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

2009

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

For calendar year 2009, or tax year beginning

, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation LIFEWORKS FOUNDATION	A Employer identification number 62-1428468		
	Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 50276	Room/suite	B Telephone number (615) 269-6663	
	City or town, state, and ZIP code NASHVILLE, TN 37205-0276	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"/>		
H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) 4,881,445. (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,621.	3,621.		STATEMENT 1
	4 Dividends and interest from securities	124,401.	124,401.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-178,709.			
	b Gross sales price for all assets on line 6a	3,460,620.			
	7 Capital gain net income (from Part IV, line 2)			0.	
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	-50,687.	128,022.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	81,250.	8,124.		73,126.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	1,117.	112.		1,005.
	16a Legal fees				
	b Accounting fees	26,184.	2,618.		23,566.
	c Other professional fees				
	17 Interest	111.	0.		111.
	18 Taxes	6,486.	649.		5,837.
	19 Depreciation and depletion	4,306.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	1,427.	0.		1,427.
	22 Printing and publications				
	23 Other expenses	235,368.	33,614.		201,754.
	24 Total operating and administrative expenses. Add lines 13 through 23	356,249.	45,117.		306,826.
25 Contributions, gifts, grants paid	738,175.			738,175.	
26 Total expenses and disbursements Add lines 24 and 25	1,094,424.	45,117.		1,045,001.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,145,111.				
b Net investment income (if negative, enter -0-)		82,905.			
c Adjusted net income (if negative, enter -0-)			N/A		

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing		-61,259.	5,892.	5,892.
2	Savings and temporary cash investments		277,293.	223,389.	223,389.
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations	STMT 7	940,783.	0.	0.
b	Investments - corporate stock	STMT 8	4,404,060.	4,229,801.	4,643,546.
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment basis ►	94,595.			
	Less accumulated depreciation ►	90,620.	2,995.	3,975.	3,975.
15	Other assets (describe ►	STATEMENT 9	3,746.	4,643.	4,643.
16	Total assets (to be completed by all filers)		5,567,618.	4,467,700.	4,881,445.
17	Accounts payable and accrued expenses		3,225.	3,017.	
18	Grants payable			37,253.	
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons			5,979.	
21	Mortgages and other notes payable				
22	Other liabilities (describe ►				
23	Total liabilities (add lines 17 through 22)		3,225.	46,249.	
Liabilities	Foundations that follow SFAS 117, check here ►	<input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.				
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ►	<input checked="" type="checkbox"/>			
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds		5,564,393.	4,421,451.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		5,564,393.	4,421,451.	
31	Total liabilities and net assets/fund balances		5,567,618.	4,467,700.	

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	5,564,393.
2	Enter amount from Part I, line 27a	2	-1,145,111.
3	Other increases not included in line 2 (itemize) ►	3	2,169.
4	Add lines 1, 2, and 3	4	4,421,451.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,421,451.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	3,460,620.	592.	3,639,921.	-178,709.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				-178,709.	
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	-178,709.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,430,492.	6,482,975.	.220654
2007	1,304,749.	7,995,662.	.163182
2006	1,030,869.	8,314,031.	.123991
2005	972,479.	8,381,495.	.116027
2004	1,018,143.	8,543,471.	.119172

2 Total of line 1, column (d)

2 .743026

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .148605

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 4,429,718.

5 Multiply line 4 by line 3

5 658,278.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 829.

7 Add lines 5 and 6

7 659,107.

8 Enter qualifying distributions from Part XII, line 4

8 1,045,001.

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 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)	
1b	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
1c	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-)
3	Add lines 1 and 2
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-
6	Credits/Payments:
6a	2009 estimated tax payments and 2008 overpayment credited to 2009
6b	Exempt foreign organizations - tax withheld at source
6c	Tax paid with application for extension of time to file (Form 8868)
6d	Backup withholding erroneously withheld
7	Total credits and payments. Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ► 6,861. Refunded ► 0.

Part VII-A Statements Regarding Activities

1a	Yes	No
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b		X
9		X
10		X

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
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.

1c Did the foundation file Form 1120-POL for this year?

