

Return of Private Foundation

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

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

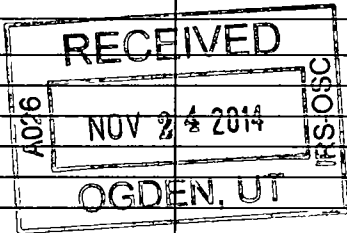
For calendar year 2013 or tax year beginning

, and ending

Name of foundation HEALTHWORKS COMMUNITY FITNESS, INC			A Employer identification number 04-3431534	
Number and street (or P O box number if mail is not delivered to street address) 137 NEWBURY STREET, 5TH FLOOR		Room/suite	B Telephone number (see instructions) (617) 859-8700	
City or town BOSTON	State MA	ZIP code 02116	C If exemption application is pending, check here <input type="checkbox"/>	
Foreign country name	Foreign province/state/country	Foreign postal code	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 378,670		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	280,270			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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) MISCELLANEOUS	5,732				
12 Total. Add lines 1 through 11	286,002				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	166,167			165,512
	15 Pension plans, employee benefits	3,813			3,813
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STATEMENT 2	10,610			20,610
	c Other professional fees (attach schedule) STATEMENT 3	2,104			2,104
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STATEMENT 4	18,941			18,941
	19 Depreciation (attach schedule) and depletion STATEMENT 5	16,960			
	20 Occupancy	31,408			20,292
	21 Travel, conferences, and meetings				
	22 Printing and publications	1,326			1,326
	23 Other expenses (attach schedule) STATEMENT 6	42,857			42,174
	24 Total operating and administrative expenses. Add lines 13 through 23	294,186			274,772
	25 Contributions, gifts, grants paid	-			-
26 Total expenses and disbursements. Add lines 24 and 25	294,186			274,772	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(8,184)				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED DEC 02 2014

14

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		276,333	300,440	300,440
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		19,266	4,144	4,144
	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)				
	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 ▶	181,303				
	Less: accumulated depreciation (attach schedule) ▶	107,217	88,801	74,086	74,086	
15	Other assets (describe STATEMENT 5)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		384,400	378,670	378,670	
Liabilities	17	Accounts payable and accrued expenses		28,845	31,299	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		28,845	31,299	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		355,555	347,371	
30	Total net assets or fund balances (see instructions)		355,555	347,371		
31	Total liabilities and net assets/fund balances (see instructions)		384,400	378,670		

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	355,555
2	Enter amount from Part I, line 27a	2	(8,184)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	347,371
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	347,371

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				
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				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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
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	{ 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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	304,983	384,639	0.792907
2011	261,049	396,352	0.658629
2010	278,858	425,988	0.654615
2009	310,247	470,767	0.659025
2008	324,311	509,943	0.635975
2	Total of line 1, column (d)	2	3.401151
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	0.680230
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	375,813
5	Multiply line 4 by line 3	5	255,639
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	255,639
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	274,772

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, credits/payments, and tax due. Total tax due is 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and state reporting. Includes a dropdown menu for 'MASSACHUSETTS'.

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 X

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 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X

Website address ▶ WWW.HEATHWORKSCOMMUNITYFITNESS.ORG

14 The books are in care of ▶ MARK HARRINGTON Telephone no. ▶ (617) 859-8700
 Located at ▶ 137 NEWBURY ST, 5TH FLOOR BOSTON, MA ZIP+4 ▶ 02116

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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)? Organizations relying on a current notice regarding disaster assistance check here N/A

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 X

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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

- 5a During the year did the foundation pay or incur any amount to:
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No
- 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? Yes No
 If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
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
MARK HARRINGTON 480 BEACON ST. BOSTON, MA 02116	PRESIDENT AS REQ		0	0
MATTHEW HARRINGTON 193 WEST CANTON ST APT. 4 BOSTON, MA 02116	DIRECTOR AS REQ		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
LAUREN BROADHURST 137 NEWBURY STREET, 5TH FLOOR, BOSTON, MA 02116	DIRECTOR FULL	53,710		

