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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2010**

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation  
LIFEWORKS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)  
PO BOX 50276

City or town, state, and ZIP code  
NASHVILLE, TN 372050276

**A Employer identification number**  
62-1428468

**B Telephone number** (see page 10 of the instructions)  
(615) 269-6663

**C** If exemption application is pending, check here ☐  
**D 1.** Foreign organizations, check here ☐  
**2.** Foreign organizations meeting the 85% test, check here and attach computation ☐  
**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐  
**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
\$ 4,819,992

**J** Accounting method ☒ Cash ☐ Accrual  
☐ 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 page 11 of the instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	1,306	1,306		
	<b>4</b> Dividends and interest from securities. . . . .	76,501	76,501		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	243,934			
	<b>b</b> Gross sales price for all assets on line 6a _____ 2,423,488				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		243,934		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	471	0		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	322,212	321,741		
	<b>13</b> Compensation of officers, directors, trustees, etc	81,250	8,124		73,126
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .	1,219	122		1,097
	<b>16a</b> Legal fees (attach schedule). . . . .				
	<b>b</b> Accounting fees (attach schedule). . . . .	27,087	2,709		24,378
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	6,486	649		5,837
	<b>19</b> Depreciation (attach schedule) and depletion . . . .	3,457	0		
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .	675	0		675
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule). . . . .	217,096	34,062		183,034
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	337,270	45,666		288,147
	<b>25</b> Contributions, gifts, grants paid . . . . .	619,245			619,245
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	956,515	45,666		907,392
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-634,303			
	<b>b Net investment income</b> (if negative, enter -0-)		276,075		
	<b>c Adjusted net income</b> (if negative, enter -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
Assets	1	Cash—non-interest-bearing . . . . .	5,892	1,168	1,168
	2	Savings and temporary cash investments . . . . .	223,389	139,162	139,162
	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 (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	4,229,801	3,638,137	4,671,331
	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) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ 97,147 Less accumulated depreciation (attach schedule) ▶ _____ 94,079	3,975	3,068	3,068
15	Other assets (describe ▶ _____)	4,643	5,263	5,263	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,467,700	3,786,798	4,819,992	
Liabilities	17	Accounts payable and accrued expenses . . . . .	3,017	1,868	
	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 (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	46,249	1,868	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	4,421,451	3,784,930	
	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 (see page 17 of the instructions) . . . . .	4,421,451	3,784,930	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	4,467,700	3,786,798		

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 4,421,451
2	Enter amount from Part I, line 27a . . . . .	2 -634,303
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3 . . . . .	4 3,787,148
5	Decreases not included in line 2 (itemize) ▶ _____	5 2,218
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 3,784,930

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	243,934
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,044,172	4,429,718	0 235720
2008	1,430,492	6,482,975	0 220654
2007	1,304,749	7,995,662	0 163182
2006	1,030,869	8,314,031	0 123991
2005	972,479	8,381,495	0 116027

2	Total of line 1, column (d). . . . .	2	0 859574
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 171915
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5. . . . .	4	4,494,889
5	Multiply line 4 by line 3. . . . .	5	772,739
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	2,761
7	Add lines 5 and 6. . . . .	7	775,500
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	907,392

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt 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)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	2,761
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3Add lines 1 and 2. . . . .		3	2,761
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	2,761
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,861
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	
7Total credits and payments Add lines 6a through 6d. . . . .		7	6,861
8Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	4,100
11Enter the amount of line 10 to be Credited to 2011 estimated tax 4,100 Refunded		11	0

Part VII-AStatements Regarding Activities			
1aDuring 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? . . . . .			YesNo
		1a	No
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
cDid the foundation file Form 1120-POL for this year?. . . . .		1c	No
dEnter 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			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		2	No
If "Yes," attach a detailed description of the activities.			
3Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?. . . . .		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		5	No
If "Yes," attach the statement required by General Instruction T.			
6Are 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
7Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TN			
bIf the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
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 372011935			
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 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? 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		
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 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).

☐ Yes ☒ 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?

