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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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
Room/suite

B Telephone number (see instructions)
(615) 269-6663

City or town, state or province, country, and ZIP or foreign postal code
Nashville, TN 372050276

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 4,052,774

J Accounting method ☑ Cash ☐ Accrual
☐ 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 ▶ ☐

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))*

	Line	Description	(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	55	55		
	4	Dividends and interest from securities	77,829	77,829		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	463,319			
	b	Gross sales price for all assets on line 6a 1,776,841				
	7	Capital gain net income (from Part IV, line 2)		463,319		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	541,203	541,203		
Operating and Administrative Expenses	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)	1,600	0		1,600
	b	Accounting fees (attach schedule)	27,467	2,747		24,720
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,020	1,207		2,813
	19	Depreciation (attach schedule) and depletion	472	0		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	61,334	30,613		30,721
	24	**Total operating and administrative expenses.** Add lines 13 through 23	136,737	38,751		97,514
	25	Contributions, gifts, grants paid	206,000			206,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	342,737	38,751		303,514
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	198,466			
	b	**Net investment income** (if negative, enter -0-)		502,452		
	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	71,471	73,439	73,439
	2	Savings and temporary cash investments	73,957	68,565	68,565
	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)	3,416,445	3,604,900	3,903,880
	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 ▶ 98,203			
		Less accumulated depreciation (attach schedule) ▶ 97,682	1,555	521	521
	15	Other assets (describe ▶)	4,485	6,369	6,369
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,567,913	3,753,794	4,052,774
Liabilities	17	Accounts payable and accrued expenses		1,112	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons		1,559	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	2,671	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,567,913	3,751,123	
	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 instructions)	3,567,913	3,751,123	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,567,913	3,753,794	

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	3,567,913
2	Enter amount from Part I, line 27a	2	198,466
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	3,766,379
5	Decreases not included in line 2 (itemize) ▶	5	15,256
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,751,123

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	ABBVIE INC SHS	P	2010-10-14	2014-01-09
b	EQUITABLE TRUST COMPANY- LONG TERM	P	2012-02-09	2014-12-03
c	EQUITABLE TRUST COMPANY- LONG TERM	P	2009-01-20	2014-10-13
d	EQUITABLE TRUST COMPANY- SHORT TERM	P	2014-03-24	2014-11-04
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	151,032		82,026	69,006
b	1,092,297		809,517	282,780
c	481,293		371,150	110,143
d	52,219		50,829	1,390
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				69,006
b				282,780
c				110,143
d				1,390
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	463,319
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	368,707	3,926,781	0 093895
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

2	**Total** of line 1, column (d).	2	0 818143
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 163629
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	4,035,271
5	Multiply line 4 by line 3.	5	660,287
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,025
7	Add lines 5 and 6.	7	665,312
8	Enter qualifying distributions from Part XII, line 4.	8	303,514

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	10,049
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	10,049
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	10,049
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a — 8,000		
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	8,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	2,049
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 2015 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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) ▶ 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 2014 or the taxable year beginning in 2014 (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 ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **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? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	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 2014?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
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? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
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? ☐ **Yes** ☑ **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	0
2 LIFEWORKS SPONSORS AND PROMOTES VARIOUS NONPROFIT ACTIVITIES AND EVENTS WITHIN THE STATE	0
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 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	3,897,843
b	Average of monthly cash balances	1b	198,359
c	Fair market value of all other assets (see instructions)	1c	520
d	**Total** (add lines 1a, b, and c)	1d	4,096,722
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,096,722
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,451
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,035,271
6	**Minimum investment return.** Enter 5% of line 5	6	201,764

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	201,764
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 10,049		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	10,049
3	Distributable amount before adjustments Subtract line 2c from line 1	3	191,715
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	191,715
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	191,715

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	303,514
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	303,514
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	303,514