1d 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.**

1e 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?
If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year?
If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► **TN**

8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If "No," attach explanation

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A | Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X

Website address ► N/A

14 The books are in care of ► BAKER SULLIVAN HOOVER PLC Telephone no. ► (615) 255-6143
Located at ► 144 SECOND AVE. N., SUITE 400, NASHVILLE, TN ZIP+4 ► 37201-1935

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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 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 No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ► 1b X

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): 2b N/A

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes No

If "Yes," list the years ► , , , , , ,

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 N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 2b N/A

► , , , , , ,

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 3b N/A

b If "Yes," did it have excess business holdings in 2009 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 2009.) 3b N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4b X

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)?	<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)?	N/A ► <input type="checkbox"/>	
Organizations relying on a current notice regarding disaster assistance check here		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ► <input type="checkbox"/>	
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes" to 6b, file Form 8870.		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE N. BULLARD NASHVILLE, TN 37205	DIRECTOR 25.00	40,625.	0.	0.
PATRICIA BULLARD NASHVILLE, TN 37205	TRUSTEE 25.00	40,625.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

► 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1		Expenses
	SEE STATEMENT 10	738,175.
2	LIFEWORKS SPONSORS AND PROMOTES VARIOUS NONPROFIT ACTIVITIES AND EVENTS WITHIN THE STATE.	
		154,672.
3		
4		

Part IX-B **Summary of Program-Related Investments**

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

1	N/A	Amount
2		

All other program-related investments. See instructions.

3	

Total. Add lines 1 through 3 ►

0.

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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	4,270,536.
b Average of monthly cash balances	1b	222,665.
c Fair market value of all other assets	1c	3,975.
d Total (add lines 1a, b, and c)	1d	4,497,176.
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	4,497,176.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	67,458.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,429,718.
6 Minimum investment return. Enter 5% of line 5	6	221,486.

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	221,486.
2a Tax on investment income for 2009 from Part VI, line 5	2a	829.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	829.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	220,657.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	220,657.
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	220,657.

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	1,045,001.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,045,001.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	829.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,044,172.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				220,657.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	602,465.			
b From 2005	571,496.			
c From 2006	629,403.			
d From 2007	926,404.			
e From 2008	1,116,163.			
f Total of lines 3a through e	3,845,931.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,045,001.			0.	
a Applied to 2008, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount			220,657.	
e Remaining amount distributed out of corpus	824,344.			
5 Excess distributions carryover applied to 2009 (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:	4,670,275.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	602,465.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4,067,810.			
10 Analysis of line 9:				
a Excess from 2005	571,496.			
b Excess from 2006	629,403.			
c Excess from 2007	926,404.			
d Excess from 2008	1,116,163.			
e Excess from 2009	824,344.			

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)				
<i>a Paid during the year</i>				
SEE STATEMENT 11				
Total			► 3a	738,175.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14 3,621.	
4 Dividends and interest from securities				14 124,401.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18 -178,709.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-50,687.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	-50,687.
(See worksheet in line 13 instructions to verify calculations.)					

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 of:

- (1) Cash
- (2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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
N/A		

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, based on all information of which preparer has any knowledge.

Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's signature	JOHN B. HOOVER	Date 03/04/10	Check if self- employed <input checked="" type="checkbox"/>
	BAKER SULLIVAN HOOVER PLC 144 SECOND AVENUE NORTH, SUITE 400 NASHVILLE, TN 37201-1935			Preparer's identifying number EIN <input type="checkbox"/>
				Phone no. (615) 255-6143