☐ Yes ☒ No

5b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.

☐

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?

☐ Yes ☐ No

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?

☐ Yes ☒ No

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes ☒ 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?

☐ Yes ☒ No

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

☐ Yes ☒ No

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE N BULLARD	DIRECTOR	40,625	0	0
PO BOX 50276	25 00			
NASHVILLE, TN 37205				
PATRICIA BULLARD	TRUSTEE	40,625	0	0
PO BOX 50276	25 00			
NASHVILLE, TN 37205				

2

Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total

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

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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.	619,245
2 LIFEWORKS SPONSORS AND PROMOTES VARIOUS NONPROFIT ACTIVITIES AND EVENTS WITHIN THE STATE.	119,906
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 24 of the instructions)

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



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	4,339,052
b	Average of monthly cash balances. . . . .	1b	221,219
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	3,068
d	Total (add lines 1a, b, and c). . . . .	1d	4,563,339
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	4,563,339
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	68,450
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,494,889
6	Minimum investment return. Enter 5% of line 5. . . . .	6	224,744

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6. . . . .	1	224,744
2a	Tax on investment income for 2010 from Part VI, line 5. . . . .	2a	2,761
b	Income tax for 2010 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	2,761
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	221,983
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	221,983
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	221,983

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	907,392
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	907,392
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	5	2,761
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	904,631
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				221,983
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only. . . . .			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005. . . . .				571,496
b	From 2006. . . . .				629,403
c	From 2007. . . . .				926,404
d	From 2008. . . . .				1,116,163
e	From 2009. . . . .				824,344
f	Total of lines 3a through e. . . . .	4,067,810			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 907,392				
a	Applied to 2009, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d	Applied to 2010 distributable amount. . . . .				221,983
e	Remaining amount distributed out of corpus	685,409			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,753,219			
b	Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	571,496			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	4,181,723			
10	Analysis of line 9				
a	Excess from 2006. . . .				629,403
b	Excess from 2007. . . .				926,404
c	Excess from 2008. . . .				1,116,163
d	Excess from 2009. . . .				824,344
e	Excess from 2010. . . .				685,409

Part XIVPrivate Operating Foundations (see page 27 of the 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 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 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 . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

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	619,245
b Approved for future payment				
Total . . . . .			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

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.

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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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
--------------------------	--------------------------	---------------------------------

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

\*\*\*\*\*

Signature of officer or trustee

2011-02-18

Date

\*\*\*\*\*

Title

Paid Preparer's Use Only

Preparer's Signature

JOHN B HOOVER

Date

2011-02-18

Check if self-employed

☒

PTIN

Firm's name

BAKER SULLIVAN HOOVER PLC

144 SECOND AVENUE NORTH SUITE 400

Firm's address

NASHVILLE, TN 372011935

Firm's EIN

Phone no

(615) 255-6143

Form 990-PF (2010)

Additional Data

Software ID:

Software Version:

