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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation LIFEWORCS 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		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code NASHVILLE, TN 372050276		B Telephone number (see instructions) (615) 269-6663	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 4,299,401		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	365	365		
	4 Dividends and interest from securities.	74,266	74,266		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	354,632			
	b Gross sales price for all assets on line 6a 1,691,325				
	7 Capital gain net income (from Part IV, line 2) . . .		354,632		
	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	429,263	429,263		
	13 Compensation of officers, directors, trustees, etc	40,625	4,062		36,563
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	1,219	122		1,097
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	29,220	2,922		26,298
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,729	373		3,356
	19 Depreciation (attach schedule) and depletion . . .	682	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	61,425	28,532		32,893
	24 Total operating and administrative expenses. Add lines 13 through 23	136,900	36,011		100,207
	25 Contributions, gifts, grants paid	268,500			268,500
	26 Total expenses and disbursements. Add lines 24 and 25	405,400	36,011		368,707
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	23,863			
	b Net investment income (if negative, enter -0-)		393,252		
	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			21,953	71,471	71,471
	2	Savings and temporary cash investments			432,981	73,957	73,957
	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 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)			3,088,836	3,416,445	4,148,496
	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 ▶ _____ 98,204 Less accumulated depreciation (attach schedule) ▶ 96,649			2,202	1,555	992
Liabilities	15	Other assets (describe ▶ _____)			2,841	4,485	4,485
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			3,548,813	3,567,913	4,299,401
	17	Accounts payable and accrued expenses			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 ▶ _____)					
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)			4,214	0	
		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			3,544,599	3,567,913	
	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)			3,544,599	3,567,913	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			3,548,813	3,567,913	

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	3,544,599
2	Enter amount from Part I, line 27a	2	23,863
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,568,462
5	Decreases not included in line 2 (itemize) ▶ _____	5	549
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,567,913

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	354,632
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))
2012	424,575	3,643,810	0 116520
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

2	Total of line 1, column (d).	2	0 944902
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 188980
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,926,781
5	Multiply line 4 by line 3.	5	742,083
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,933
7	Add lines 5 and 6.	7	746,016
8	Enter qualifying distributions from Part XII, line 4. 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	8	368,707

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
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	7,865
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	7,865
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	7,865
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,753
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,112
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	7,865
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <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? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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 and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did 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.				
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 PO BOX 50276 NASHVILLE, TN 37205	DIRECTOR 10 00	0	0	0
PATRICIA BULLARD PO BOX 50276 NASHVILLE, TN 37205	TRUSTEE 25 00	40,625	0	0
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
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.	268,500
2 LIFEWORKS SPONSORS AND PROMOTES VARIOUS NONPROFIT ACTIVITIES AND EVENTS WITHIN THE STATE.	10,766
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	3,742,790
b	Average of monthly cash balances.	1b	242,800
c	Fair market value of all other assets (see instructions).	1c	990
d	Total (add lines 1a, b, and c).	1d	3,986,580
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	3,986,580
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	59,799
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,926,781
6	Minimum investment return. Enter 5% of line 5.	6	196,339

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	196,339
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	7,865
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,865
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	188,474
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	188,474
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	188,474

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	368,707
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	368,707
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	368,707
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				188,474
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	1,116,163			
b From 2009.	824,344			
c From 2010.	685,409			
d From 2011.	533,743			
e From 2012.	245,631			
f Total of lines 3a through e.	3,405,290			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 368,707				
a Applied to 2012, 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 2013 distributable amount.				188,474
e Remaining amount distributed out of corpus	180,233			
5 Excess distributions carryover applied to 2013 (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	3,585,523			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions). . .	1,116,163			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,469,360			
10 Analysis of line 9				
a Excess from 2009. . . .	824,344			
b Excess from 2010. . . .	685,409			
c Excess from 2011. . . .	533,743			
d Excess from 2012. . . .	245,631			
e Excess from 2013. . . .	180,233			

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	268,500
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** (2013)

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.

