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

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017

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)*▶$ 3,697,746

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	2,004	2,004		
	4	Dividends and interest from securities	82,440	82,440		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	94,965			
	b	Gross sales price for all assets on line 6a 1,499,754				
	7	Capital gain net income (from Part IV, line 2)		94,965		
	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)	4,253	0		
	12	**Total.** Add lines 1 through 11	183,662	179,409		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	40,625	20,313		20,312
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	1,320	65		65
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	30,675	15,338		15,338
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,468	671		2,797
	19	Depreciation (attach schedule) and depletion	1,033	0		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	75,443	42,107		33,336
	24	**Total operating and administrative expenses.** Add lines 13 through 23	152,564	78,494		71,848
	25	Contributions, gifts, grants paid	120,500			120,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	273,064	78,494		192,348
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-89,402			
	b	**Net investment income** (if negative, enter -0-)		100,915		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	21,154	34,791	34,791
2	Savings and temporary cash investments	252,577	150,026	150,026
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)	3,069,861	3,065,357	3,507,801
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 ▶ 101,337			
	Less accumulated depreciation (attach schedule) ▶ 100,162	1,528	1,175	1,175
15	Other assets (describe ▶)	16,397	3,953	3,953
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,361,517	3,255,302	3,697,746
Liabilities 17	Accounts payable and accrued expenses	2,248	1,102	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons	8,852		
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities**(add lines 17 through 22)	11,100	1,102	
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	3,350,417	3,254,200	
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)	3,350,417	3,254,200	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,361,517	3,255,302	

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	3,350,417
2	Enter amount from Part I, line 27a	2	-89,402
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	3,261,015
5	Decreases not included in line 2 (itemize) ▶	5	6,815
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,254,200

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	94,965
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))
2016	198,750	3,375,065	0 058888
2015	332,064	3,726,620	0 089106
2014	303,514	4,035,271	0 075215
2013	368,707	3,926,781	0 093895
2012	424,575	3,643,810	0 116520

2 Total of line 1, column (d)	2	0 433624
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 086725
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	3,534,622
5 Multiply line 4 by line 3	5	306,540
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,009
7 Add lines 5 and 6	7	307,549
8 Enter qualifying distributions from Part XII, line 4	8	192,348

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	2,018
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	2,018
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	2,018
6	Credits/Payments			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a 1,191		
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 0		
7	Total credits and payments Add lines 6a through 6d.		7	1,191
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	827
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 2018 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)? *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*	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 ▶ $ 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 2017 or the taxable year beginning in 2017 (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)

			Yes	No
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 2017, 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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see 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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ 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 2017 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 2017).*		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 2017?		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	0	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

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	
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	3,318,375
b	Average of monthly cash balances.			1b	270,074
c	Fair market value of all other assets (see instructions).			1c	0
d	**Total** (add lines 1a, b, and c).			1d	3,588,449
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	3,588,449
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	53,827
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	3,534,622
6	**Minimum investment return.** Enter 5% of line 5.			6	176,731

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	176,731
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,018		
b	Income tax for 2017 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	2,018
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	174,713
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	174,713
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	174,713

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	192,348
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	192,348
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	192,348

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7					174,713
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2017					
a From 2012.	245,631				
b From 2013.	180,233				
c From 2014.	111,799				
d From 2015.	147,635				
e From 2016.	30,806				
f **Total** of lines 3a through e.		716,104			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 192,348					
a Applied to 2016, 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 2017 distributable amount.					174,713
e Remaining amount distributed out of corpus		17,635			
5 Excess distributions carryover applied to 2017 *(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		733,739			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					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 2012 not applied on line 5 or line 7 (see instructions) . . .		245,631			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		488,108			
10 Analysis of line 9					
a Excess from 2013. . . .	180,233				
b Excess from 2014. . . .	111,799				
c Excess from 2015. . . .	147,635				
d Excess from 2016. . . .	30,806				
e Excess from 2017. . . .	17,635				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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	114,000
RETRIEVING INDEPENDENCE 1802 WILLIAMSON CT BRENTWOOD, TN 37027		PUBLIC	FURTHER CHARITY PURPOSE	500
UGA FOUNDATION MILLEDGE AVENUE ATHENS, GA 30602		PUBLIC	FURTHER CHARITY PURPOSE	6,000
Total . . . . ▶ **3a**				120,500
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	2,004	
4 Dividends and interest from securities. . . .			14	82,440	
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	94,965	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER INCOME			01	4,253	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		183,662	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 183,662