LIFEWORKS FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1,500 FISERV INC	P	11/01/06	01/20/09
b	500 FISERV INC	P	02/16/07	01/20/09
c	1,000 FISERV INC	P	05/01/08	01/20/09
d	12,000 ORACLE CORP	P	07/26/07	01/20/09
e	4,000 SAP AG-SPONSORED ADR	P	10/08/03	01/20/09
f	1,000 SAP AG-SPONSORED ADR	P	04/19/04	01/20/09
g	950,000 U.S. TREASURY BILL 01/22/2009	P	07/21/08	01/22/09
h	1,500 VEOLIA ENVIRONMENTAL-ADR	P	04/17/06	01/20/09
i	2,000 COMPUTER SCIENCES CORP	P	02/15/05	02/03/09
j	2,000 COMPUTER SCIENCES CORP	P	10/05/05	02/03/09
k	500 COMPUTER SCIENCES CORP	P	01/24/06	02/03/09
l	1,000 COMPUTER SCIENCES CORP	P	01/22/08	02/03/09
m	100,000 U.S. TREASURY BILL 04/23/2009	P	01/21/09	03/25/09
n	100,000 U.S. TREASURY BILL 04/23/2009	P	01/21/09	03/31/09
o	100,000 U.S. TREASURY BILL 04/23/2009	P	01/21/09	04/01/09

(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 49,242.		74,495.	-25,253.
b 16,414.		27,435.	-11,021.
c 32,828.		50,137.	-17,309.
d 197,274.		244,686.	-47,412.
e 134,203.		150,543.	-16,340.
f 33,551.		39,565.	-6,014.
g 940,783.		940,783.	0.
h 31,333.		84,603.	-53,270.
i 76,709.		94,464.	-17,755.
j 76,709.		92,493.	-15,784.
k 19,177.		25,180.	-6,003.
l 38,355.		38,748.	-393.
m 99,983.		99,989.	-6.
n 99,986.		99,989.	-3.
o 99,977.		99,989.	-12.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-25,253.
b			-11,021.
c			-17,309.
d			-47,412.
e			-16,340.
f			-6,014.
g			0.
h			-53,270.
i			-17,755.
j			-15,784.
k			-6,003.
l			-393.
m			-6.
n			-3.
o			-12.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

3

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

LIFEWORKS FOUNDATION

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.)
a 100,000 U.S. TREASURY BILL 04/23/2009	P	01/21/09	04/23/09
b 1,000 COCA COLA	P	03/20/07	05/27/09
c 1,000 LILLY ELI & CO	P	07/07/05	05/15/09
d 1,000 URS CORP	P	12/13/07	06/03/09
e 400,000 U.S. TREASURY BILL 07/23/2009	P	01/21/09	07/23/09
f 3,500 COCA COLA	P	03/20/07	08/11/09
g 3,000 COLGATE-PALMOLIVE	P	12/13/06	08/11/09
h 700 CATERPILLAR INC	P	11/06/08	11/02/09
i 700 ILLINOIS TOOL WORKS INC	P	12/30/03	11/02/09
j 9,000 MOLEX INC	P	04/19/91	11/05/09
k 1,500 BHP BILLITON LTD-SPON ADR	P	01/20/09	12/23/09
l 2,500 HOME DEPOT INC	P	12/13/06	12/04/09
m 3,000 LOWE'S COS INC	P	12/13/06	12/04/09
n EQUIPMENT		01/15/93	02/09/09
o FAX MACHINE		02/20/02	10/31/09

(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 99,989.		99,989.	0.
b 46,906.		47,678.	-772.
c 34,096.		55,111.	-21,015.
d 50,653.		46,319.	4,334.
e 399,538.		399,538.	0.
f 171,633.		166,873.	4,760.
g 215,187.		195,955.	19,232.
h 38,646.		26,842.	11,804.
i 32,390.		29,258.	3,132.
j 172,706.		163,388.	9,318.
k 112,825.		56,113.	56,712.
l 70,798.		97,481.	-26,683.
m 68,729.		91,685.	-22,956.
n 316.		316.	0.
o 276.		276.	0.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			-772.
c			-21,015.
d			4,334.
e			0.
f			4,760.
g			19,232.
h			11,804.
i			3,132.
j			9,318.
k			56,712.
l			-26,683.
m			-22,956.
n			0.
o			0.

