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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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) PO BOX 50276		B Telephone number (see instructions) (615) 269-6663	
City or town, state, and ZIP code NASHVILLE, TN 372050276		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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) \$ 3,686,469	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	531	531		
	4 Dividends and interest from securities.	75,989	75,989		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	124,091			
	b Gross sales price for all assets on line 6a _____ 1,887,233				
	7 Capital gain net income (from Part IV , line 2)		124,091		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	200,611	200,611		
	13 Compensation of officers, directors, trustees, etc	81,250	8,124		73,126
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	1,320	132		1,188
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	27,669	2,766		24,903
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,486	648		5,837
	19 Depreciation (attach schedule) and depletion	1,100	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	105,605	26,584		79,021
	24 Total operating and administrative expenses. Add lines 13 through 23	223,430	38,254		184,075
	25 Contributions, gifts, grants paid	240,500			240,500
	26 Total expenses and disbursements. Add lines 24 and 25	463,930	38,254		424,575
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-263,319			
	b Net investment income (if negative, enter -0-)		162,357		
	c Adjusted net income (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	76,980	21,953	21,953
	2	Savings and temporary cash investments	160,010	432,981	432,981
	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)	3,585,923	3,088,836	3,227,227
	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 ▶ 98,002 Less accumulated depreciation (attach schedule) ▶ 95,800	3,068	2,202	1,467
15	Other assets (describe ▶ _____)	6,043	2,841	2,841	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,832,024	3,548,813	3,686,469	
Liabilities	17	Accounts payable and accrued expenses	1,826	4,214	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	1,826	4,214	
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	3,830,198	3,544,599	
	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)	3,830,198	3,544,599	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,832,024	3,548,813	

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 3,830,198
2	Enter amount from Part I, line 27a	2 -263,319
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 3,566,879
5	Decreases not included in line 2 (itemize) ▶ _____	5 22,280
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 3,544,599

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			(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	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	124,091
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	732,745	4,291,323	0 170750
2010	904,631	4,494,889	0 201258
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

2	Total of line 1, column (d).	2	0 991564
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 198313
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,643,810
5	Multiply line 4 by line 3.	5	722,615
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,624
7	Add lines 5 and 6.	7	724,239
8	Enter qualifying distributions from Part XII, line 4.	8	424,575

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,247
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	3,247
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,247
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	10,000
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	6,753
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 6,753	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did 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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶BAKER SULLIVAN HOOVER PLC Telephone no ▶(615) 255-6143 Located at ▶35 PEABODY STREET SUITE 310 NASHVILLE TN ZIP +4 ▶37210			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. ▶ <input type="checkbox"/>	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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is 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		
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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 2012?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<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?		6b	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?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 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 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
1LIFEWORKS IS PRIMARILY A GRANT MAKING FOUNDATION ENABLING OTHER CHARITABLE ORGANIZATIONS TO FURTHER THEIR CHARITABLE ACTIVITIES. EXPENSES LISTED HERE ARE ACTUAL GRANTS MADE DURING YEAR.	240,500
2LIFEWORKS SPONSORS AND PROMOTES VARIOUS NONPROFIT ACTIVITIES AND EVENTS WITHIN THE STATE.	54,567
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,446,732
b	Average of monthly cash balances.	1b	251,099
c	Fair market value of all other assets (see instructions).	1c	1,468
d	Total (add lines 1a, b, and c).	1d	3,699,299
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	3,699,299
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	55,489
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,643,810
6	Minimum investment return. Enter 5% of line 5.	6	182,191

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	182,191
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,247
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,247
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	178,944
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	178,944
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	178,944

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	424,575
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	424,575
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	424,575
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				178,944
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	926,404			
b From 2008.	1,116,163			
c From 2009.	824,344			
d From 2010.	685,409			
e From 2011.	533,743			
f Total of lines 3a through e.	4,086,063			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 424,575				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				178,944
e Remaining amount distributed out of corpus	245,631			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,331,694			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	926,404			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,405,290			
10 Analysis of line 9				
a Excess from 2008. . . .	1,116,163			
b Excess from 2009. . . .	824,344			
c Excess from 2010. . . .	685,409			
d Excess from 2011. . . .	533,743			
e Excess from 2012. . . .	245,631			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number 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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
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	531	
4	Dividends and interest from securities. . . .			14	75,989	
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		124,091
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		76,520	124,091
13	Total. Add line 12, columns (b), (d), and (e).			13		200,611

[illegible]

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?		Yes	No
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.			