EIN: 62-1428468

Name: LIFEWORKS FOUNDATION

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
A	AFLAC INC	P	2007-02-16	2010-01-19
B	CATERPILLAR INC	P	2008-11-06	2010-01-19
C	EMERSON ELECTRIC CO	P	2002-12-31	2010-01-19
D	ILLINOIS TOOL WORKS INC	P	2003-12-30	2010-01-19
E	LINCOLN NATIONAL CORP	P	2004-04-19	2010-01-19
F	MCDONALD'S CORP	P	2004-08-26	2010-01-07
G	PEPSICO INC	P	1991-08-19	2010-01-19
H	UNISYS CORP	P	2004-11-01	2010-01-07
I	AFLAC INC	P	2007-05-17	2010-02-04
J	AIRGAS INC	P	2009-02-03	2010-02-05
K	AIRGAS INC	P	2009-08-11	2010-02-05
L	TOYOTA MOTOR CORP ADR	P	2008-06-09	2010-03-11
M	TOYOTA MOTOR CORP ADR	P	2008-06-24	2010-03-11
N	TOYOTA MOTOR CORP ADR	P	2009-08-11	2010-03-11
O	TOYOTA MOTOR CORP ADR	P	2009-11-05	2010-03-11
P	AMYLIN PHARMACEUTICALS	P	2007-05-17	2010-04-30
Q	AMYLIN PHARMACEUTICALS	P	2008-05-01	2010-04-30
R	BARRICK GOLD CORP	P	2006-04-17	2010-04-30
S	LILLY ELI & CO	P	2005-07-07	2010-04-01
T	BP PLC ADR	P	1999-06-30	2010-05-04
U	BP PLC ADR	P	2003-04-28	2010-05-04
V	DEVON ENERGY CORP	P	2009-01-20	2010-06-03
W	DEVON ENERGY CORP	P	2009-03-25	2010-06-03
X	MCDONALD'S CORP	P	2004-08-26	2010-07-28
Y	BARRICK GOLD CORP	P	2006-04-17	2010-08-27
Z	BARRICK GOLD CORP	P	2007-05-17	2010-08-27
AA	BARRICK GOLD CORP	P	2008-05-01	2010-08-27
AB	CANADIAN NATL RAILWAY CO	P	2009-08-11	2010-08-03
AC	POTASH CORP OF SASKATCHE	P	2009-01-20	2010-08-17
AD	POTASH CORP OF SASKATCHE	P	2009-01-20	2010-08-23

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
AE	MCDONALD'S CORP	P	2004-08-26	2010-09-27
AF	AFLAC INC	P	2007-05-17	2010-10-28
AG	ARCH COAL INC	P	2007-05-17	2010-10-05
AH	ARCH COAL INC	P	2007-07-26	2010-10-05
AI	C S X CORPORATION	P	2009-05-12	2010-10-28
AJ	CATERPILLAR INC	P	2008-11-06	2010-10-05
AK	CATERPILLAR INC	P	2009-01-20	2010-10-05
AL	CATERPILLAR INC	P	2009-01-20	2010-10-28
AM	CONOCOPHILLIPS	P	2004-07-14	2010-10-28
AN	CONOCOPHILLIPS	P	2004-11-01	2010-10-28
AO	EMERSON ELECTRIC CO	P	2002-12-31	2010-10-05
AP	EMERSON ELECTRIC CO	P	2002-12-31	2010-10-28
AQ	LOUISIANA-PACIFIC CORP	P	2005-12-01	2010-10-28
AR	LOUISIANA-PACIFIC CORP	P	2006-07-06	2010-10-28
AS	LOUISIANA-PACIFIC CORP	P	2006-11-29	2010-10-28
AT	LOUISIANA-PACIFIC CORP	P	2007-02-16	2010-10-28
AU	MBIA INC	P	2008-01-11	2010-10-05
AV	PEPSICO INC	P	1991-08-19	2010-10-05
AW	RIO TINTO PLC ADR	P	2009-01-20	2010-10-28
AX	URS CORP	P	2007-12-13	2010-10-28
AY	WELLPOINT INC	P	2010-02-08	2010-10-14
AZ	AMBAC FINANCIAL GROUP INC	P	2008-01-11	2010-11-10
BA	AMBAC FINANCIAL GROUP INC	P	2008-05-01	2010-11-10
BB	CANADIAN NATL RAILWAY CO	P	2009-08-11	2010-11-24
BC	POTASH CORP OF SASKATCHE	P	2009-11-02	2010-11-24
BD	TEREX CORP	P	2009-01-20	2010-11-24
BE	ARCH COAL INC	P	2007-07-26	2010-12-22
BF	TEREX CORP	P	2009-01-20	2010-12-22