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	-178,709.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

Depreciation and Amortization Detail FORM 990-PF PAGE 1

990-PF

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

SOURCE	AMOUNT
INTEREST INCOME	3,621.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,621.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	124,401.	0.	124,401.
TOTAL TO FM 990-PF, PART I, LN 4	124,401.	0.	124,401.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BAKER, SULLIVAN & HOOVER, PLC	15,662.	1,566.		14,096.
MARIE SWINFORD, CPA	10,522.	1,052.		9,470.
TO FORM 990-PF, PG 1, LN 16B	26,184.	2,618.		23,566.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	6,486.	649.		5,837.
TO FORM 990-PF, PG 1, LN 18	6,486.	649.		5,837.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	450.	0.		450.
TELEPHONE/COMMUNICATIONS	3,081.	0.		3,081.
DUES, SUBSCRIPTIONS, & MEMBERSHIPS	10,559.	0.		10,559.
EDUCATION	1,176.	0.		1,176.
INSURANCE EXPENSE	21,136.	0.		21,136.
INVESTMENT FEES	33,614.	33,614.		0.
OFFICE SUPPLIES	1,995.	0.		1,995.
PUBLIC CONCERTS AND PERFORMANCES	152,672.	0.		152,672.
AUTOMOBILE EXPENSE	3,006.	0.		3,006.
MISCELLANEOUS EXPENSE	468.	0.		468.
REPAIRS & MAINTENANCE	476.	0.		476.
POSTAGE	552.	0.		552.
CONTRACT LABOR	2,610.	0.		2,610.
ENTERTAINMENT	574.	0.		574.
INTERNET SERVICE	809.	0.		809.
STORAGE RENTAL	190.	0.		190.
STORY PROJECT	2,000.	0.		2,000.
TO FORM 990-PF, PG 1, LN 23	235,368.	33,614.		201,754.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION	AMOUNT		
ADJUSTMENTS TO COST BASIS OF SECURITY PURCHASE AND SOLD		2,169.	
TOTAL TO FORM 990-PF, PART III, LINE 3		2,169.	

FORM 990-PF		U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY BILL 01/22/2009 0.00%	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AFLAC INC.	217,869.	208,125.	
AIRGAS INC	127,468.	142,800.	
AIR PRODUCTS & CHEMICALS INC	77,013.	113,484.	
AMBAC FINANCIAL GROUP INC	70,744.	6,225.	
AMYLIN PHARMACEUTICALS	76,784.	28,380.	
ARCH COAL INC.	169,916.	155,750.	
BARRICK GOLD CORP	127,735.	157,520.	
BP AMOCO PLC - ADR	152,181.	202,895.	
CANADIAN NATL RAILWAY CO	48,323.	54,360.	
CATERPILLAR INC	145,705.	216,562.	
COCA COLA	0.	0.	
COLGATE-PALMOLIVE	0.	0.	
COMPUTER SCIENCES CORP	0.	0.	
CONOCOPHILLIPS	148,924.	178,745.	
CSX CORPORATION	98,873.	145,470.	
DEVON ENERGY CORP	105,485.	147,000.	
EMERSON ELECTRIC	77,341.	213,000.	
FISERV INC	0.	0.	
GRANITE CONSTRUCTION INC	129,020.	134,640.	
HOME DEPOT INC.	0.	0.	
HONDA MOTOR CO LTD ADR	133,851.	135,600.	
ILLINOIS TOOL WORKS INC	179,723.	206,357.	
KANSAS CITY SOUTHERN	44,430.	66,580.	
LILLY ELI & CO	165,334.	107,130.	
LINCOLN NATIONAL CORP	255,260.	199,040.	
LOUISIANA-PACIFIC CORP	237,159.	69,800.	
LOWE'S COS INC.	0.	0.	
MBIA INC	55,938.	15,920.	
MCDONALD'S CORP	112,370.	249,760.	
MOLEX INC	0.	0.	
NORFOLK SOUTHERN CORP	125,002.	157,260.	