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				191,715
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009. 824,344				
b From 2010. 685,409				
c From 2011. 533,743				
d From 2012. 245,631				
e From 2013. 180,233				
f **Total** of lines 3a through e.	2,469,360			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 303,514				
a Applied to 2013, 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 2014 distributable amount.				191,715
e Remaining amount distributed out of corpus	111,799			
5 Excess distributions carryover applied to 2014	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,581,159			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	824,344			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,756,815			
10 Analysis of line 9				
a Excess from 2010. . . . 685,409				
b Excess from 2011. . . . 533,743				
c Excess from 2012. . . . 245,631				
d Excess from 2013. . . . 180,233				
e Excess from 2014. . . . 111,799				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 **Information Regarding Foundation Managers:**

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

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
HEALING STONES FOUNDATION PO BOX 50276 NASHVILLE, TN 37205		PUBLIC	FURTHER CHARITY PURPOSE	201,000
KINGSWOOD UNITED METHODIST 401 W DUNDEE RD BUFFALO GROVE, IL 60089		PUBLIC	FURTHER CHARITY PURPOSE	5,000
Total . . . . ▶ **3a**				206,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	55	
4 Dividends and interest from securities. . . .			14	77,829	
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		463,319
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		77,884	463,319

13 Total. Add line 12, columns (b), (d), and (e). **13** 541,203

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
11A	Mutual Fund litigation settlement

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

******	2015-10-12	******
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 ▶	PTIN
Christopher Hoover		2015-10-12	☐	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

TY 2014 Accounting Fees Schedule

Name: Lifeworks Foundation

EIN: 62-1428468

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BAKER, SULLIVAN & HOOVER, PLC	16,750	1,675		15,075
MARIE SWINFORD, CPA	10,717	1,072		9,645

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

TY 2014 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		

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
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	164	200DB	7 000000000000	0	0		
SHELVES	2006-11-09	261	261	200DB	7 000000000000	0	0		
SHREDDER	2007-01-10	152	150	200DB	7 000000000000	2	0		
SHREDDER	2007-02-28	164	162	200DB	7 000000000000	2	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	969	200DB	7 000000000000	80	0		
PRINTER	2007-12-05	203	203	200DB	5 000000000000	0	0		
COPIER	2009-02-09	441	207	200DB	5 000000000000	13	0		
TABLES	2008-07-10	326	141	200DB	7 000000000000	15	0		
CELL PHONE	2009-02-09	227	88	200DB	7 000000000000	10	0		
FURNITURE	2009-08-27	4,370	1,697	200DB	7 000000000000	195	0		
VIDEO CARD AND FAX	2009-10-22	248	117	200DB	5 000000000000	7	0		
I Phone	2010-07-08	347	143	200DB	5 000000000000	20	0		
AIR CONDITIONER	2010-08-09	257	88	200DB	7 000000000000	11	0		
CABLE MODEM-BASE STATION	2010-08-25	343	142	200DB	5 000000000000	20	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
NETWORK CARD, SURGE PROTECTOR ETHERNET CARD	2010-08-27	227	94	200DB	5 000000000000	13	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	46	200DB	5 000000000000	17	0		
TELEPHONE	2012-09-10	435	113	200DB	5 000000000000	42	0		
AC unit for office	2013-08-08	202	14	200DB	7 000000000000	25	0		

