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Form 990-PF

Department of the Treasury
Internal Revenue Service

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.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2014

Open to Public
Inspection

For calendar year 2014, or tax year beginning 04-01-2014 , and ending 03-31-2015

| | | |
|---|--|---|
| 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 | | |
| 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 type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/> |
| 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 | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 51,744,638 | J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 255 | 255 | | |
| | 4 Dividends and interest from securities. | 265,214 | 265,214 | | |
| | 5a Gross rents | 474,170 | 474,170 | | |
| | b Net rental income or (loss) 356,031 | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 778,716 | | | |
| | b Gross sales price for all assets on line 6a 26,383,990 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 778,716 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | 99,031 | | | |
| | b Less Cost of goods sold 56,628 | | | | |
| | c Gross profit or (loss) (attach schedule) | 42,403 | | 42,403 | |
| | 11 Other income (attach schedule) | 4,713,499 | 277,221 | 4,411,979 | |
| | 12 Total. Add lines 1 through 11 | 6,274,257 | 1,795,576 | 4,454,382 | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 132,696 | 13,270 | 0 | 119,426 |
| | 14 Other employee salaries and wages | 2,819,050 | 97,787 | 2,627,319 | 93,944 |
| | 15 Pension plans, employee benefits | 43,640 | 8,285 | 0 | 35,355 |
| | 16a Legal fees (attach schedule) | 358,365 | 0 | 900 | 357,465 |
| | b Accounting fees (attach schedule) | 44,951 | 0 | 0 | 44,951 |
| | c Other professional fees (attach schedule) | 287,906 | 0 | 272,010 | 16,344 |
| | 17 Interest | 320,597 | 0 | 320,597 | 0 |
| | 18 Taxes (attach schedule) (see instructions) | 48,700 | 0 | 0 | 0 |
| | 19 Depreciation (attach schedule) and depletion | 979,169 | 0 | 969,160 | |
| | 20 Occupancy | 353,841 | 0 | 280,955 | 70,521 |
| | 21 Travel, conferences, and meetings | 22,716 | 389 | 15,328 | 7,567 |
| | 22 Printing and publications | 4,923 | 0 | 0 | 4,979 |
| | 23 Other expenses (attach schedule) | 1,438,489 | 112,179 | 1,137,505 | 508,541 |
| | 24 Total operating and administrative expenses. | 6,855,043 | 231,910 | 5,623,774 | 1,259,093 |
| | 25 Contributions, gifts, grants paid | 947,993 | | | 659,204 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 7,803,036 | 231,910 | 5,623,774 | 1,918,297 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | -1,528,779 | | | |
| | b Net investment income (if negative, enter -0-) | | 1,563,666 | | |
| | c Adjusted net income (if negative, enter -0-) | | | 0 | |

| | Part II Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|--|---|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | 1 Cash—non-interest-bearing | | 9,424 | 17,224 | 17,224 |
| | 2 Savings and temporary cash investments | | 1,124,139 | 661,011 | 661,011 |
| | 3 Accounts receivable ► 76,473 | | | | |
| | Less allowance for doubtful accounts ► 1,900 | | 31,576 | 74,573 | 74,573 |
| | 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 instructions) | | | | |
| | 7 Other notes and loans receivable (attach schedule) ► | | | | |
| | Less allowance for doubtful accounts ► | | | | |
| | 8 Inventories for sale or use | | 18,932 | 18,594 | 18,594 |
| | 9 Prepaid expenses and deferred charges | | 184,548 | 182,304 | 182,304 |
| | 10a Investments—U S and state government obligations (attach schedule) | | | | |
| | b Investments—corporate stock (attach schedule) | | | | |
| | c Investments—corporate bonds (attach schedule) | | | | |
| | 11 Investments—land, buildings, and equipment basis ► | | | | |
| | Less accumulated depreciation (attach schedule) ► | | | | |
| | 12 Investments—mortgage loans | | | | |
| | 13 Investments—other (attach schedule) | | 28,179,302 | 27,952,665 | 27,952,665 |
| | 14 Land, buildings, and equipment basis ► 26,585,454 | | | | |
| | Less accumulated depreciation (attach schedule) ► 3,747,187 | | 23,661,169 | 22,838,267 | 22,838,267 |
| | 15 Other assets (describe ►) | | | | |
| | 16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | | 53,209,090 | 51,744,638 | 51,744,638 |
| | 17 Accounts payable and accrued expenses | | 418,973 | 349,655 | |
| | 18 Grants payable | | 37,861 | 331,490 | |
| | 19 Deferred revenue | | 435,279 | 398,194 | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | 11,874,104 | 11,408,471 | |
| | 22 Other liabilities (describe ►) | | 280,180 | 195,790 | |
| | 23 Total liabilities (add lines 17 through 22) | | 13,046,397 | 12,683,600 | |
| | Foundations that follow SFAS 117, check here ► | | | | |
| | 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 ► | | | | |
| | 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 | | 40,162,693 | 39,061,038 | |
| | 30 Total net assets or fund balances (see instructions) | | 40,162,693 | 39,061,038 | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | | 53,209,090 | 51,744,638 | |