Total number of other employees paid over \$50,000 Yes No **NONE**

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		

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 THE ORGANIZATION RUNS TWO NONPROFIT FITNESS CENTERS IN DORCHESTER, MA. THE CENTERS PROVIDE RESIDENTIAL PROGRAMMING, CHILDCARE, SUBSTANCE ABUSE & MENTAL HEALTH TREATMENT, EDUCATION, TRAINING AND OTHER SERVICES TO WOMEN IN NEED. THE CENTERS ALSO PROVIDE FITNESS AND	
2 NUTRITIONAL SERVICES.	
3 TOTAL EXPENSE:	
PAYROLL 166,167	
OCCUPANCY 31,408	
4 OTHER OPERATIONS 96,611	
	294,186

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	

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	
b	Average of monthly cash balances	1b	288,387
c	Fair market value of all other assets (see instructions)	1c	93,149
d	Total (add lines 1a, b, and c)	1d	381,536
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	381,536
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,723
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	375,813
6	Minimum investment return. Enter 5% of line 5	6	18,791

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	18,791
2a	Tax on investment income for 2013 from Part VI, line 5	2a		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b	2c		
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,791	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	18,791	
6	Deduction from distributable amount (see instructions)	6		
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	18,791	

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	274,772
b	Program-related investments—total from Part IX-B	1b	
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	274,772
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	274,772

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				18,791
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years. 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	324,311			
b From 2009	310,247			
c From 2010	278,859			
d From 2011	261,049			
e From 2012	304,983			
f Total of lines 3a through e	1,479,449			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ <u>274,772</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2013 distributable amount				18,791
e Remaining amount distributed out of corpus	255,981			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,735,430			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	324,311			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,411,119			
10 Analysis of line 9:				
a Excess from 2009	310,247			
b Excess from 2010	278,859			
c Excess from 2011	261,049			
d Excess from 2012	304,983			
e Excess from 2013	255,981			

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

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: Tax year (2013, 2012, 2011, 2010) and (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

Part XV Supplementary Information (Complete this part only if the foundation 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).) MARK HARRINGTON
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 NONE
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [X] 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 e-mail 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p>				
<p>Total</p>			▶	3a
<p>b <i>Approved for future payment</i></p>				
<p>Total</p>			▶	3b

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization HEALTHWORKS COMMUNITY FITNESS, INC.	Employer identification number 04-3431534
---	--

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization HEALTHWORKS COMMUNITY FITNESS, INC.	Employer identification number 04-3431534
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HEALTHWORKS FITNESS CENTER BUSINESS TR 137 NEWBURY STREET, 5TH FLOOR BOSTON MA 02116 Foreign State or Province: _____ Foreign Country: _____	\$ 21,130	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	JOHN HANCOCK 601 CONGRESS STREET BOSTON MA 02110 Foreign State or Province: _____ Foreign Country: _____	\$ 39,328	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	THE BOSTON FOUNDATION 75 ARLINGTON STREET BOSTON MA 02116 Foreign State or Province: _____ Foreign Country: _____	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	REEBOK FOUNDATION JW FOSTER BOULEVARD CANTON MA 02137 Foreign State or Province: _____ Foreign Country: _____	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

HEALTHWORKS COMMUNITY FITNESS, INC.

EIN 04-3431534

FORM 990PF YEAR 2013

STATEMENT 1

Contributions \$5,000 and above:

Healthworks Fitness Centers Business Trust (A Corporation)