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

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
A	25,930		24,207	1,723
B	36,643		23,006	13,637
C	17,776		6,187	11,589
D	14,540		12,538	2,002
E	13,619		15,953	-2,334
F	49,061		22,473	26,588
G	18,631		6,054	12,577
H	38,609		105,793	-67,184
I	24,949		24,207	742
J	60,039		42,489	17,550
K	120,078		84,978	35,100
L	30,482		36,189	-5,707
M	22,861		27,142	-4,281
N	38,103		45,236	-7,133
O	30,482		36,189	-5,707
P	29,329		53,748	-24,419
Q	12,569		23,035	-10,466
R	44,000		31,933	12,067
S	108,390		165,333	-56,943
T	125,549		110,280	15,269
U	50,219		44,112	6,107
V	64,839		52,742	12,097
W	64,839		52,742	12,097
X	13,940		5,618	8,322
Y	46,374		31,933	14,441
Z	46,374		31,933	14,441
AA	46,374		31,933	14,441
AB	32,449		24,161	8,288
AC	71,003		45,088	25,915
AD	45,269		27,052	18,217

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

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
A E	225,134		84,277	140,857
A F	27,790		24,207	3,583
A G	13,263		12,136	1,127
A H	13,263		12,136	1,127
A I	29,957		16,478	13,479
A J	15,669		7,668	8,001
A K	39,173		19,171	20,002
A L	38,433		19,171	19,262
A M	29,629		21,274	8,355
A N	29,629		21,274	8,355
A O	31,993		9,280	22,713
A P	54,402		15,468	38,934
A Q	30,549		94,863	-64,314
A R	15,274		47,431	-32,157
A S	15,274		47,431	-32,157
A T	15,274		47,431	-32,157
A U	39,814		55,938	-16,124
A V	46,822		14,126	32,696
A W	65,153		23,498	41,655
A X	38,701		44,072	-5,371
A Y	114,048		124,208	-10,160
A Z	429		23,581	-23,152
B A	859		47,162	-46,303
B B	31,674		24,161	7,513
B C	28,367		18,035	10,332
B D	24,859		18,260	6,599
B E	34,427		24,273	10,154
B F	30,309		18,260	12,049


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A				1,723
B				13,637
C				11,589
D				2,002
E				-2,334
F				26,588
G				12,577
H				-67,184
I				742
J				17,550
K				35,100
L				-5,707
M				-4,281
N				-7,133
O				-5,707
P				-24,419
Q				-10,466
R				12,067
S				-56,943
T				15,269
U				6,107
V				12,097
W				12,097
X				8,322
Y				14,441
Z				14,441
AA				14,441
AB				8,288
AC				25,915
AD				18,217


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A E				140,857
A F				3,583
A G				1,127
A H				1,127
A I				13,479
A J				8,001
A K				20,002
A L				19,262
A M				8,355
A N				8,355
A O				22,713
A P				38,934
A Q				-64,314
A R				-32,157
A S				-32,157
A T				-32,157
A U				-16,124
A V				32,696
A W				41,655
A X				-5,371
A Y				-10,160
A Z				-23,152
B A				-46,303
B B				7,513
B C				10,332
B D				6,599
B E				10,154
B F				12,049