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 | 40,162,693 |
| 2 | Enter amount from Part I, line 27a | 2 | -1,528,779 |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | 726,326 |
| 4 | Add lines 1, 2, and 3 | 4 | 39,360,240 |
| 5 | Decreases not included in line 2 (itemize) ► | 5 | 299,202 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 39,061,038 |

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) |
| 1 a | PUBLICLY TRADED SECURITIES | | P | |
| b | FROM K-1 CFI INSTITUTIONAL HIGH QUALITY BOND FUND LLC | | P | |
| c | FROM K-1 CF STRATEGIC SOLUTIONS GLOBAL EQUITY FUND | | P | |
| d | FROM K-1 CFI INSTITUTIONAL HIGH QUALITY BOND FUND LLC | | P | |
| e | FROM K-1 CF STRATEGIC SOLUTIONS GLOBAL EQUITY FUND | | P | |
| (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 | 25,329,949 | | 25,584,500 | -254,551 |
| b | | | 16,728 | -16,728 |
| c | 330,989 | | | 330,989 |
| d | | | 4,046 | -4,046 |
| e | 723,052 | | | 723,052 |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | (I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| (i) 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 | | | | -254,551 |
| b | | | | -16,728 |
| c | | | | 330,989 |
| d | | | | -4,046 |
| e | | | | 723,052 |
| 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 | 778,716 |
| 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 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)) |
|---|--|--|---|
| 2013 | 15,860,549 | 31,385,034 | 0 505354 |
| 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 |
| 2 Total of line 1, column (d). | | | 0 676820 |
| 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 | | | 0 135364 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. | | | 30,616,055 |
| 5 Multiply line 4 by line 3. | | | 4,144,312 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | | | 15,637 |
| 7 Add lines 5 and 6. | | | 4,159,949 |
| 8 Enter qualifying distributions from Part XII, line 4. | | | 2,074,568 |

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 | | |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | 1 | 31,273 |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | |
| 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 | 31,273 |
| 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 | 31,273 |
| 6 | Credits/Payments | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 43,829 |
| 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 | 43,829 |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 243 |
| 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 | 12,313 |
| 11 | Enter the amount of line 10 to be Credited to 2015 estimated tax ► 12,313 Refunded ► | 11 | 0 |

Part VII-A Statements Regarding Activities

| | | Yes | No |
|--|---|------------|-----------|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | No |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? | 1b | 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? | 1c | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ 0 (2) On foundation managers ► \$ _____ 0 | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 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> | 2 | No |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | 3 | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | Yes |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | 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> | 5 | No |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | Yes |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | 7 | Yes |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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> | 8b | Yes |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | 9 | No |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | 10 | No |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|--|--|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | No |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►WWW 5HEALTHYTOWNS.ORG | 13 | Yes | |
| 14 | The books are in care of ►ANN SINELLI Located at ►310 N MAIN STREET SUITE 203 CHELSEA MI | Telephone no ►(734) 433-4599 ZIP +4 ►48118 | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year. ► | 15 | | |
| 16 | At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ► | 16 | Yes | No |