(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)

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

****** | 2018-11-14 | ******

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		2018-11-14		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 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)
200 SHS C OF CSX CORP	P	2009-08-11	2017-01-19
320 SHS C OF CSX CORP	P	2009-08-11	2017-01-23
280 SHS C OF CSX CORP	P	2009-08-11	2017-02-02
150 SHS C OF AFLAC INC	P	2009-01-20	2017-05-17
200 SHS C OF CSX CORP	P	2009-08-11	2017-12-18
200 SHS C OF BED BATH & BEYOND INC	P	2013-02-11	2017-01-10
200 SHS C OF DISCOVER FINANCIAL SERVICE	P	2013-11-27	2017-01-18
200 SHS C OF CSX CORP	P	2015-12-01	2017-01-19
500 SHS C OF INTL PAPER CO	P	2015-01-08	2017-01-27
200 SHS C OF APPLE COMPUTER	P	2013-04-22	2017-01-31

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)
8,658		2,859	5,799
14,390		4,574	9,816
13,065		4,002	9,063
11,025		5,640	5,385
10,518		2,859	7,659
8,080		11,874	-3,794
14,028		10,665	3,363
8,658		5,697	2,961
28,679		26,334	2,345
24,229		11,331	12,898

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	
			5,799
			9,816
			9,063
			5,385
			7,659
			-3,794
			3,363
			2,961
			2,345
			12,898

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)
200 SHS C OF DISCOVER FINANCIAL SERVICE	P	2013-11-27	2017-02-02
100 SHS C OF CATERPILLAR INC	P	2015-05-07	2017-02-02
300 SHS C OF JACOBS ENGINEERING GROUP I	P	2011-01-12	2017-02-02
150 SHS C OF DEVON ENERGY CORP	P	2014-12-23	2017-02-08
150 SHS C OF ANADARKO PETROLEUM	P	2014-12-23	2017-02-08
300 SHS C OF VIACOM INC CLASS B	P	2015-09-03	2017-02-09
150 SHS C OF APPLE COMPUTER	P	2016-02-04	2017-02-15
500 SHS C OF TOYOTA MOTOR CORP	P	2013-09-05	2017-02-17
100 SHS C OF APACHE CORP	P	2014-12-23	2017-02-28
500 SHS C OF BED BATH & BEYOND INC	P	2013-02-11	2017-04-05

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)
13,704		10,665	3,039
9,453		8,653	800
17,588		14,256	3,332
6,674		9,126	-2,452
10,087		12,606	-2,519
13,295		12,921	374
20,285		14,528	5,757
56,344		62,800	-6,456
5,222		6,490	-1,268
19,405		29,685	-10,280

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	
			3,039
			800
			3,332
			-2,452
			-2,519
			374
			5,757
			-6,456
			-1,268
			-10,280

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)
700 SHS C OF FORD MOTOR CO	P	2013-09-18	2017-04-18
250 SHS C OF CHUBB LIMITED	P	2013-10-09	2017-04-24
16 SHS C OF ALPHABET INC CL A	P	2015-04-22	2017-04-26
15 SHS C OF ALPHABET INC CL A	P	2015-04-22	2017-04-27
100 SHS C OF APPLE COMPUTER	P	2016-02-04	2017-05-02
300 SHS C OF WALT DISNEY CO	P	2015-08-27	2017-05-04
200 SHS C OF INTI PAPER CO	P	2015-01-08	2017-05-22
100 SHS C OF APPLE COMPUTER	P	2016-02-04	2017-05-23
200 SHS C OF UNITED TECHNOLOGIES CORP	P	2015-01-08	2017-05-23
200 SHS C OF UNITED TECHNOLOGIES CORP	P	2015-01-08	2017-06-13

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)
7,751		12,250	-4,499
34,087		22,852	11,235
14,197		8,711	5,486
13,340		8,166	5,174
14,743		9,686	5,057
33,196		30,672	2,524
10,298		10,534	-236
15,379		9,686	5,693
24,381		22,935	1,446
23,979		22,935	1,044

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	
			-4,499
			11,235
			5,486
			5,174
			5,057
			2,524
			-236
			5,693
			1,446
			1,044