ORACLE CORP	0.	0.
PEPSICO INC	70,630.	212,800.
POTASH CORP OF SASKATCHEWAN	73,376.	108,500.
PRAXAIR INC	107,847.	120,465.
RIO TINTO PLC ADR	79,618.	172,312.
SAP AG-SPONSORED ADR	0.	0.
TEREX CORP	55,317.	79,240.
TOYOTA MOTOR CORP ADR	144,758.	134,656.
UNISYS CORP	105,793.	38,560.
URS CORP	181,482.	178,080.
VEOLIA ENVIRONMENTAL-ADR	0.	0.
VULCAN MATERIALS CO	190,027.	158,010.
WALGREEN CO	138,505.	128,520.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,229,801.	4,643,546.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS AT COST	850.	850.	850.
ACCRUED INCOME RECEIVABLE	2,896.	3,793.	3,793.
TO FORM 990-PF, PART II, LINE 15	3,746.	4,643.	4,643.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	10
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ACTIVITY ONE

LIFEWORKS IS PRIMARILY A GRANT MAKING FOUNDATION ENABLING OTHER CHARITABLE ORGANIZATIONS TO FURTHER THEIR CHARITABLE ACTIVITIES. EXPENSES LISTED HERE ARE ACTUAL GRANTS MADE DURING YEAR.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	738,175.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BAPTIST HOSPITAL	FURTHER CHARITY PURPOSE	PUBLIC	5,000.
CENTERSTONE	FURTHER CHARITY PURPOSE	PUBLIC	50,000.
COMMUNITY FOUNDATION OF MID TN	FURTHER CHARITY PURPOSE	PUBLIC	5,000.
EARTHMATTERS TN	FURTHER CHARITY PURPOSE	PUBLIC	25,000.
ENVIRONMENTAL GRANT MAKERS	FURTHER CHARITY PURPOSE	PUBLIC	250.
FRIENDS OF WARNER PARKS	FURTHER CHARITY PURPOSE	PUBLIC	5,000.
HARPETH HALL SCHOOL	FURTHER CHARITY PURPOSE	PUBLIC	500.
HEALING STONES FOUNDATION	FURTHER CHARITY PURPOSE	PUBLIC	465,000.

HOMEWORK HOTLINE	FURTHER CHARITY PURPOSE	PUBLIC	500.
MONTGOMERY BELL ACADEMY	FURTHER CHARITY PURPOSE	PUBLIC	500.
NASHVILLE HOMELESS POWER PROJECT	FURTHER CHARITY PURPOSE	PUBLIC	10,000.
NASHVILLE PUBLIC RADIO	FURTHER CHARITY PURPOSE	PUBLIC	500.
NASHVILLE ROSE SOCIETY	FURTHER CHARITY PURPOSE	PUBLIC	1,400.
NASHVILLE SYMPHONY	FURTHER CHARITY PURPOSE	PUBLIC	1,500.
NORTHEAST CHURCH	FURTHER CHARITY PURPOSE	PUBLIC	500.
OFF THE BEATEN PATH	FURTHER CHARITY PURPOSE	PUBLIC	1,000.
PEOPLE FOR ANIMALS	FURTHER CHARITY PURPOSE	PUBLIC	1,000.
ST. THOMAS HEALTH SERVICES FUND	FURTHER CHARITY PURPOSE	PUBLIC	1,000.

SWAN BALL

PUBLIC

1,500.

FURTHER CHARITY
PURPOSE

TACA

PUBLIC

17,525.

FURTHER CHARITY
PURPOSE

TENNESSEE ENVIRONMENTAL COUNCIL

PUBLIC

10,000.

FURTHER CHARITY
PURPOSETENNESSEE ENVIRONMENTAL
EDUCATION

PUBLIC

500.

FURTHER CHARITY
PURPOSE

TENNESSEE REPERTORY THEATRE

PUBLIC

5,000.

FURTHER CHARITY
PURPOSE

THE BELCOURT THEATRE

PUBLIC

100,500.

FURTHER CHARITY
PURPOSE

THE BOYD TAVERN FOUNDATION

PUBLIC

1,000.

FURTHER CHARITY
PURPOSE

THE LAND TRUST FOR TN

PUBLIC

500.

FURTHER CHARITY
PURPOSE

THE NASHVILLE MOVEMENT

PUBLIC

5,000.

FURTHER CHARITY
PURPOSE

TN PARKS & GREENWAYS FOUNDATION

PUBLIC

1,000.