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► | | No |
| 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 2014? | | 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ► 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) | | |
| 2b | 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 | | |
| 3b | If "Yes," did it have excess business holdings in 2014 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 2014). | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | |
| 4b | 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 2014? | | 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 4945(d)(4)(A)? (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 | 56,871 | 5,610 | 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 |
|---|---------------------|------------------|
| SCHIFF HARDIN LLP | ATTORNEY FEES | 429,68 |
| 350 S MAIN STREET SUITE 210 ANN ARBOR, MI 48104 | | |
| COMMONFUND | INVESTMENT FEES | 52,52 |
| 15 OLD DANBURY ROAD WILTON, CT 06897 | | |
| | | |
| | | |
| | | |
| | | |
| | | |

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.

| | |
|---|----------|
| <p>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</p> | |
| | 5,623,77 |
| <p>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</p> | |
| | 139,01 |
| 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 | | Amount |
| | | |
| 2 | | |
| | | |
| | | |
| All other program-related investments See instructions | | |
| 3 | | |
| | | |
| Total. Add lines 1 through 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 | 28,073,602 |
| b | Average of monthly cash balances. | 1b | 317,020 |
| c | Fair market value of all other assets (see instructions). | 1c | 2,691,667 |
| d | Total (add lines 1a, b, and c). | 1d | 31,082,289 |
| 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 | 31,082,289 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 466,234 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 30,616,055 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 1,530,803 |

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 | 1,530,803 |
| 2a | Tax on investment income for 2014 from Part VI, line 5. | 2a | 31,273 |
| b | Income tax for 2014 (This does not include the tax from Part VI). | 2b | 3,495 |
| c | Add lines 2a and 2b. | 2c | 34,768 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 1,496,035 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 29,207 |
| 5 | Add lines 3 and 4. | 5 | 1,525,242 |
| 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 | 1,525,242 |

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 | 1,918,297 |
| 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 | 156,271 |
| 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 | 2,074,568 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 5 | 0 |
| 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 | 2,074,568 |
| 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 2013 | (c) 2013 | (d) 2014 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 1,525,242 |
| 2 Undistributed income, if any, as of the end of 2014 | | | 0 | |
| a Enter amount for 2013 only. | | | | |
| b Total for prior years 20____, 20____, 20____ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009. | | | | |
| b From 2010. | | | | |
| c From 2011. | | | | |
| d From 2012. | | | | |
| e From 2013. | 13,639,331 | | | |
| f Total of lines 3a through e. | 13,639,331 | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 2,074,568 | | | 0 | |
| a Applied to 2013, but not more than line 2a | | | | |
| 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 2014 distributable amount. | | | | 1,525,242 |
| e Remaining amount distributed out of corpus | 549,326 | | | |
| 5 Excess distributions carryover applied to 2014 (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: | 14,188,657 | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| 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 2013 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). | 0 | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) | 0 | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 14,188,657 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010. | | | | |
| b Excess from 2011. | | | | |
| c Excess from 2012. | | | | |
| d Excess from 2013. | 13,639,331 | | | |
| e Excess from 2014. | 549,326 | | | |

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 2014, enter the date of the ruling. | | | | |
| 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) | | | | |
| 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 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) | | | | |
| a Paid during the year See Additional Data Table | | | | |
| Total | | | ► 3a | 659,204 |
| b Approved for future payment PROGRAMS TO EDUCATE ALL CYCLISTS 32 N WASHINGTON STE 1 YPSILANTI, MI 48197 | NONE | PC | PEAC DEXTER BIKE SAFETY | 4,000 |
| CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118 | NONE | PC | SJMHS RENTAL PAYMENTS | 331,490 |
| | | | | |
| Total | | | ► 3b | 335,490 |