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)
300 SHS C OF JACOBS ENGINEERING GROUP I	P	2011-01-12	2017-06-16
200 SHS C OF INTI PAPER CO	P	2015-01-08	2017-06-16
600 SHS C OF DISCOVER FINANCIAL SERVICE	P	2013-11-27	2017-07-06
100 SHS C OF INTERNATIONAL BUSINESS MAC	P	2015-02-04	2017-07-18
15 SHS C OF ALPHABET INC CL A	P	2015-04-22	2017-07-19
200 SHS C OF QUALCOMM CORP	P	2016-03-01	2017-07-19
20 SHS C OF ALPHABET INC CL A	P	2015-04-22	2017-07-21
90 SHS C OF APPLE COMPUTER	P	2016-02-04	2017-07-31
1480 SHS C OF VIACOM INC CLASS B	P	2015-09-03	2017-08-04
72,728 SHS C OF BRIGHTHOUSE FINANCIAL I	P	2016-07-13	2017-08-07

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)
16,050		14,256	1,794
11,234		10,534	700
36,683		31,996	4,687
15,313		15,829	-516
14,907		8,166	6,741
11,267		10,363	904
19,766		10,888	8,878
13,393		8,717	4,676
47,235		63,745	-16,510
4,511		3,405	1,106

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	
			1,794
			700
			4,687
			-516
			6,741
			904
			8,878
			4,676
			-16,510
			1,106

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)
7 272 SHS C OF BRIGHTHOUSE FINANCIAL IN	P	2016-08-05	2017-08-07
300 SHS C OF WALT DISNEY CO	P	2015-08-27	2017-08-07
500 SHS C OF MACY'S INC	P	2016-07-08	2017-08-09
0 546 SHS C OF BRIGHTHOUSE FINANCIAL IN	P	2016-08-05	2017-08-18
100 SHS C OF CATERPILLAR INC	P	2016-02-12	2017-08-18
150 SHS C OF JACOBS ENGINEERING GROUP I	P	2011-01-12	2017-09-05
150 SHS C OF JACOBS ENGINEERING GROUP I	P	2011-01-12	2017-09-06
150 SHS C OF BRISTOL MYERS SQUIBB	P	2016-08-10	2017-09-07
100 SHS C OF GILEAD SCIENCES INC	P	2016-07-18	2017-09-11
1O SHS C OF APPLE COMPUTER	P	2013-04-22	2017-09-12

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)
451		340	111
32,261		30,672	1,589
11,480		17,190	-5,710
31		26	5
11,362		6,336	5,026
8,116		7,128	988
8,134		7,128	1,006
9,265		9,231	34
8,448		8,660	-212
1,627		567	1,060

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	
			111
			1,589
			-5,710
			5
			5,026
			988
			1,006
			34
			-212
			1,060

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)
60 SHS C OF APPLE COMPUTER	P	2016-02-04	2017-09-12
100 SHS C OF BRISTOL MYERS SQUIBB	P	2016-08-10	2017-10-06
100 SHS C OF WALGREENS BOOTS ALLIANCE I	P	2016-07-11	2017-10-09
1500 SHS C OF GENERAL ELECTRIC CO	P	2015-05-12	2017-10-09
100 SHS C OF INTERNATIONAL BUSINESS MAC	P	2015-02-04	2017-10-18
BOO SHS C OF GENERAL ELECTRIC CO	P	2015-05-12	2017-10-20
200 SHS C OF INTEL CORP	P	2016-09-08	2017-10-26
100 SHS C OF INTEL CORP	P	2016-10-19	2017-10-26
100 SHS C OF WALGREENS BOOTS ALLIANCE I	P	2016-07-11	2017-10-27
150 SHS C OF QUALCOMM CORP	P	2016-03-01	2017-11-06

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)
9,762		5,811	3,951
6,461		6,154	307
7,159		8,212	-1,053
35,079		40,530	-5,451
15,787		15,829	-42
17,677		21,616	-3,939
8,187		7,280	907
4,093		3,603	490
6,458		8,212	-1,754
9,726		7,772	1,954

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	
			3,951
			307
			-1,053
			-5,451
			-42
			-3,939
			907
			490
			-1,754
			1,954