137 Newbury Street, 5th Floor

Boston, MA 02116 \$ 21,130

John Hancock - Marathon Numbers

601 Congress Street

Boston, MA 02110 39,328

Boston Foundation

75 Arlington Street

Boston, MA 02116 5,000

Reebok Foundation

JW Foster Boulevard

Canton, MA 02137 7,500\$ 72,958STATEMENT 2

Accounting fees

Forman, Itzkowitz, Berenson & LaGreca \$ 10,610STATEMENT 3

Other professional fees

Licenses \$ 200

Payroll processing 1,634

Consulting 270\$ 2,104STATEMENT 4

Taxes

Payroll \$ 18,941

Healthworks Community Fitness, Inc

EIN: 04-3431534

Form: 990PF Tax Year: 2013

Statement 5

HEALTHWORKS COMMUNITY FITNESS, INC
FIXED ASSETS
12/31/13

Date	Description	ASSET			ACCUMULATED DEPRECIATION- BOOK							
		WP Reference	Beginning	Additions	Disposals	Ending	Method/Life	Sec 179	Beginning	Current	Disposals	Ending
<u>Leasehold Improvements - St Mary's A/C #1340 100</u>												
	01/01/02 Leasehold Improvements		58,247.00		58,247.00		SL/39.0		16,429.00	1,494.00		17,923.00
	02/26/13 Water Fountain		2,245.00		2,245.00		SL/7.0		160.00	160.00		160.00
				H-02a								
			58,247.00	2,245.00	0.00	60,492.00			16,429.00	1,654.00	0.00	18,083.00
								H-01				H-01
<u>Leasehold Improvements - Codman A/C #1340 300</u>												
	07/25/12 Leasehold Improvements		3,555.00	0.00	3,555.00		SL/7.0		762.00	508.00		1,270.00
			3,555.00	0.00	0.00	3,555.00			762.00	508.00	0.00	1,270.00
								H-01				H-01
<u>Fitness Equipment - Codman A/C #1330 300</u>												
	07/03/08 Sportwall International		23,728.65		23,728.65		SL/7.0		15,254.14	3,390.00		18,644.14
	10/06/08 Sportwall International		23,728.65		23,728.65		SL/7.0		15,254.14	3,390.00		18,644.14
	09/30/09 LifeFitness Equipment		32,908.28		32,908.28		SL/7.0		16,454.13	4,701.00		21,155.13
			80,365.58	0.00	0.00	80,365.58			46,962.41	11,481.00	0.00	58,443.41
								H-01				H-01
<u>Television & Audio Equipment - St. Mary's A/C #1310 200</u>												
	01/01/02 TV & Audio Equipment		6,958.50		6,958.50		SL/7.0		6,959.00			6,959.00
	01/01/02 TV & Audio Equipment		1,310.27		1,310.27		SL/7.0		1,310.00			1,310.00
	01/01/02 TV & Audio Equipment		5,400.74		5,400.74		SL/7.0		5,401.00			5,401.00
			13,669.51	0.00	0.00	13,669.51			13,670.00	0.00	0.00	13,670.00
								H-01				H-01
<u>Television & Audio Equipment - Codman A/C #1310 300</u>												
	10/09/08 Cardio Theater Install		5,437.53		5,437.53		SL/7.0		3,495.56	777.00		4,272.56
	10/15/08 GE/Aerobic Studio		9,053.35		9,053.35		SL/7.0		5,820.03	1,293.00		7,113.03
	08/12/10 Security Surveillance System		8,730.00		8,730.00		SL/7.0		3,117.85	1,247.00		4,364.85
			23,220.88	0.00	0.00	23,220.88			12,433.44	3,317.00	0.00	15,750.44
								H-01				H-01
	Grand totals		175,502.97	2,245.00	0.00	181,302.97			89,494.85	16,960.00	0.00	107,216.85

Depreciation Expense
 A/C# 6200 100 1,654.00 TB
 A/C# 6200 200 - TB
 A/C# 6200 300 15,306.00 TB
16,960.00 T

HEALTHWORKS COMMUNITY FITNESS, INC.

EIN 04-3431534

FORM 990PF YEAR 2013

STATEMENT 6

Other expenses

Advertising	\$	558
Insurance		10,301
Fees		4,361
Repairs & Maintenance		4,526
Supplies		6,928
Telephone & Cable		6,948
Sundry		402
Office		6,797
Dues & Subscriptions		499
Event Expense		<u>1,537</u>
	\$	<u><u>42,857</u></u>

HEALTHWORKS COMMUNITY FITNESS, INC.