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 |
| 1 Program service revenue | | | | | |
| a MEMBERSHIP FEES | | | | | 4,383,944 |
| b MISCELLANEOUS INCOME | | | | | 28,035 |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments. | | | | | |
| 3 Interest on savings and temporary cash investments. | | | | 14 | 255 |
| 4 Dividends and interest from securities. | | | | 14 | 265,214 |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property. | | | | 16 | 36,924 |
| b Not debt-financed property. | | | | 16 | 319,107 |
| 6 Net rental income or (loss) from personal property. | | | | | |
| 7 Other investment income. | | | | 14 | 411,513 |
| 8 Gain or (loss) from sales of assets other than inventory. | | | | 18 | 778,716 |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory. | | | | 03 | 42,403 |
| 11 Other revenue | a K-1 OTHER INCOME HIGH QUALITY BOND FUND | | | | |
| | | | | 14 | -7,648 |
| | b K-1 OTHER INCOME CF STRATEGIC SOLUTIONS FLOBAL EQUITY LLC | 900099 | 24,299 | 14 | -129,144 |
| | c MISCELLANEOUS INCOME | | | 14 | 2,500 |
| | d | | | | |
| | e | | | | |
| 12 Subtotal Add columns (b), (d), and (e). | | | 24,299 | | 1,719,840 |
| 13 Total Add line 12, columns (b), (d), and (e). | | | | | 4,411,979 |
| (See worksheet in line 12 instructions to verify calculations.) | | | | | |
| | | | | 13 | 6,156,118 |

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions) |
|---------------|--|
| 1A | FEES GENERATED FROM OPERATION OF MEDICALLY-INTEGRATED COMMUNITY |
| 1A | WELLNESS CENTER |
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Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

| | Yes | No |
|---|-------|----|
| 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 of | | |
| (1) Cash. | 1a(1) | No |
| (2) Other assets. | 1a(2) | No |
| b Other transactions | | |
| (1) Sales of assets to a noncharitable exempt organization. | 1b(1) | No |
| (2) Purchases of assets from a noncharitable exempt organization. | 1b(2) | No |
| (3) Rental of facilities, equipment, or other assets. | 1b(3) | No |
| (4) Reimbursement arrangements. | 1b(4) | No |
| (5) Loans or loan guarantees. | 1b(5) | No |
| (6) Performance of services or membership or fundraising solicitations. | 1b(6) | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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) is based on all information of which preparer has any knowledge.

* * * * *

2015-08-13

* * * * *

Signature of officer or trustee

Date

Title

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

| | | | | | |
|---|---|----------------------|------|--|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name LYNNE HUISMANN | Preparer's Signature | Date | Check if self-employed <input checked="" type="checkbox"/> | PTIN P00053811 |
| | Firm's name ► PLANTE & MORAN PLLC | | | Firm's EIN ► | 38-1357951 |
| | Firm's address ► 2601 CAMBRIDGE CT SUITE 500 AUBURN HILLS, MI 48326 | | | Phone no (248) 375-7100 | |
| | | | | | |