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN RED CROSS 2201 CHARLOTTE AVENUE NASHVILLE,TN 37203		PUBLIC	FURTHER CHARITY PURPOSE	1,000
BELMONT UNIVERSITY 1900 BELMONT BOULEVARD NASHVILLE,TN 37212		PUBLIC	FURTHER CHARITY PURPOSE	1,000
CHEEKWOOD 1200 FORREST PARK DRIVE NASHVILLE,TN 37205		PUBLIC	FURTHER CHARITY PURPOSE	2,500
COMMUNITY FOUNDATION OF MID TN 3833 CLEGHORN AVE STE 400 NASHVILLE,TN 37215		PUBLIC	FURTHER CHARITY PURPOSE	22,700
COMMUNITY MEMORIAL HEALTH CENTER 125 BUENA VISTA CIRCLE SOUTH HILL,VA 23970		PUBLIC	FURTHER CHARITY PURPOSE	2,000
EARTHMATTERS TN C/O SIZWE HERRING 1814 LILLIAN STREET NASHVILLE,TN 37206		PUBLIC	FURTHER CHARITY PURPOSE	20,000
HARPETH RIVER WATERSHED PO BOX 1127 FRANKLIN,TN 37065		PUBLIC	FURTHER CHARITY PURPOSE	1,000
HEALING STONES FOUNDATION PO BOX 50276 NASHVILLE,TN 37205		PUBLIC	FURTHER CHARITY PURPOSE	360,000
MOBILE LOAVES AND FISHES 903 S CAPITAL OF TEXAS HWY AUSTIN,TX 78746		PUBLIC	FURTHER CHARITY PURPOSE	10,000
NASHVILLE BALLET 3630 REDMON STREET NASHVILLE,TN 37209		PUBLIC	FURTHER CHARITY PURPOSE	2,500
NASHVILLE OPERA ASSOCIATION 3628 TROUSDALE DRIVE SUITE D NASHVILLE,TN 37204		PUBLIC	FURTHER CHARITY PURPOSE	500
NASHVILLE PUBLIC RADIO 630 MAINSTREAM DRIVE NASHVILLE,TN 37228		PUBLIC	FURTHER CHARITY PURPOSE	500
NASHVILLE PUBLIC TELEVISION 161 RAINS AVENUE NASHVILLE,TN 37203		PUBLIC	FURTHER CHARITY PURPOSE	15,405
NASHVILLE SYMPHONY ONE SYMPHONY PLACE NASHVILLE,TN 37201		PUBLIC	FURTHER CHARITY PURPOSE	22,607
OPERATION STAND DOWN 1125 12TH AVENUE SOUTH NASHVILLE,TN 37203		PUBLIC	FURTHER CHARITY PURPOSE	1,000
<b>Total . . . . .</b>  <b>3a</b>				619,245

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
PEOPLE FOR ANIMALS PO BOX 991 FRANKLIN,TN 37065		PUBLIC	FURTHER CHARITY PURPOSE	1,000
PETS FOR THE ELDERLY 7200 CENTER STREET MENTOR,OH 44060		PUBLIC	FURTHER CHARITY PURPOSE	500
SALAMA 1205 EIGHTH AVENUE SOUTH NASHVILLE,TN 37203		PUBLIC	FURTHER CHARITY PURPOSE	1,000
SOUTH HILL COMMUNITY DEVELOPMENT 201 S MECKLENBURG AVE SOUTH HILL,VA 23970		PUBLIC	FURTHER CHARITY PURPOSE	4,000
SWAN BALL 1200 FORREST PARK DRIVE NASHVILLE,TN 37205		PUBLIC	FURTHER CHARITY PURPOSE	1,500
TACA PO BOX 120066 NASHVILLE,TN 37212		PUBLIC	FURTHER CHARITY PURPOSE	10,250
TENNESSEE ENVIRONMENTAL COUNCIL ONE VANTAGE WAY SUITE E-250 NASHVILLE,TN 37228		PUBLIC	FURTHER CHARITY PURPOSE	10,000
THE BELCOURT THEATRE 2102 BELCOURT AVE NASHVILLE,TN 37212		PUBLIC	FURTHER CHARITY PURPOSE	70,500
THE LAND TRUST FORTN 209 10TH AVENUE SOUTH SUITE 530 NASHVILLE,TN 37209		PUBLIC	FURTHER CHARITY PURPOSE	21,250
TN PARKS & GREENWAYS FOUNDATION 1205-A LINDEN AVENUE NASHVILLE,TN 37212		PUBLIC	FURTHER CHARITY PURPOSE	5,000
TN SAMPLER SURVEY 2108 THISTLEWOOD AVENUE NASHVILLE,TN 37216		PUBLIC	FURTHER CHARITY PURPOSE	5,000
TN WILDLIFE FEDERATION 300 ORLANDO AVENUE SUITE 200 NASHVILLE,TN 37209		PUBLIC	FURTHER CHARITY PURPOSE	5,000
UNIVERSITY OF TN 2431 JOE JOHNSON DRIVE KNOXVILLE,TN 37996		PUBLIC	FURTHER CHARITY PURPOSE	21,533
<b>Total . . . . .</b>  <b>3a</b>				619,245

Form

4562

Depreciation and Amortization  
(Including Information on Listed Property)

OMB No 1545-0172

2010

Attachment  
Sequence No 67

Department of the Treasury  
Internal Revenue Service (99)

See separate instructions.