TY 2014 Investments Corporate Stock Schedule

Name: Lifeworks Foundation

EIN: 62-1428468

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC	0	0
ACE LIMITED	118,833	149,344
AFLAC INC.	159,820	207,706
APACHE CORP	51,921	50,136
APPLE COMPUTER INC.	56,654	110,380
BECTON DICKINSON & CO	0	0
BED BATH & BEYOND INC.	148,425	190,425
COACH INC	117,160	75,120
CSX CORPORATION	22,718	65,214
DARDEN RESTAURANTS	0	0
DIAMOND OFFSHORE DRILLING	68,271	36,710
DISCOVER FINANCIAL SVCS	106,654	130,980
DOW CHEMICAL	147,147	182,440
EMC CORP	0	0
EXPEDITORS INTL OF WASHINGTON	86,797	89,220
FORD MOTOR CO	61,250	54,250
HEWLETT-PACKARD CO	109,356	160,520
HONDA MOTOR CO LTD ADR	169,820	147,600
ISHARES CORE S&P 500 ETF	0	0
JACOBS ENGINEERING GRP	142,560	134,070
MACYS INC	0	0
MARRIOTT INTL INC	0	0
MARSH & MCLENNAN CO INC	125,670	171,720
MICROSOFT CORP	151,410	232,250
NEWMONT MINING CORP	131,461	75,600
TEREX CORP	104,518	139,400
TOYOTA MOTOR CORP ADR	125,600	125,480
URS CORP	0	0
WHIRLPOOL CORP	0	0
AIR PRODUCTS	122,261	144,230

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ANADARKO PETROLEUM	50,426	49,500
BAXTER INTL	146,776	146,580
CROWN HOLDINGS	151,888	152,700
DEVON ENERGY CORPORATION	48,670	48,968
EOG RESOURCES	47,640	46,035
GLAXO SMITHKLINE SPD ADR	110,857	85,480
FLOUR CORP	154,699	121,260
JOHNSON CONTROLS	154,376	145,020
NOVARTIS AG ADR	105,960	111,192
ROCK TENN COMPANY	102,428	121,960
SANOFI-AVENTIS ADR	105,951	91,220
UNITED PARCEL SERVICE CL B	96,923	111,170

TY 2014 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	164	0	
SHELVES	261	261	0	
SHREDDER	152	152	0	
SHREDDER	164	164	0	
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	1,049	0	
PRINTER	203	203	0	
COPIER	441	441	0	
TABLES	326	319	7	
CELL PHONE	227	212	15	
FURNITURE	4,370	4,077	293	
VIDEO CARD AND FAX	248	248	0	
I Phone	347	337	10	
AIR CONDITIONER	257	228	29	
CABLE MODEM-BASE STATION	343	333	10	
NETWORK CARD, SURGE PROTECTOR ETHERNET CARD	227	220	7	
SOFTWARE	1,377	1,377	0	
PRINTER	245	245	0	
HARD DRIVE	175	150	25	
TELEPHONE	435	372	63	
AC unit for office	202	140	62	

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TY 2014 Legal Fees Schedule

Name: Lifeworks Foundation

EIN: 62-1428468

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WOOD STABELL LAW GROUP	1,600	0		1,600

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TY 2014 Other Assets Schedule

Name: Lifeworks Foundation

EIN: 62-1428468

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS AT COST	850	850	850
ACCRUED INCOME RECEIVABLE	3,163	5,391	5,391
American Express - Overpayment	472	0	0
DUE FROM HEALING STONES	0	128	128

TY 2014 Other Decreases Schedule

Name: Lifeworks Foundation

EIN: 62-1428468

Description	Amount
FEDERAL INCOME TAX	9,112
ADJUSTMENTS TO COST BASIS OF SECURITY PURCHASE AND SOLD	6,144

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TY 2014 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	4,638	0		4,638
CONSULTING EXPENSE	579	0		579
DUES, SUBSCRIPTIONS, & MEMBERSHIPS	2,836	0		2,836
INSURANCE EXPENSE	8,906	0		8,906
INTERNET SERVICE	855	0		855
INVESTMENT FEES	30,613	30,613		0
MISCELLANEOUS EXPENSE	185	0		185
OFFICE SUPPLIES	648	0		648
POSTAGE	281	0		281
PUBLIC CONCERTS AND PERFORMANCES	7,101	0		7,101
TELEPHONE/COMMUNICATIONS	4,583	0		4,583
REPAIRS & MAINTENANCE	109	0		109

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TY 2014 Taxes Schedule

Name: Lifeworks Foundation

EIN: 62-1428468

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	3,126	313		2,813
FOREIGN TAXES	894	894		0