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)
125 SHS C OF TOYOTA MOTOR CORP	P	2013-09-05	2017-11-07
1000 SHS C OF GENERAL ELECTRIC CO	P	2015-05-12	2017-11-14
100 SHS C OF 3M CO	P	2016-10-25	2017-01-23
100 SHS C OF CATERPILLAR INC	P	2016-02-12	2017-02-02
250 SHS C OF PNC FINANCIAL SERVICES GRO	P	2016-07-14	2017-02-02
500 SHS C OF VODAFONE GROUP PLC ADR	P	2016-06-28	2017-02-14
100 SHS C OF KRAFT HEINZ CO	P	2016-11-10	2017-02-15
500 SHS C OF VODAFONE GROUP PLC ADR	P	2016-06-28	2017-02-28
200 SHS C OF APACHE CORP	P	2016-11-04	2017-02-28
500 SHS C OF VODAFONE GROUP PLC ADR	P	2016-06-28	2017-03-10

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)
15,801		15,700	101
18,330		27,020	-8,690
17,809		16,769	1,040
9,453		6,336	3,117
30,001		20,682	9,319
12,410		14,695	-2,285
9,099		8,155	944
12,775		14,695	-1,920
10,444		11,267	-823
12,545		14,695	-2,150

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	
			101
			-8,690
			1,040
			3,117
			9,319
			-2,285
			944
			-1,920
			-823
			-2,150

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)
300 SHS C OF FEDEX CORP	P	2017-04-17	2017-04-26
150 SHS C OF METLIFE	P	2016-08-24	2017-05-02
300 SHS C OF BALL CORP	P	2016-12-16	2017-05-04
300 SHS C OF MACY'S INC	P	2016-07-18	2017-05-10
100 SHS C OF MACY'S INC	P	2016-07-08	2017-05-11
300 SHS C OF MACY'S INC	P	2016-07-18	2017-05-11
200 SHS C OF WAL-MART STORES INC	P	2017-02-22	2017-05-16
100 SHS C OF FLUOR CORP	P	2017-02-22	2017-05-17
600 SHS C OF BALL CORP	P	2016-12-09	2017-05-19
300 SHS C OF EMERSON ELEC CO	P	2017-05-02	2017-05-19

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)
57,024		55,434	1,590
7,806		6,140	1,666
24,065		22,917	1,148
8,844		10,583	-1,739
2,586		3,438	-852
7,759		10,583	-2,824
15,146		14,384	762
4,583		5,708	-1,125
23,879		22,898	981
17,709		17,322	387

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	
			1,590
			1,666
			1,148
			-1,739
			-852
			-2,824
			762
			-1,125
			981
			387

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)
100 SHS C OF UNITED PARCEL SERVICE CL B	P	2017-02-14	2017-05-22
50 SHS C OF UNITED PARCEL SERVICE CL B	P	2017-02-10	2017-05-22
150 SHS C OF UNITED PARCEL SERVICE CL B	P	2017-02-10	2017-05-23
200 SHS C OF UNITED PARCEL SERVICE CL B	P	2017-02-03	2017-05-23
200 SHS C OF FEDEX CORP	P	2017-05-11	2017-06-02
100 SHS C OF WELLS FARGO & CO	P	2017-04-18	2017-06-09
150 SHS C OF WELLS FARGO & CO	P	2016-09-20	2017-06-09
50 SHS C OF UNITED RENTALS INC	P	2017-05-11	2017-06-29
200 SHS C OF HCA HOLDINGS INC	P	2017-04-20	2017-06-30
150 SHS C OF UNITED RENTALS INC	P	2017-05-11	2017-06-30

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)
10,345		10,856	-511
5,172		5,334	-162
15,547		16,001	-454
20,730		21,310	-580
40,425		37,865	2,560
5,299		5,232	67
7,948		6,995	953
5,558		5,697	-139
17,485		16,664	821
16,978		17,091	-113

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	
			-511
			-162
			-454
			-580
			2,560
			67
			953
			-139
			821
			-113

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)
50 SHS C OF UNITED RENTALS INC	P	2017-05-17	2017-06-30
200 SHS C OF ANADARKO PETROLEUM	P	2017-05-05	2017-07-24
BO SHS C OF 3M CO	P	2016-10-25	2017-07-24
100 SHS C OF GILEAD SCIENCES INC	P	2016-07-26	2017-07-25
50 SHS C OF GILEAD SCIENCES INC	P	2017-02-14	2017-07-25
200 SHS C OF DXC TECHNOLOGY COMPANY	P	2017-04-26	2017-08-07
50 SHS C OF DXC TECHNOLOGY COMPANY	P	2017-05-17	2017-08-07
100 SHS C OF FLUOR CORP	P	2017-02-22	2017-09-05
200 SHS C OF WELLS FARGO & CO	P	2016-09-20	2017-09-06
200 SHS C OF QUALCOMM CORP	P	2017-01-25	2017-09-08