2014-05-29

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 JOHN B HOOVER	Preparer's Signature	Date 2014-05-29	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00117158	
Firm's name	BAKER SULLIVAN HOOVER PLC			Firm's EIN	62-1110389
Firm's address	35 PEABODY STREET SUITE 310 NASHVILLE, TN 37210			Phone no	(615) 255-6143

Form 990-PF (2013)

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)
OMNICOM GROUP	P	2012-02-09	2013-02-08
ISHARES CORE S&P 500 ETF	P	2012-09-04	2013-03-28
STRYKER CORP	P	2010-04-01	2013-04-22
ABBOTT LABORATORIES	P	2010-10-14	2013-05-03
ABBOTT LABORATORIES	P	2010-10-28	2013-05-03
ISHARES CORE S&P 500 ETF	P	2012-09-04	2013-05-03
ISHARES CORE S&P 500 ETF	P	2012-09-21	2013-05-07
ISHARES CORE S&P 500 ETF	P	2012-09-21	2013-05-08
ISHARES CORE S&P 500 ETF	P	2012-09-21	2013-05-29
TARGET CORP	P	2012-06-07	2013-05-28
HONEYWELL INT'L INC	P	2012-09-21	2013-06-18
ISHARES S&P 500 INDEX FUND	P	2012-09-21	2013-07-26
EMERSON ELECTRIC CO	P	2002-12-31	2013-08-22
HARRIS CORP	P	2011-02-23	2013-08-06
ISHARES S&P 500 INDEX FUND	P	2012-09-21	2013-10-09
ISHARES S&P 500 INDEX FUND	P	2012-11-05	2013-10-09
TARGET CORP	P	2012-06-07	2013-10-15
MOSAIC CO	P	2012-05-03	2013-11-27
ISHARES S&P 500 INDEX FUND	P	2012-11-05	2013-12-04
ISHARES S&P 500 INDEX FUND	P	2012-11-05	2013-12-05


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)
109,798		94,920	14,878
15,660		14,499	1,161
192,166		173,156	19,010
73,979		50,906	23,073
36,990		24,735	12,255
146,013		130,489	15,524
32,567		28,998	3,569
16,355		14,499	1,856
49,709		43,496	6,213
70,560		57,875	12,685
160,197		122,100	38,097
169,532		144,987	24,545
186,238		46,405	139,833
114,238		93,800	20,438
66,547		57,995	8,552
16,637		14,499	2,138
50,583		46,300	4,283
93,422		104,540	-11,118
72,115		57,995	14,120
18,019		14,499	3,520

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	
			14,878
			1,161
			19,010
			23,073
			12,255
			15,524
			3,569
			1,856
			6,213
			12,685
			38,097
			24,545
			139,833
			20,438
			8,552
			2,138
			4,283
			-11,118
			14,120
			3,520

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BELMONT MANSION 1700 ACKLEN AVE NASHVILLE,TN 37212		PUBLIC	FURTHER CHARITY PURPOSE	5,000
COMMUNITY FOUNDATION OF MID TN 3833 CLEGHORN AVE STE 400 NASHVILLE,TN 37215		PUBLIC	FURTHER CHARITY PURPOSE	10,000
HARPETH RIVERWATERSHED PO BOX 1127 FRANKLIN,TN 37065		PUBLIC	FURTHER CHARITY PURPOSE	500
HEALING STONES FOUNDATION PO BOX 50276 NASHVILLE,TN 37205		PUBLIC	FURTHER CHARITY PURPOSE	250,000
PETS FOR THE ELDERLY 7200 CENTER STREET MENTOR,OH 44060		PUBLIC	FURTHER CHARITY PURPOSE	2,000
TN SAMPLER SURVEY 2108 THISTLEWOOD AVENUE NASHVILLE,TN 37216		PUBLIC	FURTHER CHARITY PURPOSE	1,000
Total  3a				268,500

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

2013

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	
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 2012 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 2014 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	101
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 2013	17	567
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ <input type="checkbox"/>		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property		101	7 0	HY	200 DB	14
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 2013 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	682
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 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2013 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	17,970	1,797		16,173
MARIE SWINFORD, CPA	11,250	1,125		10,125