FURTHER CHARITY
PURPOSE

TN SAMPLER SURVEY	FURTHER CHARITY PURPOSE	PUBLIC	1,000.
UNIVERSITY SCHOOL OF NASHVILLE	FURTHER CHARITY PURPOSE	PUBLIC	600.
URBAN HOUSING SOLUTION	FURTHER CHARITY PURPOSE	PUBLIC	5,000.
VIPPS	FURTHER CHARITY PURPOSE	PUBLIC	15,000.
VOLUNTEER STATE HORSEMAN'S	FURTHER CHARITY PURPOSE	PUBLIC	400.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<hr/> <hr/> <hr/> 738,175.

Form 4562

Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization 990-PF
(Including Information on Listed Property)

OMB No. 1545-0172

2009

Attachment
Sequence No. 67

Name(s) shown on return

Business or activity to which this form relates

Identifying number

LIFEWORKS FOUNDATION

FORM 990-PF PAGE 1

62-1428468

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount See the instructions for a higher limit for certain businesses	1	250,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	800,000.
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A		17	
17 MACRS deductions for assets placed in service in tax years beginning before 2009		17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here			<input type="checkbox"/>

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs.		S/L
c 40-year	/		40 yrs	MM	S/L

Part IV Summary (See instructions)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	0.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed?					<input type="checkbox"/> Yes	<input type="checkbox"/> No	24b If "Yes," is the evidence written?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost	

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L -			
		%			S/L -			
		%			S/L -			

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?

38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners

39 Do you treat all use of vehicles by employees as personal use?

40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?

41 Do you meet the requirements concerning qualified automobile demonstration use?

Yes No

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	---------------------------------	---------------------------	---------------------	------------------------------------------	-----------------------------------

42 Amortization of costs that begins during your 2009 tax year.

43 Amortization of costs that began before your 2009 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

44

Depreciation and Amortization 990PF
(Including Information on Listed Property)

2009

Name(s) shown on return

Business or activity to which this form relates

Identifying number

LIFEWORKS FOUNDATION

FORM 990-PF PAGE 1

62-1428468

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount See the instructions for a higher limit for certain businesses	1	250,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	800,000.
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12 ► 13	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	2,644.
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A		
17 MACRS deductions for assets placed in service in tax years beginning before 2009		17 1,100.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► <input type="checkbox"/>		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		344.	5 YRS	HY	200DB	69.
c 7-year property		2,298.	7 YRS	HY	200DB	328.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs.	S/L	
c 40-year	/		40 yrs	MM	S/L

Part IV Summary (See instructions)

21 Listed property Enter amount from line 28	21	165.
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	4,306.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					24b If "Yes," is the evidence written? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use

		%						
		%						
SEE STATEMENT 12		%						165.

27 Property used 50% or less in a qualified business use:

		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1

28

165.

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

165.**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32.												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? Yes No

38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners Yes No

39 Do you treat all use of vehicles by employees as personal use? Yes No

40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? Yes No

41 Do you meet the requirements concerning qualified automobile demonstration use? Yes No

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	---------------------------------------------	--------------------------------------

42 Amortization of costs that begins during your 2009 tax year

43 Amortization of costs that began before your 2009 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

44

FORM 4562 TOTALS LISTED PROPERTY INFORMATION-MORE THAN 50% STATEMENT 12

(A) DESCRIPTION	(B) DATE	(C) BUS. %	(D) COST	(E) BASIS	(F) LIFE	(G) MTH/CV	(H) DEDUCTION	(I) 179 ELECTED
--------------------	-------------	---------------	-------------	--------------	-------------	---------------	------------------	--------------------

(K) TOTAL MILES	(L) BUSINESS MILES	(M) COMMUTING MILES	(N) PERSONAL MILES	(O) WAS VEH. AVAIL.?	(P) > 5% OWNER?	(Q) ANOTHER VEH. AVAILABLE?
				Y N	Y N	Y N

FORD EXCURSION	04/28/03	100.00	21,000.	14,700.	5 YRS	200DB-HY	165.
FORD EXCURSION-R GISTRATION	05/08/03	100.00	109.	55.	5 YRS	200DB-HY	0.
TOTALS TO FORM 4562, PART V, LINE 26							165.