Attach to your tax return.

Name(s) shown on return LIFEWORKS FOUNDATION	Business or activity to which this form relates  FORM 990-PF PAGE 1	Identifying number  62-1428468
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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	500,000
2	Total cost of section 179 property placed in service (see instructions) . . . . .	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions) . . . . .	3	2,000,000
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 2009 Form 4562 . . . . .	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) . . . . .	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 2011 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 ) (See instructions )

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	1,963
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 2010 . . . . .	17	1,384
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 . . . . .		

Section B—Assets Placed in Service During 2010 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		See Add'l Data				
c 7-year property		129	7 0	HY	200 DB	18
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 2010 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 instructions . . . . .	22	3,457
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, 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
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
FORD EXCURSION	2003-04-28	100 000 %	21,000	14,700	5 0	200 DB-HY		
FORD EXCURSION-REGIS	2003-05-08	100 000 %	109	55	5 0	200 DB-HY		
		%						
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 ( <b>do not</b> include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
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?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
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 (see instructions)

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		No
39 Do you treat all use of vehicles by employees as personal use?		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?		No
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions )		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) A mortization period or percentage	(f) A mortization for this year
42 A mortization of costs that begins during your 2010 tax year (see instructions)					
43 A mortization of costs that began before your 2010 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	



Additional Data

Software ID:  
Software Version:  
EIN: 62-1428468  
Name: LIFEWORKS FOUNDATION

Form 4562, Part III, Line 19, Section B—Assets Placed in Service During 2010 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
b 5-year property		173	5 0	HY	200 DB	35
b 5-year property		172	5 0	HY	200 DB	34
b 5-year property		114	5 0	HY	200 DB	23

## TY 2010 Accounting Fees Schedule

**Name:** LIFEWORKS FOUNDATION

**EIN:** 62-1428468

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BAKER, SULLIVAN & HOOVER, PLC	16,480	1,648		14,832
MARIE SWINFORD, CPA	10,607	1,061		9,546

**Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.**

**TY 2010 Depreciation Schedule**

**Name:** LIFEWORKS FOUNDATION  
**EIN:** 62-1428468

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
EQUIPMENT	1992-12-01	2,975	2,975	200DB	5 0000000000000	0	0		
EQUIPMENT	1994-07-01	1,766	1,766	200DB	5 0000000000000	0	0		
EQUIPMENT	1995-07-01	723	723	200DB	5 0000000000000	0	0		
COMPUTER	1996-07-01	4,262	4,262	200DB	5 0000000000000	0	0		
SCANNER	1997-04-11	342	342	200DB	7 0000000000000	0	0		
EQUIPMENT	1998-11-04	4,558	4,558	200DB	5 0000000000000	0	0		
COMPUTER	2000-12-02	1,774	1,774	200DB	5 0000000000000	0	0		
FURNITURE	1992-07-01	1,252	1,252	200DB	5 0000000000000	0	0		
FURNITURE	1996-07-01	38,744	38,744	200DB	7 0000000000000	0	0		
DESKS, CRENDENZA	2000-03-18	563	563	200DB	7 0000000000000	0	0		
SHELVES	2000-03-18	345	345	200DB	7 0000000000000	0	0		
WINDOWS XP SOFTWARE	2002-10-30	543	380	200DB	3 0000000000000	0	0		
CSPG-ARTWORK	2003-02-14	320	214	200DB	7 0000000000000	10	0		
FORD EXCURSION	2003-04-28	21,000	14,700	200DB	5 0000000000000	0	0		
FORD EXCURSION-REGISTRATION	2003-05-08	109	55	200DB	5 0000000000000	0	0		
PRINTER	2003-09-18	426	203	200DB	7 0000000000000	10	0		
FILE CABINET	2003-09-18	404	193	200DB	7 0000000000000	9	0		
SAFE	2004-03-04	526	237	200DB	7 0000000000000	23	0		
COMPUTER MONITOR	2004-04-03	503	252	200DB	5 0000000000000	0	0		
EQUIPMENT	2004-04-15	175	77	200DB	7 0000000000000	7	0		
FIRE PROOF FILE DRAWER CABINET	2004-10-21	841	420	200DB	5 0000000000000	0	0		
COMPUTER	2004-11-05	1,725	863	200DB	5 0000000000000	0	0		
COMPUTER HARDWARE-DVDRW PLAYER	2006-04-19	238	197	200DB	5 0000000000000	27	0		
COMPUTER	2006-07-10	1,621	1,341	200DB	5 0000000000000	187	0		
PHONE	2006-10-18	164	113	200DB	7 0000000000000	15	0		
SHELVES	2006-11-09	261	180	200DB	7 0000000000000	23	0		
SHREDDER	2007-01-10	152	94	200DB	7 0000000000000	17	0		
SHREDDER	2007-02-28	164	101	200DB	7 0000000000000	18	0		
COMPUTER	2007-08-30	703	488	200DB	5 0000000000000	86	0		
HP LASERJET COLOR PRINTER	2007-10-16	552	364	200DB	5 0000000000000	75	0		
9-1 FILE CABINETS	2007-10-09	1,049	533	200DB	7 0000000000000	147	0		
PRINTER	2007-12-05	203	133	200DB	5 0000000000000	28	0		
COPIER	2009-02-09	441	44	200DB	5 0000000000000	70	0		
TABLES	2008-07-10	326	63	200DB	7 0000000000000	29	0		
CELL PHONE	2009-02-09	227	16	200DB	7 0000000000000	28	0		
FURNITURE	2009-08-27	4,371	312	200DB	7 0000000000000	535	0		
VIDEO CARD AND FAX	2009-10-22	248	25	200DB	5 0000000000000	40	0		
I PHONE	2010-07-08	347		200DB	5 0000000000000	209	0		
AIR CONDITIONER	2010-08-09	257		200DB	7 0000000000000	146	0		
CABLE MODEM-BASE STATION	2010-08-25	343		200DB	5 0000000000000	205	0		
NETWORK CARD, SURGE PROTECTOR ETHERNET CARD	2010-08-27	227		200DB	5 0000000000000	136	0		
SOFTWARE	2010-09-10	1,377		200DB	3 0000000000000	1,377	0		

TY 2010 Investments Corporate  
Stock Schedule

Name: LIFEWORKS FOUNDATION  
EIN: 62-1428468

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	157,667	143,730
AFLAC INC.	145,246	169,290
AIR PRODUCTS & CHEMICALS INC	126,921	181,900
APACHE CORP	157,945	178,845
ARCH COAL INC.	121,369	175,300
CATERPILLAR INC	76,687	187,320
CONOCOPHILLIPS	106,374	170,250
CSX CORPORATION	82,394	161,525
DEVRY INC	95,435	119,950
FLOWSERVE CORP	169,480	202,674
EMERSON ELECTRIC	46,405	171,510
GRACO INC	62,217	71,010
GRANITE CONSTRUCTION INC	129,020	109,720
HONDA MOTOR CO LTD ADR	170,155	197,500
ILLINOIS TOOL WORKS INC	167,184	213,600
ITT EDUCATIONAL SERVICES I	128,398	127,380
KANSAS CITY SOUTHERN	44,430	95,720
LINCOLN NATIONAL CORP	239,306	208,575
NORFOLK SOUTHERN CORP	125,002	188,460
PEPSICO INC	50,450	163,325
POTASH CORP OF SASKATCHEWAN	45,088	77,415
PRAXAIR INC	152,897	190,940
RIO TINTO PLC ADR	51,696	157,652
STRYKER CORP	173,156	161,100
TEREX CORP	109,564	186,240
THERMO FISHER SCIENTIFIC I	147,326	166,080
URS CORP	176,291	166,440
VULCAN MATERIALS CO	190,027	133,080
WALGREEN CO	190,007	194,800