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

TY 2013 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 000000000000	0	0		
EQUIPMENT	1994-07-01	1,766	1,766	200DB	5 000000000000	0	0		
EQUIPMENT	1995-07-01	723	723	200DB	5 000000000000	0	0		
COMPUTER	1996-07-01	4,262	4,262	200DB	5 000000000000	0	0		
SCANNER	1997-04-11	342	342	200DB	7 000000000000	0	0		
EQUIPMENT	1998-11-04	4,558	4,558	200DB	5 000000000000	0	0		
COMPUTER	2000-12-02	1,774	1,774	200DB	5 000000000000	0	0		
FURNITURE	1992-07-01	1,252	1,252	200DB	5 000000000000	0	0		
FURNITURE	1996-07-01	38,744	38,744	200DB	7 000000000000	0	0		
DESKS, CRENDENZA	2000-03-18	563	563	200DB	7 000000000000	0	0		
SHELVES	2000-03-18	345	345	200DB	7 000000000000	0	0		
WINDOWS XP SOFTWARE	2002-10-30	543	380	200DB	3 000000000000	0	0		
CSPG-ARTWORK	2003-02-14	320	224	200DB	7 000000000000	0	0		
FORD EXCURSION	2003-04-28	21,000	14,700	200DB	5 000000000000	0	0		
FORD EXCURSION-REGISTRATION	2003-05-08	109	55	200DB	5 000000000000	0	0		
PRINTER	2003-09-18	426	213	200DB	7 000000000000	0	0		
FILE CABINET	2003-09-18	404	202	200DB	7 000000000000	0	0		
SAFE	2004-03-04	526	263	200DB	7 000000000000	0	0		
COMPUTER MONITOR	2004-04-03	503	252	200DB	5 000000000000	0	0		
EQUIPMENT	2004-04-15	175	87	200DB	7 000000000000	0	0		
FIRE PROOF FILE DRAWER CABINET	2004-10-21	841	420	200DB	5 000000000000	0	0		
COMPUTER	2004-11-05	1,725	863	200DB	5 000000000000	0	0		
COMPUTER HARDWARE-DVDRW PLAYER	2006-04-19	238	238	200DB	5 000000000000	0	0		
COMPUTER	2006-07-10	1,621	1,621	200DB	5 000000000000	0	0		
PHONE	2006-10-18	164	157	200DB	7 000000000000	0	0		
SHELVES	2006-11-09	261	249	200DB	7 000000000000	0	0		
SHREDDER	2007-01-10	152	137	200DB	7 000000000000	0	0		
SHREDDER	2007-02-28	164	148	200DB	7 000000000000	0	0		
COMPUTER	2007-08-30	703	703	200DB	5 000000000000	0	0		
HP LASERJET COLOR PRINTER	2007-10-16	552	552	200DB	5 000000000000	0	0		
9-1 FILE CABINETS	2007-10-09	1,049	877	200DB	7 000000000000	0	0		
PRINTER	2007-12-05	203	203	200DB	5 000000000000	0	0		
COPIER	2009-02-09	441	182	200DB	5 000000000000	0	0		
TABLES	2008-07-10	326	127	200DB	7 000000000000	0	0		
CELL PHONE	2009-02-09	227	78	200DB	7 000000000000	0	0		
FURNITURE	2009-08-27	4,371	1,503	200DB	7 000000000000	0	0		
VIDEO CARD AND FAX	2009-10-22	248	103	200DB	5 000000000000	0	0		
I PHONE	2010-07-08	347	123	200DB	5 000000000000	0	0		
AIR CONDITIONER	2010-08-09	257	73	200DB	7 000000000000	0	0		
CABLE MODEM-BASE STATION	2010-08-25	343	122	200DB	5 000000000000	0	0		
NETWORK CARD, SURGE PROTECTOR ETHERNET CARD	2010-08-27	227	81	200DB	5 000000000000	0	0		
SOFTWARE	2010-09-10	1,377		200DB	3 000000000000	0	0		
PRINTER	2011-10-13	245		200DB	5 000000000000	0	0		
HARD DRIVE	2012-04-04	175	18	200DB	5 000000000000	0	0		
TELEPHONE	2012-09-10	435	44	200DB	5 000000000000	0	0		
AC UNIT FOR OFFICE	2013-08-08	202		200DB	7 000000000000	115	0		