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 | CHEIF EXECUTIVE OFFICER 40 00 | 115,877 | 16,820 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| JUDY NOLD | BOARD MEMBER 3 00 | 0 | 0 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| JEFF HARDCASTLE | PAST CHAIR 6 00 | 0 | 0 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| ALISON POLLARD | BOARD MEMBER 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 | | | | |
| LARRY COBLER | CHAIR 3 00 | 0 | 0 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| RANDALL T FORSCH | BOARD MEMBER 5 00 | 0 | 0 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| NANCY GRAEBNER | BOARD MEMBER 2 00 | 0 | 0 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| SUSAN KHEDER | BOARD MEMBER 3 00 | 0 | 0 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| KARI NEWMAN | BOARD MEMBER 4 00 | 0 | 0 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| KEVIN DOMBKOWSKI | SECRETARY 4 00 | 0 | 0 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| ANNE KITTENDORF | BOARD MEMBER 4 00 | 0 | 0 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| TOM MANN | BOARD MEMBER 7 00 | 0 | 0 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| ROBERT STEPHENS | BOARD MEMBER 3 00 | 0 | 0 | 0 |
| 310 N MAIN STREET SUITE 203 CHELSEA, MI 48118 | | | | |
| JEFF WALLACE | BOARD MEMBER 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) | | | | |
| a Paid during the year | | | | |
| CHELSEA SCHOOL DISTRICT 500 WASHINGTON STREET CHELSEA, MI 48118 | NONE | PC | BULLDOG FIT | 2,398 |
| CHELSEA SCHOOL DISTRICT 500 WASHINGTON STREET CHELSEA, MI 48118 | NONE | PC | MONITOR BASEBALL | 250 |
| CHELSEA WELLNESS CENTER 14800 E OLD US 12 CHELSEA, MI 48118 | NONE | PC | NEED BASED SCHOLARSHIPS | 10,000 |
| ARTRAIN INC 1100 N MAIN STREET STE 106 ANN ARBOR, MI 48104 | NONE | PC | MR B'S JOYBOX EXPRESS | 500 |
| CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118 | NONE | PC | HEART & SOLE YEAR 3 | 5,714 |
| CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118 | NONE | PC | FARMERS MARKET HEALTH INITIATIVE | 24,083 |
| CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118 | NONE | PC | HEART & SOLE 3 | 187 |
| CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118 | NONE | PC | WALKING PROGRAM | 2,529 |
| CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118 | NONE | PC | SRSLY | 16,383 |
| CHELSEA SCHOOL DISTRICT 500 WASHINGTON STREET CHELSEA, MI 48118 | NONE | PC | WILD ABOUT SUMMER - CAMP GABIKA | 10,914 |
| CHELSEA SCHOOL DISTRICT 500 WASHINGTON STREET CHELSEA, MI 48118 | NONE | PC | WILD ABOUT SUMMER - CAMP GABIKA | 1,213 |
| MONITOR BASEBALL CLUB OF CHELSEA 130 S EAST CHELSEA, MI 48118 | NONE | PC | SHADE AND SEATING | 500 |
| RUN FOR THE ROLLS 2013-14 6045 QUEEN OAKS DRIVE CHELSEA, MI 48118 | NONE | PC | RUN FOR THE ROLLS YR 3 | 1,301 |
| CHELSEA DISTRICT LIBRARY 221 SOUTH MAIN CHELSEA, MI 48118 | NONE | PC | 2014 CHELSEA COMMUNITY READ | 5,782 |
| BALLET CHELSEA-YDT PO BOX 591 CHELSEA, MI 48118 | NONE | PC | ON THE MOVE | 8,191 |
| Total | | | ► 3a | 659,204 |