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)
5,659		5,319	340
8,891		10,548	-1,657
16,842		13,415	3,427
7,400		8,156	-756
3,700		3,387	313
15,756		15,336	420
3,939		3,947	-8
3,809		5,708	-1,899
9,948		9,326	622
9,828		11,152	-1,324

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	
			340
			-1,657
			3,427
			-756
			313
			420
			-8
			-1,899
			622
			-1,324

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)
100 SHS C OF QUALCOMM CORP	P	2017-01-23	2017-09-08
100 SHS C OF WALGREENS BOOTS ALLIANCE I	P	2016-10-17	2017-10-09
200 SHS C OF WAL-MART STORES INC	P	2017-06-16	2017-11-15
50 SHS C OF WAL-MART STORES INC	P	2017-02-28	2017-11-15
300 SHS C OF DEUTSCHE X-TRACKERS HARVES	P	2017-06-09	2017-12-08

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)
4,914		5,564	-650
7,159		7,810	-651
18,062		15,002	3,060
4,515		3,515	1,000
9,116		7,950	1,166

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	
			-650
			-651
			3,060
			1,000
			1,166

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TY 2017 Accounting Fees Schedule

Name: LIFEWORKS FOUNDATION

EIN: 62-1428468

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BAKER, SULLIVAN & HOOVER, PLC	19,200	9,600		9,600
MARIE SWINFORD, CPA	11,475	5,738		5,738

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TY 2017 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	152	200DB	7 000000000000	0	0		
SHREDDER	2007-02-28	164	164	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	1,049	200DB	7 000000000000	0	0		
PRINTER	2007-12-05	203	203	200DB	5 000000000000	0	0		
COPIER	2009-02-09	441	220	200DB	5 000000000000	0	0		
TABLES	2008-07-10	326	163	200DB	7 000000000000	0	0		
CELL PHONE	2009-02-09	227	113	200DB	7 000000000000	0	0		
FURNITURE	2009-08-27	4,370	2,185	200DB	7 000000000000	0	0		
VIDEO CARD AND FAX	2009-10-22	248	124	200DB	5 000000000000	0	0		
I PHONE	2010-07-08	347	173	200DB	5 000000000000	0	0		
AIR CONDITIONER	2010-08-09	257	122	200DB	7 000000000000	6	0		
CABLE MODEM-BASE STATION	2010-08-25	343	172	200DB	5 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
NETWORK CARD, SURGE PROTECTOR ETHERNET CARD	2010-08-27	227	114	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	83	200DB	5 000000000000	5	0		
TELEPHONE	2012-09-10	435	205	200DB	5 000000000000	13	0		
AC UNIT FOR OFFICE	2013-08-08	202	70	200DB	7 000000000000	9	0		
APPLE COMPUTER	2015-11-17	2,455	982	200DB	5 000000000000	589	0		

TY 2017 Investments Corporate Stock Schedule

Name: LIFEWORKS FOUNDATION

EIN: 62-1428468

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	33,496	47,074
ABB LTD ADR	13,237	13,410
AFLAC INC	24,440	57,057
ALPHABET INC CL A	88,539	141,156
AMERICAN INTERNATIONAL GROUP	56,464	53,622
ANADARKO PETROLEUM	76,714	56,322
ANALOG DEVICES INC	42,565	44,515
APACHE CORP	30,763	21,110
APPLE COMPUTER	36,259	108,307
AT&T INC	50,303	50,544
AUTOMATIC DATA PROCESSING INC	42,840	46,876
BANK OF NEW YORK MELLON CORP	50,346	67,325
BARRICK GOLD CORP	36,434	27,496
BRIGHTHOUSE FINANCIAL INC	189	235
BRISTOL MYERS SQUIBB	63,438	67,408
CATERPILLAR INC	19,009	47,274
CELGENE CORP	19,222	20,872
CHEVRON CORP	52,225	62,595
CHUBB LIMITED	95,980	153,437
CISCO SYSTEMS INC	55,463	65,110
CITIGROUP INC	26,710	29,764
COCA COLA CO	50,634	55,056
CSX CORP	8,425	44,008
DEVON ENERGY CORPORATION	51,234	35,190
FLUOR CORP	28,210	25,825
FORD MOTOR CO	41,802	37,470
GENERAL ELECTRIC CO	45,934	29,665
GILEAD SCIENCES INC	53,503	46,566
GLAXO SMITHKLINE SPD ADR	151,670	106,410
GOLDMAN SACHS GROUP INC	47,439	50,952