[illegible]

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.		
▶	*****	2013-03-05	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00117158
	JOHN B HOOVER	JOHN B HOOVER	2013-03-05		
	Firm's name <input type="checkbox"/>	BAKER SULLIVAN HOOVER PLC		Firm's EIN <input type="checkbox"/> 62-1110389	
		35 PEABODY STREET SUITE 310			
	Firm's address <input type="checkbox"/>	NASHVILLE, TN 37210		Phone no (615) 255-6143	

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)
AIR PRODUCTS & CHEMICALS I	P	2009-02-03	2012-01-18
AIR PRODUCTS & CHEMICALS I	P	2009-03-25	2012-01-18
WALGREEN CO	P	2009-11-05	2012-01-26
WALGREEN CO	P	2009-12-04	2012-01-26
WALGREEN CO	P	2010-10-05	2012-01-26
ITT EDUCATIONAL SERVICES IN	P	2010-10-28	2012-02-09
GRACO INC	P	2010-10-28	2012-03-15
PRAXAIR INC	P	2009-11-02	2012-03-02
PRAXAIR INC	P	2010-10-05	2012-03-02
TORO CO	P	2011-04-28	2012-03-27
ILLINOIS TOOL WORKS INC	P	2003-12-30	2012-06-07
AIR PRODUCTS & CHEMICALS I	P	2009-03-25	2012-09-04
AIR PRODUCTS & CHEMICALS I	P	2010-10-05	2012-09-04
FLOWERVE CORP	P	2010-06-03	2012-09-04
FLOWERVE CORP	P	2010-06-03	2012-09-17
FLOWERVE CORP	P	2010-10-05	2012-09-17
ILLINOIS TOOL WORKS INC	P	2004-04-19	2012-09-19
VULCAN MATERIALS CO	P	2008-02-08	2012-09-10
VULCAN MATERIALS CO	P	2008-05-01	2012-09-10
VULCAN MATERIALS CO	P	2009-02-03	2012-09-10
LINCOLN NATIONAL CORP	P	2004-04-19	2012-11-01
LINCOLN NATIONAL CORP	P	2004-08-25	2012-11-01
LINCOLN NATIONAL CORP	P	2004-11-01	2012-11-01
LINCOLN NATIONAL CORP	P	2009-01-20	2012-11-01
RAYTHEON CO	P	2011-02-25	2012-11-28
GRANITE CONSTRUCTION INC	P	2008-07-14	2012-12-11
GRANITE CONSTRUCTION INC	P	2009-12-04	2012-12-11

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)
63,707		44,422	19,285
27,303		19,038	8,265
86,473		95,004	-8,531
34,589		38,001	-3,412
51,884		57,002	-5,118
143,216		128,398	14,818
93,418		62,217	31,201
21,980		15,290	6,690
54,949		38,224	16,725
107,098		100,591	6,507
112,014		83,592	28,422
32,814		25,384	7,430
49,221		38,076	11,145
88,808		69,786	19,022
39,883		29,908	9,975
93,060		69,786	23,274
121,817		83,592	38,225
41,547		63,342	-21,795
41,547		63,342	-21,795
41,547		63,342	-21,795
30,480		38,289	-7,809
38,100		47,861	-9,761
25,400		31,907	-6,507
96,519		121,248	-24,729
222,142		206,480	15,662
95,788		96,765	-977
31,929		32,255	-326

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			19,285
			8,265
			-8,531
			-3,412
			-5,118
			14,818
			31,201
			6,690
			16,725
			6,507
			28,422
			7,430
			11,145
			19,022
			9,975
			23,274
			38,225
			-21,795
			-21,795
			-21,795
			-7,809
			-9,761
			-6,507
			-24,729
			15,662
			-977
			-326

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return
LIFEWORKS FOUNDATION

Business or activity to which this form relates
FORM 990-PF PAGE 1

Identifying number

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 instructions)	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	
6				
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 2011 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 2013 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	304
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 2012	17	734
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 2012 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						
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 2012 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	1,100
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 (do not 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 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) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 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 2011 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		88	5 0	HY	200 DB	18
b 5-year property		218	5 0	HY	200 DB	44

TY 2012 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	17,570	1,757		15,813
MARIE SWINFORD, CPA	10,099	1,009		9,090

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

TY 2012 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	224	200DB	7 0000000000000	0	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	213	200DB	7 0000000000000	0	0		
FILE CABINET	2003-09-18	404	202	200DB	7 0000000000000	0	0		
SAFE	2004-03-04	526	263	200DB	7 0000000000000	0	0		
COMPUTER MONITOR	2004-04-03	503	252	200DB	5 0000000000000	0	0		
EQUIPMENT	2004-04-15	175	87	200DB	7 0000000000000	0	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	238	200DB	5 0000000000000	0	0		
COMPUTER	2006-07-10	1,621	1,621	200DB	5 0000000000000	0	0		
PHONE	2006-10-18	164	142	200DB	7 0000000000000	0	0		
SHELVES	2006-11-09	261	226	200DB	7 0000000000000	0	0		
SHREDDER	2007-01-10	152	124	200DB	7 0000000000000	0	0		
SHREDDER	2007-02-28	164	133	200DB	7 0000000000000	0	0		
COMPUTER	2007-08-30	703	653	200DB	5 0000000000000	0	0		
HP LASERJET COLOR PRINTER	2007-10-16	552	499	200DB	5 0000000000000	0	0		