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 | | | | |
| ST LOUIS CENTER 16195 OLD US 12 CHELSEA, MI 48118 | NONE | PC | 20TH ANNUAL GOLF & GLORY | 500 |
| CHELSEA COMMUNITY KITCHEN 305 S MAIN ST STE 100 CHELSEA, MI 48118 | NONE | PC | FOOD EDUCATION SERIES | 5,703 |
| VILLAGE OF DEXTER 8140 MAIN STREET DEXTER, MI 48130 | NONE | PC | WELLNESS WALKS | 999 |
| DEXTER COOPERATIVE NURSERY SCHOOL 7643 W HURON RIVER DRIVE DEXTER, MI 48130 | NONE | PC | BALANCE BIKES | 500 |
| DEXTER COMMUNITY SCHOOLS 7714 ANN ARBOR STREET DEXTER, MI 48130 | NONE | PC | BIKE RACKS | 1,800 |
| DEXTER COMMUNITY SCHOOLS 7714 ANN ARBOR STREET DEXTER, MI 48130 | NONE | PC | KIDS HEALTHY COOKING CLASSES | 3,000 |
| LEGACY LAND CONSERVANCY 1100 N MAIN STREET ANN ARBOR, MI 48104 | NONE | PC | DEXTER FAMILY REC BROCHURES | 500 |
| DEXTER DISTRICT LIBRARY 3255 ALPINE STREET DEXTER, MI 48130 | NONE | PC | 5H COMMUNITY READ | 4,000 |
| JACKSON DISTRICT LIBRARY - GL BRANCH PO BOX 335 GRASS LAKE, MI 49240 | NONE | PC | COOKING CLASSES | 4,000 |
| JACKSON DISTRICT LIBRARY - GL BRANCH PO BOX 335 GRASS LAKE, MI 49240 | NONE | PC | 5H READ | 3,500 |
| GRASS LAKE COMMUNITY SCHOOLS 899 S UNION STREET GRASS LAKE, MI 49240 | NONE | PC | TENNIS | 500 |
| VILLAGE OF GRASS LAKE 119 NORTH LAKE GRASS LAKE, MI 49240 | NONE | PC | RED BARREL | 2,915 |
| LEGACY LAND CONSERVANCY 1100 N MAIN STREET STRE ANN ARBOR, MI 48104 | NONE | PC | GRASS LAKE FAMILY REC BROCHURE | 500 |
| CHELSEA SENIOR CENTER 512 E WASHINGTON STREET CHELSEA, MI 48118 | NONE | PC | GL SENIOR CENTER ACTIVITIES | 5,000 |
| MANCHESTER SENIOR CITIZENS COUNCIL 921 CITY STREET PO BOX 31 MANCHESTER, MI 48158 | NONE | PC | SENIOR HEALTHY LUNCHES | 500 |
| Total | | | ► 3a | 659,204 |

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 | | | | |
| MANCHESTER COMMUNITY SCHOOLS FOUND PO BOX 755 MANCHESTER, MI 48158 | NONE | PC | AFTER PROM | 500 |
| MANCHESTER COMMUNITY FAIR PO BOX 63 MANCHESTER, MI 48158 | NONE | PC | SENIOR CITIZENS ACTIVITIES | 500 |
| MANCHESTER COMMUNITY SCHOOLS 710 E MAIN STREET MANCHESTER, MI 48158 | NONE | PC | YOUTH FOOTBALL | 10,000 |
| MANCHESTER COMMUNITY SCHOOLS 710 E MAIN STREET MANCHESTER, MI 48158 | NONE | PC | MANCHESTER VOICES | 18,500 |
| MANCHESTER COMMUNITY SCHOOLS 710 E MAIN STREET MANCHESTER, MI 48158 | NONE | PC | FUEL UP TO PLAY 60 | 2,000 |
| MANCHESTER COMMUNITY SCHOOLS 710 E MAIN STREET MANCHESTER, MI 48158 | NONE | PC | SUMMER SWIM | 5,000 |
| VILLAGE OF MANCHESTER 912 CITY RD MANCHESTER, MI 48158 | NONE | PC | MANCHESTER FARMERS MARKET | 8,000 |
| MANCHESTER COMMUNITY RESOURCE CENTER 410 CITY RD CHELSEA, MI 48118 | NONE | PC | STREET FAIR | 5,000 |
| MANCHESTER COMMUNITY RESOURCE CENTER 410 CITY RD CHELSEA, MI 48118 | NONE | PC | COMPOSTING | 1,200 |
| MANCHESTER COMMUNITY SCHOOLS 710 E MAIN STREET MANCHESTER, MI 48158 | NONE | PC | PROJECT TNT | 530 |
| MANCHESTER COMMUNITY SCHOOLS 710 E MAIN STREET MANCHESTER, MI 48158 | NONE | PC | PROJECT SUCCESS | 5,000 |
| MANCHESTER COMMUNITY SCHOOLS 710 E MAIN STREET MANCHESTER, MI 48158 | NONE | PC | SR2S | 10,000 |
| LEGACY LAND CONSERVANCY 1100 N MAIN STREET ANN ARBOR, MI 48104 | NONE | PC | MANCHESTER FAMILY REC BROCHURE | 500 |
| STOCKBRIDGE COMMUNITY SCHOOLS 305 W ELIZABETH STREET STOCKBRIDGE, MI 49285 | NONE | PC | COUNSELING SUPPORT | 21,000 |
| STOCKBRIDGE COMMUNITY SCHOOLS 305 W ELIZABETH STREET STOCKBRIDGE, MI 49285 | NONE | PC | SOCCER GOALS | 500 |
| Total | | | ► 3a | 659,204 |