01/01/2009 - 12/31/2009

System No.	Description	Date In Service	Cost Basis	Other	Bus. Inv. %	Sec. 179/ Bonus/ (Cur. Yr. Only)	Beg. Accum. Depreciation/ (Sec. 179)	Method	Conv.	Conv.	Business % Applied to Depreciation Values
											Current Depreciation

Part III, Line 17 --MACRS deductions for assets placed in service in tax years beginning before 2009

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System No.	Description	Date In Service	Cost Basis	Other	Bus. Inv. %	Sec. 179/ Bonus/ (Cur. Yr. Only)	Beg. Accum. Depreciation/ (Sec. 179)	Method	Conv.	Conv.	Business % Applied to Depreciation Values
											Current Depreciation
1	EQUIPMENT	12/1/1992	2,976.00	100.0000	0.00	2,976.00	M	MQ	5,0000	0.00	0.00
2	EQUIPMENT	1/15/1993	316.00	100.0000	0.00	316.00	M	HY	5,0000	0.00	0.00
3	EQUIPMENT	7/1/1994	1,766.00	100.0000	0.00	1,766.00	M	HY	5,0000	0.00	0.00
4	COMPUTER	7/1/1995	723.00	100.0000	0.00	723.00	M	HY	5,0000	0.00	0.00
5	SCANNER	7/1/1996	4,262.00	100.0000	0.00	4,262.00	M	HY	5,0000	0.00	0.00
6	EQUIPMENT	4/11/1997	342.00	100.0000	0.00	342.00	M	HY	7,0000	0.00	0.00
7	COMPUTER	11/4/1998	4,558.00	100.0000	0.00	4,558.00	M	MQ	5,0000	0.00	0.00
8	FURNITURE	12/2/2000	1,774.00	100.0000	0.00	1,774.00	M	MQ	5,0000	0.00	0.00
9	FURNITURE	7/1/1992	1,252.00	100.0000	0.00	1,252.00	M	MQ	5,0000	0.00	0.00
10	DESKS, CRENDENZA	7/1/1996	38,744.00	100.0000	0.00	38,744.00	M	HY	7,0000	0.00	0.00
11	SHELVES	3/18/2000	563.00	100.0000	0.00	563.00	M	MQ	7,0000	0.00	0.00
12	FAX MACHINE	3/18/2000	345.00	100.0000	0.00	345.00	M	MQ	7,0000	0.00	0.00
13	Windows XP Software	2/20/2002	193.40	100.0000	0.00	274.17	M	MQ	7,0000	211	
14	CSPG-ARTWORK	10/30/2002	379.99	100.0000	0.00	542.84	M	MQ	3,0000	0.00	
15	PRINTER	2/14/2003	224.31	100.0000	0.00	290.41	M	HY	7,0000	20.02	
16	FILE CABINET	9/18/2003	212.75	100.0000	0.00	397.03	M	HY	7,0000	18.99	
17	SAFE	9/18/2003	202.10	100.0000	0.00	377.15	M	HY	7,0000	18.04	
18	COMPUTER MONITOR	3/4/2004	262.98	100.0000	0.00	477.08	M	MQ	7,0000	23.00	
19	EQUIPMENT	4/3/2004	251.27	100.0000	0.00	491.84	M	MQ	5,0000	10.71	

Lifeworks Foundation [3220]
Form 4562 Worksheet - Depreciation

2/11/2010
4:44:12PM

System No.	Description	Date In Service	Cost / Other Basis	Bus. / Inv. %	Sec. 179/ Bonus/ (Cur. Yr. Only)	Beg. Accum. Depreciation/ (Sec. 179)	Method	Conv.	Business % Applied to Depreciation Values	Life	Current Depreciation
Part III, Line 17 --MACRS deductions for assets placed in service in tax years beginning before 2009											