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
9-1 FILE CABINETS	2007-10-09	1,049	785	200DB	7 0000000000000	0	0		
PRINTER	2007-12-05	203	183	200DB	5 0000000000000	0	0		
COPIER	2009-02-09	441	156	200DB	5 0000000000000	0	0		
TABLES	2008-07-10	326	112	200DB	7 0000000000000	0	0		
CELL PHONE	2009-02-09	227	64	200DB	7 0000000000000	0	0		
FURNITURE	2009-08-27	4,371	1,230	200DB	7 0000000000000	0	0		
VIDEO CARD AND FAX	2009-10-22	248	89	200DB	5 0000000000000	0	0		
I PHONE	2010-07-08	347	90	200DB	5 0000000000000	0	0		
AIR CONDITIONER	2010-08-09	257	50	200DB	7 0000000000000	0	0		
CABLE MODEM-BASE STATION	2010-08-25	343	89	200DB	5 0000000000000	0	0		
NETWORK CARD, SURGE PROTECTOR ETHERNET CARD	2010-08-27	227	59	200DB	5 0000000000000	0	0		
SOFTWARE	2010-09-10	1,377		200DB	3 0000000000000	0	0		
PRINTER	2011-10-13	245		200DB	5 0000000000000	0	0		
HARD DRIVE	2012-04-04	175		200DB	5 0000000000000	105	0		
TELEPHONE	2012-09-10	435		200DB	5 0000000000000	261	0		

TY 2012 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	196,500
AFLAC INC.	172,966	191,232
AIR PRODUCTS & CHEMICALS INC	0	0
APACHE CORP	157,945	117,750
CSX CORPORATION	39,549	71,028
DIAMOND OFFSHORE DRILLING	68,271	67,960
DOW CHEMICAL	183,934	161,647
EMC CORP	130,515	126,500
EMERSON ELECTRIC	46,405	158,880
FLOWSERVE CORP	0	0
GRACO INC	0	0
GRANITE CONSTRUCTION INC	0	0
HARRIS CORP	93,800	97,920
HONDA MOTOR CO LTD ADR	170,155	184,700
ILLINOIS TOOL WORKS INC	0	0
ITT EDUCATIONAL SERVICES I	0	0
JACOBS ENGINEERING GRP	142,560	127,710
LINCOLN NATIONAL CORP	0	0
PRAXAIR INC	0	0
RAYTHEON CO	0	0
STRYKER CORP	173,156	164,460
TEREX CORP	109,564	168,660
TORO CO	0	0
URS CORP	176,291	157,040
VULCAN MATERIALS CO	0	0
WALGREEN CO	0	0
ISHARES CORE S&P 500 ETF	579,950	572,560
MOSAIC CO	104,540	113,260
HEWLETT-PACKARD CO	84,840	42,750
MARRIOTT INTL INC	90,582	93,175

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INT'L INC.	122,100	126,940
OMNICOM GROUP	94,920	99,920
TARGET CORP	104,175	106,506
MICROSOFT CORP	84,951	80,129

TY 2012 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	526	0	
COMPUTER MONITOR	503	503	0	
EQUIPMENT	175	175	0	
FIRE PROOF FILE DRAWER CABINET	841	841	0	
COMPUTER	1,725	1,725	0	
COMPUTER HARDWARE-DVDRW PLAYER	238	238	0	
COMPUTER	1,621	1,621	0	
PHONE	164	142	22	
SHELVES	261	226	35	
SHREDDER	152	124	28	
SHREDDER	164	133	31	
COMPUTER	703	653	50	
HP LASERJET COLOR PRINTER	552	499	53	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
9-1 FILE CABINETS	1,049	785	264	
PRINTER	203	183	20	
COPIER	441	377	64	
TABLES	326	275	51	
CELL PHONE	227	178	49	
FURNITURE	4,371	3,415	956	
VIDEO CARD AND FAX	248	213	35	
I PHONE	347	264	83	
AIR CONDITIONER	257	178	79	
CABLE MODEM-BASE STATION	343	260	83	
NETWORK CARD, SURGE PROTECTOR ETHERNET CARD	227	172	55	
SOFTWARE	1,377	1,377	0	
PRINTER	245	245	0	
HARD DRIVE	175	105	70	
TELEPHONE	435	261	174	

TY 2012 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	5,097	1,991	1,991
BANK OF AMERICA - OVERPAYMENT	96	0	0

TY 2012 Other Decreases Schedule

Name: LIFEWORKS FOUNDATION

EIN: 62-1428468

Description	Amount
FEDERAL INCOME TAX	22,280

TY 2012 Other Expenses Schedule**Name:** LIFEWORKS FOUNDATION**EIN:** 62-1428468

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	220	0		220
CONSULTING EXPENSE	297	0		297
DUES, SUBSCRIPTIONS, & MEMBERSHIPS	8,222	0		8,222
INSURANCE EXPENSE	9,565	0		9,565
INTERNET SERVICE	787	0		787
INVESTMENT FEES	26,584	26,584		0
MISCELLANEOUS EXPENSE	295	0		295
OFFICE SUPPLIES	1,004	0		1,004
PAYROLL SERVICE	1	0		1
POSTAGE	218	0		218
PUBLIC CONCERTS AND PERFORMANCES	54,567	0		54,567
TELEPHONE/COMMUNICATIONS	3,845	0		3,845

TY 2012 Taxes Schedule**Name:** LIFEWORKS FOUNDATION**EIN:** 62-1428468

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	6,486	648		5,837