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 SCHOOLS 305 W ELIZABETH STREET STOCKBRIDGE, MI 49285 | NONE | PC | OPEN AIR MARKET | 5,961 |
| STOCKBRIDGE COMMUNITY SCHOOLS 305 W ELIZABETH STREET STOCKBRIDGE, MI 49285 | NONE | PC | BASEBALL FIELD | 10,700 |
| STOCKBRIDGE COMMUNITY SCHOOLS 305 W ELIZABETH STREET STOCKBRIDGE, MI 49285 | NONE | PC | COMMUNITY GREENHOUSE | 15,000 |
| STOCKBRIDGE COMMUNITY SCHOOLS 305 W ELIZABETH STREET STOCKBRIDGE, MI 49285 | NONE | PC | COMMUNITY PATHWAY | 2,685 |
| STOCKBRIDGE COMMUNITY SCHOOLS 305 W ELIZABETH STREET STOCKBRIDGE, MI 49285 | NONE | PC | HEALTHY SNACKS | 500 |
| STOCKBRIDGE HIGH SCHOOL 416 N CLINTON STOCKBRIDGE, MI 49285 | NONE | PC | 5K TRAINING | 500 |
| FRIENDS OF THE STOCKBRIDGE LIBRARY PO BOX 802 STOCKBRIDGE, MI 49285 | NONE | PC | 5H COMMUNITY READ | 4,225 |
| CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118 | NONE | PC | SRSLY STOCKBRIDGE | 24,268 |
| LEGACY LAND CONSERVANCY 1100 N MAIN STREET ANN ARBOR, MI 48104 | NONE | PC | STOCKBRIDGE FAMILY REC BROCHURE | 500 |
| WASHTENAW PUBLIC HEALTH 555 TOWNER ST PO BOX 0915 YPSILANTI, MI 48197 | NONE | PC | DISCRETIONARY FUNDING AND BRSFF | 36,785 |
| CHELSEA COMMUNITY HOSPITAL 775 S MAIN STREET CHELSEA, MI 48118 | NONE | PC | SJMHS RENTAL PAYMENTS | 337,148 |
| 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 |
| Total | | | ► 3a | 659,204 |

TY 2014 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 | 44,951 | 0 | 0 | 44,951 |

TY 2014 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 | 0 | 0 |
| CFI HIGH QUALITY BOND FUND | FMV | 0 | 0 |
| SSGA TUCKERMAN US REIT INDEX NL QP | FMV | 0 | 0 |
| CFI MULTI-STRATEGY COMMODITIES SERIES | FMV | 0 | 0 |
| SSGA S&P GLOBAL LARGE MID CAP NATURAL RESERVE | FMV | 0 | 0 |
| CFI REAL RETURN BOND FUND | FMV | 0 | 0 |
| SSG GLOBAL HEDGED EQUITY | FMV | 0 | 0 |
| SSG DIVERSIFYING COMPANY | FMV | 0 | 0 |
| SSG RELATIVE VALUE & EVENT DRIVEN SERIES | FMV | 4,833,568 | 4,833,568 |
| RUSSELL INSTL FDS MULTI ASSET CORE PLUS FD | FMV | 19,225,457 | 19,225,457 |
| RUSSELL INSTL FDS LLC CORE BD FD | FMV | 3,893,640 | 3,893,640 |

