0	0

## TY 2013 Other Decreases Schedule

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

Description	Amount
PRIOR PERIOD ADJUSTMENT	491,090
GAIN FROM K-1 CFI HIGH QUALITY BOND FUND	205,895
GAIN FROM K-1 CFI ALL CAP EQUITY	572,069
LOSS FROM K-1 DFI INTERNATIONAL EQUITY FUND	382,629
GAIN FROM K-1 CFI INTSTITUTIONAL CORE EQUITY FUND	769,860
GAIN FROM K-1 CFI MULTI-STRATEGY EQUITY	411,900
GAIN FROM K-1 CF STRATEGIC SOLUTIONS	419,291

## TY 2013 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
ADVERTISING	193,462	0	181,872	11,590
TELEPHONE	32,937	0	25,842	7,095
INSURANCE	38,363	0	0	38,665
POSTAGE AND SHIPPING	18,402	0	17,928	425
UTILITIES	365,564	2,031	324,938	38,595
SUBSCRIPTIONS AND PUBLICATIONS	17,527	0	1,313	15,792
LICENSES	41,572	0	41,572	0
COUPONS	8,188	0	8,188	0
EQUIPMENT LEASING	29,616	0	29,616	0
PRE-OPENING EXPENSES	319,786	0	319,786	0
BAD DEBT	8,320	0	8,320	0
REPAIRS & MAINTENANCE	89,114	0	76,366	12,748
MISCELLANEOUS	144,873	288	139,118	5,467
SUPPLIES	163,340	0	161,477	1,510
INVESTMENT FEES	69,681	69,681	0	0
EXCESS OPERATING EXP OVER REVENUE - CASH BASIS	0	0	0	325,853
COALITION PROJECT EXPENSE	155,642	0	0	113,616
RENTAL EXPENSE - SUPPLIES	1,284	1,284		0
RENTAL EXPENSE - REPAIRS & MAINTENANCE	17,716	17,716		0
RENTAL EXPENSE - UTILITIES	33,982	33,982		0

## TY 2013 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	123,649	123,649	
K-1 DIV/INT CFI ALL CAP EQUITY	22,847	22,847	
K-1 DIV/INT CFI INTERNATIONAL EQUITY FUND	43,409	43,409	
K-1 DIV/INT CFI INSTITUTIONAL CORE EQUITY	36,786	36,786	
K-1 DIV/INT CFI MULTI-STRATEGY EQUITY	61,871	61,871	
K-1 DIV/INT CF STRATEGIC SOLUTIONS EQUITY FUND	28,551	28,551	
K-1 DIV/INT CF SOLUTIONS GLOBAL EQUITY LLC	62,560	62,560	
MEMBERSHIP FEES	3,810,059		3,810,059
MISCELLANEOUS INCOME	17,756		17,756
K-1 OTHER INCOME HIGH QUALITY BOND FUND	-11,652	-11,652	0
K-1 OTHER INCOME CFI ALL CAP EQUITY	-11,071	-11,071	0
K-1 OTHER INCOME CFI INTERNATIONAL EQUITY FUND	-6,248	-6,248	0
K-1 OTHER INCOME CFI INSTITUTIONAL CORE EQUITY	-8,715	-8,715	0
K-1 OTHER INCOME CF STRATEGIC SOLUTIONS EQUITY FUND	-3,982	-3,982	0
K-1 OTHER INCOME CFI MULTI STRATEGY EQUITY	-22,118	-22,118	0
K-1 OTHER INCOME CF STRATEGIC SOLUTIONS FLOBAL EQUITY LLC	-49,736	-49,736	0
MISCELLANEOUS INCOME	6,380	6,380	0

## TY 2013 Other Increases Schedule

**Name:** THE CHELSEA HEALTH AND WELLNESS FOUNDATION

**EIN:** 26-3040367

Description	Amount
RECOVERY OF PRIOR YEAR GRANTS	11,207
UNREALIZED GAIN ON SECURITIES	2,551,505
GAIN FROM K-1 CF STRATEGIC SOLUTIONS GLOBAL EQUITY LLC	261,065

## TY 2013 Other Liabilities Schedule

**Name:** THE CHELSEA HEALTH AND WELLNESS FOUNDATION

**EIN:** 26-3040367

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED WAGES	0	25,577
OTHER ACCRUED LIABILITIES	0	254,603

## TY 2013 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	217,761	0	217,761	0
OUTSIDE CONTRACT SERVICES	92,003	6,911	78,679	6,413

## TY 2013 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	53,212	0	0	0