990-PF, Pg 1 #1 - Form 990-PF Page 1

22	FIRE PROOF FILE DRAWER CABINET	4/15/2004	87.50	100 0000	0.00	156 57	M	MQ	7 0000	7.76
23	COMPUTER	10/21/2004	420.60	100.0000	0.00	800.94	M	MQ	5 0000	40.27
24	COMPUTER HARDWARE:DVDRW PLAYER	11/5/2004	862.48	100 0000	0.00	1,642.37	M	MQ	5.0000	82.59
25	COMPUTER	4/19/2006	237.62	100.0000	0.00	169.18	M	HY	5 0000	27.38
26	PHONE	7/10/2006	1,621.45	100.0000	0.00	1,154.47	M	HY	5.0000	186.79
27	SHELVES	10/18/2006	163.85	100.0000	0.00	92.20	M	HY	7 0000	20.47
28	SHREDDER	11/9/2006	260.64	100 0000	0.00	146.65	M	HY	7 0000	32.57
29	SHREDDER	1/10/2007	152.13	100 0000	0.00	70.63	M	MQ	7.0000	23.29
30	COMPUTER	2/28/2007	163.86	100 0000	0.00	76.08	M	MQ	7 0000	25.08
31	HP LASERJET COLOR PRINTER	8/30/2007	703.02	100.0000	0.00	344.48	M	MQ	5.0000	143.42
32	9.1 FILE CABINETS	10/16/2007	552.19	100.0000	0.00	237.44	M	MQ	5.0000	125.90
33	PRINTER	10/9/2007	1,048.73	100.0000	0.00	326.39	M	MQ	7 0000	206.38
34	TABLES	12/5/2007	203.18	100.0000	0.00	87.37	M	MQ	5 0000	46.32
35	Subtotal: 990-PF, Pg 1 #1 - Form 990-PF Page 1								7.0000	39.86
	Less dispositions and exchanges									<u>1,100.95</u>
									0.00	0.00
	Net for: 990-PF, Pg 1 #1 - Form 990-PF Page 1									<u>1,100.95</u>
	Subtotal - Part III, Line 17 --MACRS deductions for assets placed in service in tax years beginning before 2009									<u>1,100.95</u>

Part III, Line 19b --Assets placed in service during 2009 tax year using the general depreciation system --- 5 year property

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COPIER	35	2/9/2009	220.52	100.0000	0.00	0.00	M	HY	5 0000	44.10
VIDEO CARD AND FAX	39	10/22/2009	124.24	100 0000	0.00	0.00	M	HY	5.0000	24.85

62-1428468
01/01/2009 - 12/31/2009
Sorted: General - tax link

Lifeworks Foundation [3220]
Form 4562 Worksheet - Depreciation

Federal

01/01/2009 - 12/31/2009

2/11/2010
4:44:12PM

System No.	Description	Date In Service	Cost/Other Basis	Bus. / Inv. %	Sec. 179/ Bonus/ (Cur. Yr. Only)	Beg. Accum. Depreciation/ (Sec. 179)	Method	Conv.	Conv.	Life	Business % Applied to Depreciation Values	Current Depreciation
Part II, Line 14 --Special depreciation allowance for certain property (other than listed property) acquired after September 10, 2001												
990-PF, Pg 1 #1 - Form 990-PF Page 1												
COPIER		2/9/2009	441.05	100.0000	0.00	0.00	M			HY	5.0000	220.53
35	CELL PHONE	2/9/2009	227.17	100.0000	0.00	0.00	M			HY	7 0000	113.59
37	FURNITURE	8/27/2009	4,370.00	100.0000	0.00	0.00	M			HY	7.0000	2,185.00
38	VIDEO CARD AND FAX	10/22/2009	248.49	100.0000	0.00	0.00	M			HY	5.0000	124.25
39	Subtotal: 990-PF, Pg 1 #1 - Form 990-PF Page 1		<u>5,286.71</u>		<u>0.00</u>	<u>0.00</u>						<u>2,643.37</u>
Subtotal - Part II, Line 14 --Special depreciation allowance for certain property (other than listed property) acquired after September 10, 2001												
Subtotal			<u>83,385.51</u>		<u>0.00</u>	<u>86,906.05</u>						<u>4,306.64</u>
	Less dispositions and exchanges		<u>509.40</u>		<u>0.00</u>	<u>590.17</u>						<u>0.00</u>
	Grand Totals		<u>82,876.11</u>		<u>0.00</u>	<u>86,315.88</u>						<u>4,306.64</u>