TY 2014 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 | 21,039,367 | 2,714,489 | 18,324,878 | 18,324,878 |
| BUILDING IMPROVEMENTS | 510,521 | 115,785 | 394,736 | 394,736 |
| MOVABLE EQUIPMENT | 1,053,766 | 460,206 | 593,560 | 593,560 |
| IT EQUIPMENT | 368,865 | 219,874 | 148,991 | 148,991 |
| IT SOFTWARE | 37,216 | 32,413 | 4,803 | 4,803 |
| FURNITURE AND FIXTURES | 474,719 | 204,420 | 270,299 | 270,299 |

TY 2014 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 | 358,365 | 0 | 900 | 357,465 |

TY 2014 Other Decreases Schedule

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

| Description | Amount |
|--|---------|
| GAIN FROM K-1 CFI HIGH QUALITY BOND FUND | 69,975 |
| GAIN FROM K-1 CF STRATEGIC SOLUTIONS GLOBAL EQUITY LLC | 229,227 |

TY 2014 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 | 207,256 | 0 | 192,447 | 14,809 |
| TELEPHONE | 33,946 | 0 | 30,218 | 3,728 |
| INSURANCE | 55,061 | 0 | 0 | 55,495 |
| POSTAGE AND SHIPPING | 16,346 | 0 | 16,114 | 281 |
| UTILITIES | 441,828 | 2,568 | 377,471 | 23,113 |
| SUBSCRIPTIONS AND PUBLICATIONS | 32,149 | 0 | 638 | 31,263 |
| LICENSES | 47,060 | 0 | 47,060 | 0 |
| COUPONS | 6,996 | 0 | 6,996 | 0 |
| EQUIPMENT LEASING | 29,616 | 0 | 29,616 | 0 |
| BAD DEBT | 16,469 | 0 | 16,469 | 0 |
| REPAIRS & MAINTENANCE | 91,113 | 0 | 76,127 | 0 |
| MISCELLANEOUS | 115,100 | 0 | 159,711 | 4,842 |
| SUPPLIES | 187,483 | 0 | 184,638 | 2,081 |
| INVESTMENT FEES | 52,529 | 52,529 | 0 | 0 |
| EXCESS OPERATING EXP OVER REVENUE - CASH BASIS | 0 | 0 | 0 | 324,484 |
| COALITION PROJECT EXPENSE | 48,455 | 0 | 0 | 48,445 |
| RENTAL EXPENSE - SUPPLIES | 852 | 852 | | 0 |
| RENTAL EXPENSE - REPAIRS & MAINTENANCE | 14,986 | 14,986 | | 0 |
| RENTAL EXPENSE - UTILITIES | 41,244 | 41,244 | | 0 |

TY 2014 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 | 77,623 | 77,623 | |
| K-1 DIV/INT CF STRATEGIC SOLUTIONS GLOBAL EQUITY FUND | 333,890 | 333,890 | |
| MEMBERSHIP FEES | 4,383,944 | | 4,383,944 |
| MISCELLANEOUS INCOME | 28,035 | | 28,035 |
| K-1 OTHER INCOME HIGH QUALITY BOND FUND | -7,648 | -7,648 | 0 |
| K-1 OTHER INCOME CF STRATEGIC SOLUTIONS FLOBAL EQUITY LLC | -104,845 | -129,144 | 0 |
| MISCELLANEOUS INCOME | 2,500 | 2,500 | 0 |

TY 2014 Other Increases Schedule

Name: THE CHELSEA HEALTH AND WELLNESS FOUNDATION

EIN: 26-3040367

| Description | Amount |
|-------------------------------|---------|
| UNREALIZED GAIN ON SECURITIES | 726,326 |

TY 2014 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 | 25,577 | 25,171 |
| OTHER ACCRUED LIABILITIES | 254,603 | 170,619 |

TY 2014 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 | 164,837 | 0 | 164,837 | 0 |
| OUTSIDE CONTRACT SERVICES | 123,069 | 0 | 107,173 | 16,344 |

TY 2014 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 | 48,700 | 0 | 0 | 0 |