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2013 AND 2012

CONTENTS

	<u>Page No.</u>
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Financial Position	2
Statements of Activities and Changes in Net Assets	3
Statements of Functional Expenses	4
Statements of Cash Flows	5 - 6
Notes to Financial Statements	7 - 10

◇ FORMAN, ITZKOWITZ, BERENSON & LA GRECA, P.C. ◇
CPAs and Business Advisors
INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Healthworks Community Fitness, Inc.
Boston, Massachusetts

We have audited the accompanying financial statements of Healthworks Community Fitness, Inc. (a nonprofit organization), which comprise the statements of financial position as of December 31, 2013 and 2012, and the related statements of activities and changes in net assets, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Managements Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Healthworks Community Fitness, Inc. as of December 31, 2013 and 2012, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Forman, Itzkowitz, Berenson & La Greca, P.C.

October 20, 2014

404 Wyman Street, Suite 275, Waltham, MA 02451-1264
Tel: (781) 487-9200 • Fax: (781) 487-9204 • www.fibl.com



The CPA. Never Underestimate The Value.®

HEALTHWORKS COMMUNITY FITNESS, INC.

STATEMENTS OF FINANCIAL POSITION

	<u>DECEMBER 31,</u>	
	<u>2013</u>	<u>2012</u>
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 300,440	\$ 276,333
Contributions receivable	4,144	19,266
	<u>304,584</u>	<u>295,599</u>
Property and Equipment	<u>74,086</u>	<u>88,801</u>
	<u>\$ 378,670</u>	<u>\$ 384,400</u>
<u>LIABILITIES AND NET ASSETS</u>		
Current Liabilities:		
Accounts payable	\$ 5,852	\$ 4,768
Accrued expenses	25,447	24,077
	<u>31,299</u>	<u>28,845</u>
Net Assets:		
Unrestricted:		
Undesignated	137,878	148,195
Board designated	209,493	207,360
Temporarily restricted	-	-
Permanently restricted	-	-
	<u>347,371</u>	<u>355,555</u>
	<u>\$ 378,670</u>	<u>\$ 384,400</u>

The accompanying notes are an integral part of these financial statements

HEALTHWORKS COMMUNITY FITNESS, INC.

STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS

	<u>YEAR ENDED DECEMBER 31,</u>	
	<u>2013</u>	<u>2012</u>
Support and Revenue:		
Contributions	\$ 62,828	\$ 109,776
Fundraising	56,009	38,640
Membership fees	161,433	152,057
Interest income	-	20
Miscellaneous revenue	<u>5,732</u>	<u>7,220</u>
Total Support and Revenue	<u>286,002</u>	<u>307,713</u>
Expenses:		
Program Services:		
Fitness centers	<u>247,291</u>	<u>252,894</u>
Total Program Services	<u>247,291</u>	<u>252,894</u>
Support Services:		
Management and general	45,358	52,374
Fundraising	<u>1,537</u>	<u>7,339</u>
Total Support Services	<u>46,895</u>	<u>59,713</u>
Total Expenses	<u>294,186</u>	<u>312,607</u>
Changes in Unrestricted Net Assets	(8,184)	(4,894)
Unrestricted Net Assets, Beginning of Year	<u>355,555</u>	<u>360,449</u>
Unrestricted Net Assets, End of Year	<u>\$ 347,371</u>	<u>\$ 355,555</u>

The accompanying notes are an integral part of these financial statements

HEALTHWORKS COMMUNITY FITNESS, INC.

STATEMENTS OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2013

	Program Services		Support Services		Total
	Fitness Centers	Management and General	Fundraising		
Salaries	\$ 155,431	\$ 10,736	\$ -	\$ 166,167	
Payroll taxes	17,805	1,136	-	18,941	
Employee benefits	3,584	229	-	3,813	
Advertising	393	165	-	558	
Bank fees	-	3,971	-	3,971	
CAM charges	31,408	-	-	31,408	
Depreciation	15,306	1,654	-	16,960	
Donations and grants	-	-	-	-	
Dues and subscriptions	-	499	-	499	
Event expense	-	-	1,537	1,537	
Insurance	-	10,301	-	10,301	
Licenses and fees	390	-	-	390	
Office expense	6,536	261	-	6,797	
Printing	1,326	-	-	1,326	
Professional fees	-	12,714	-	12,714	
Repairs and maintenance	4,526	-	-	4,526	
Sundry expenses	-	402	-	402	
Supplies	6,928	-	-	6,928	
Telephone and cable	3,658	3,290	-	6,948	
	<u>\$ 247,291</u>	<u>\$ 45,358</u>	<u>\$ 1,537</u>	<u>\$ 294,186</u>	