TY 2010 Land, Etc. Schedule

Name: LIFEWORKS FOUNDATION  
EIN: 62-1428468

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	2,975	2,975		0
EQUIPMENT	1,766	1,766		0
EQUIPMENT	723	723		0
COMPUTER	4,262	4,262		0
SCANNER	342	342		0
EQUIPMENT	4,558	4,558		0
COMPUTER	1,774	1,774		0
FURNITURE	1,252	1,252		0
FURNITURE	38,744	38,744		0
DESKS, CRENDENZA	563	563		0
SHELVES	345	345		0
WINDOWS XP SOFTWARE	543	543		0
CSPG-ARTWORK	320	320		0
FORD EXCURSION	21,000	21,000		0
FORD EXCURSION-REGISTRATION	109	109		0
PRINTER	426	426		0
FILE CABINET	404	404		0
SAFE	526	523	3	0
COMPUTER MONITOR	503	503		0
EQUIPMENT	175	172	3	0
FIRE PROOF FILE DRAWER CABINET	841	841		0
COMPUTER	1,725	1,725		0
COMPUTER HARDWARE-DVDRW PLAYER	238	224	14	0
COMPUTER	1,621	1,528	93	0
PHONE	164	128	36	0
SHELVES	261	203	58	0
SHREDDER	152	111	41	0
SHREDDER	164	119	45	0
COMPUTER	703	574	129	0
HP LASERJET COLOR PRINTER	552	439	113	0
9-1 FILE CABINETS	1,049	680	369	0
PRINTER	203	161	42	0
COPIER	441	335	106	0
TABLES	326	255	71	0
CELL PHONE	227	158	69	0
FURNITURE	4,371	3,032	1,339	0
VIDEO CARD AND FAX	248	189	59	0
I PHONE	347	209	138	0
AIR CONDITIONER	257	146	111	0
CABLE MODEM-BASE STATION	343	205	138	0
NETWORK CARD, SURGE PROTECTOR ETHERNET CARD	227	136	91	0
SOFTWARE	1,377	1,377		0

# TY 2010 Other Assets Schedule

**Name:** LIFEWORKS FOUNDATION

**EIN:** 62-1428468

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS AT COST	850	850	850
ACCRUED INCOME RECEIVABLE	3,793	4,413	4,413

## TY 2010 Other Decreases Schedule

**Name:** LIFEWORKS FOUNDATION

**EIN:** 62-1428468

Description	Amount
ADJUSTMENTS TO COST BASIS OF SECURITY PURCHASE AND SOLD	2,216
ROUNDINGS	2

## TY 2010 Other Expenses Schedule

**Name:** LIFEWORKS FOUNDATION

**EIN:** 62-1428468

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUTOMOBILE EXPENSE	804	0		804
BANK CHARGES	207	0		207
COMPUTER CONSULTING EXPENSE	658	0		658
CONTRACT LABOR	615	0		615
DUES, SUBSCRIPTIONS, & MEMBERSHIPS	15,563	0		15,563
EDUCATION	169	0		169
ENTERTAINMENT	117	0		117
INSURANCE EXPENSE	37,108	0		37,108
INTERNET SERVICE	764	0		764
INVESTMENT FEES	34,062	34,062		0
MISCELLANEOUS EXPENSE	468	0		468
OFFICE SUPPLIES	1,332	0		1,332
POSTAGE	49	0		49
PUBLIC CONCERTS AND PERFORMANCES	119,906	0		119,906
REPAIRS & MAINTENANCE	1,545	0		1,545
STORAGE RENTAL	380	0		380
TELEPHONE/COMMUNICATIONS	3,349	0		3,349



TY 2010 Other Income Schedule

**Name:** LIFEWORKS FOUNDATION

**EIN:** 62-1428468

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
OTHER INCOME	471		471

TY 2010 Taxes Schedule

Name: LIFEWORKS FOUNDATION

EIN: 62-1428468

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	6,486	649		5,837