**TY 2013 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	0	0
ABBVIE INC	82,026	158,430
ACE LIMITED	118,833	134,589
AFLAC INC.	172,966	240,480
APACHE CORP	157,945	128,910
APPLE COMPUTER INC.	118,974	168,306
BECTON DICKINSON & CO	145,585	165,735
BED BATH & BEYOND INC.	148,425	200,750
COACH INC	117,160	112,260
CSX CORPORATION	39,549	103,572
DARDEN RESTAURANTS	69,414	70,681
DIAMOND OFFSHORE DRILLING	68,271	56,920
DISCOVER FINANCIAL SVCS	106,654	111,900
DOW CHEMICAL	183,934	222,000
EMC CORP	130,515	125,750
EMERSON ELECTRIC	0	0
EXPEDITORS INTL OF WASHINGTON	86,797	88,500
FORD MOTOR CO	61,250	54,005
HARRIS CORP	0	0
HEWLETT-PACKARD CO	109,356	111,920
HONDA MOTOR CO LTD ADR	170,155	206,750
HONEYWELL INT'L INC.	0	0
ISHARES CORE S&P 500 ETF	57,995	74,260
JACOBS ENGINEERING GRP	0	0
JACOBS ENGINEERING GRP	142,560	188,970
MACYS INC	103,050	133,500
MARRIOTT INTL INC	90,582	123,378
MARSH & MCLENNAN CO INC	125,670	145,080
MICROSOFT CORP	151,410	187,050
MOSAIC CO	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NEWMONT MINING CORP	131,461	92,120
OMNICOM GROUP	0	0
STRYKER CORP	0	0
TARGET CORP	0	0
TEREX CORP	109,564	251,940
TOYOTA MOTOR CORP ADR	125,600	121,920
URS CORP	176,291	211,960
WHIRLPOOL CORP	114,453	156,860

TY 2013 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	157	7	
SHELVES	261	249	12	
SHREDDER	152	137	15	
SHREDDER	164	148	16	
COMPUTER	703	703	0	
HP LASERJET COLOR PRINTER	552	552	0	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
9-1 FILE CABINETS	1,049	877	172	
PRINTER	203	203	0	
COPIER	441	403	38	
TABLES	326	290	36	
CELL PHONE	227	192	35	
FURNITURE	4,371	3,688	683	
VIDEO CARD AND FAX	248	227	21	
I PHONE	347	297	50	
AIR CONDITIONER	257	201	56	
CABLE MODEM-BASE STATION	343	293	50	
NETWORK CARD, SURGE PROTECTOR ETHERNET CARD	227	194	33	
SOFTWARE	1,377	1,377	0	
PRINTER	245	245	0	
HARD DRIVE	175	105	70	
TELEPHONE	435	261	174	
AC UNIT FOR OFFICE	202	115	87	

TY 2013 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	1,991	3,163	3,163
AMERICAN EXPRESS - OVERPAYMENT	0	472	472

TY 2013 Other Decreases Schedule

Name: LIFEWORKS FOUNDATION

EIN: 62-1428468

Description	Amount
ADJUSTMENTS TO COST BASIS OF SECURITY PURCHASE AND SOLD	549

TY 2013 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	206	0		206
CONSULTING EXPENSE	371	0		371
DUES, SUBSCRIPTIONS, & MEMBERSHIPS	4,492	0		4,492
ENTERTAINMENT	76	0		76
INSURANCE EXPENSE	11,150	0		11,150
INTERNET SERVICE	831	0		831
INVESTMENT FEES	28,532	28,532		0
MISCELLANEOUS EXPENSE	376	0		376
OFFICE SUPPLIES	359	0		359
POSTAGE	293	0		293
PUBLIC CONCERTS AND PERFORMANCES	10,766	0		10,766
TELEPHONE/COMMUNICATIONS	3,973	0		3,973

TY 2013 Taxes Schedule

Name: LIFEWORKS FOUNDATION

EIN: 62-1428468

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	3,729	373		3,356