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INTL INC	53,430	61,344
HP INC	51,725	84,040
INTEL CORP	59,271	78,472
INTERNATIONAL BUSINESS MACHINES	140,061	138,078
INTL PAPER CO	92,682	121,674
ISHARES	10,526	10,821
JACOBS ENGINEERING GROUP INC	28,512	39,576
KELLOG CO	28,423	27,192
KRAFT HEINZ COMPANY	49,007	46,656
LENNAR CORP	39,663	56,916
LENNAR CORP CLASS B	656	930
MARATHON PETROLEUM CORPORATION	65,671	89,073
METLIFE	40,986	54,605
MICROSOFT CORP	51,199	76,986
NESTLE	75,856	77,394
NUCOR CORP	49,957	50,864
ORACLE CORPORATION	73,268	70,920
PFIZER INC	76,783	79,684
PNC FINANCIAL SERVICES GROUP	32,380	50,502
QUALCOMM CORP	39,244	48,015
SCHLUMBERGER LTD	47,007	40,434
TJX COMPANIES	25,936	26,761
TOYOTA MOTOR CORP	47,100	47,689
UNITED TECHNOLOGIES CORP	102,377	114,813
VERIZON COMMUNICATIONS CORP	120,786	121,739
VIACOM INC CLASS B	84,566	68,398
WAL-MART STORES INC	44,869	64,188
WALGREENS BOOTS ALLIANCE INC	24,637	21,786
WALT DISNEY CO	56,224	59,131
WELLS FARGO & CO	13,972	18,201

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ZIMMER HOLDINGS INC	45,096	48,268

TY 2017 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	326	0	
CELL PHONE	227	227	0	
FURNITURE	4,370	4,370	0	
VIDEO CARD AND FAX	248	248	0	
I PHONE	347	347	0	
AIR CONDITIONER	257	257	0	
CABLE MODEM-BASE STATION	343	343	0	
NETWORK CARD, SURGE PROTECTOR ETHERNET CARD	227	227	0	
SOFTWARE	1,377	1,377	0	
PRINTER	245	245	0	
HARD DRIVE	175	175	0	
TELEPHONE	435	435	0	
AC UNIT FOR OFFICE	202	180	22	
APPLE COMPUTER	2,455	1,571	884	

TY 2017 Other Assets Schedule

Name: LIFEWORKS FOUNDATION

EIN: 62-1428468

Other Assets Schedule

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	6,063	1,912	1,912
DUE FROM HEALING STONES	1,484		
FEDERAL TAX DEPOSIT	8,000	1,191	1,191

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TY 2017 Other Decreases Schedule

Name: LIFEWORKS FOUNDATION

EIN: 62-1428468

Description	Amount
FEDERAL INCOME TAX	6,809
ROUNDING	6

TY 2017 Other Expenses Schedule

Name: LIFEWORKS FOUNDATION

EIN: 62-1428468

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUTOMOBILE EXPENSE	2,292	229		2,063
BANK CHARGES	5,510	5,510		0
CONSULTING EXPENSE	592	59		533
DUES, SUBSCRIPTIONS, & MEMBERSHIPS	545	54		491
INSURANCE EXPENSE	2,084	1,042		1,042
INTERNET SERVICE	857	85		772
INVESTMENT FEES	26,899	26,899		0
OFFICE SUPPLIES	419	42		377
POSTAGE	344	34		310
PUBLIC EVENTS CONCERTS AND PERFORMANCES	30,415	7,605		22,810

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE/COMMUNICATIONS	5,486	548		4,938

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TY 2017 Other Income Schedule

Name: LIFEWORKS FOUNDATION

EIN: 62-1428468

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	4,253		4,253

TY 2017 Taxes Schedule

Name: LIFEWORKS FOUNDATION

EIN: 62-1428468

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	3,108	311		2,797
FOREIGN TAXES	360	360		0