YEAR ENDED DECEMBER 31, 2012

Program Services	Support Services			
Fitness Centers	Management and General	Fundraising	Total	
\$ 138,947	\$ 13,750	\$ 4,875	\$ 157,572	
19,645	2,183	-	21,828	
5,522	614	-	6,136	
4,241	-	-	4,241	
-	3,679	-	3,679	
32,366	-	-	32,366	
15,306	1,494	-	16,800	
14,496	-	-	14,496	
-	1,691	-	1,691	
-	-	2,464	2,464	
-	10,887	-	10,887	
790	-	-	790	
3,451	135	-	3,586	
2,123	-	-	2,123	
-	14,423	-	14,423	
6,284	-	-	6,284	
-	127	-	127	
7,593	-	-	7,593	
2,130	3,391	-	5,521	
<u>\$ 252,894</u>	<u>\$ 52,374</u>	<u>\$ 7,339</u>	<u>\$ 312,607</u>	

The accompanying notes are an integral part of these financial statements

HEALTHWORKS COMMUNITY FITNESS, INC.

STATEMENTS OF CASH FLOWS

	<u>YEAR ENDED DECEMBER 31,</u>	
	<u>2013</u>	<u>2012</u>
Cash Flows From Operating Activities:		
Cash received from support and revenue	\$ 301,124	\$ 305,168
Cash paid for program services and support services	(274,772)	(303,156)
Interest income received	-	20
	<u>26,352</u>	<u>2,032</u>
Net Cash Provided by Operating Activities		
Cash Flows From Investing Activities:		
Acquisition of property and equipment	<u>(2,245)</u>	<u>-</u>
	<u>(2,245)</u>	<u>-</u>
Net Cash Used in Investing Activities		
Net Increase in Cash	24,107	2,032
Cash, Beginning	<u>276,333</u>	<u>274,301</u>
Cash, Ending	<u>\$ 300,440</u>	<u>\$ 276,333</u>

The accompanying notes are an integral part of these financial statements

HEALTHWORKS COMMUNITY FITNESS, INC.

STATEMENTS OF CASH FLOWS (Continued)

Reconciliation of Change in Net Assets to Net Cash Provided by Operating Activities

	<u>YEAR ENDED DECEMBER 31,</u>	
	<u>2013</u>	<u>2012</u>
Decrease in Net Assets	\$ (8,184)	\$ (4,894)
Adjustments to Reconcile Change in Net Assets to Net Cash Provided by Operating Activities:		
Depreciation	16,960	16,800
(Increase) decrease in contributions receivable	15,122	(2,525)
Decrease in prepaid expenses	-	3,250
Increase (decrease) in accounts payable	1,084	(13,728)
Increase in accrued expenses	<u>1,370</u>	<u>3,129</u>
Total Adjustments	<u>34,536</u>	<u>6,926</u>
Net Cash Provided by Operating Activities	<u>\$ 26,352</u>	<u>\$ 2,032</u>

The accompanying notes are an integral part of these financial statements

HEALTHWORKS COMMUNITY FITNESS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2013 AND 2012

Note 1 - Description of Operations

The Healthworks Community Fitness, Inc., the "Organization" is a non-profit organization dedicated to promoting the health and well-being of women and their children from all cultural and economic backgrounds, and to empower women to realize their personal potential through strength, determination, and education. The Organization operates two fitness centers in Dorchester, Massachusetts.

Note 2 - Summary of Significant Accounting Policies

a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles. These principles require that net assets, support and revenues and expenses, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Organization and changes therein are classified and reported as follows:

Unrestricted Net Assets - Net assets that are not subject to donor-imposed stipulations.

Board Designated Assets - Net assets that are designated by the Board of Directors to be used for future expansion.

Temporarily Restricted Net Assets - Net assets that are subject to donor-imposed stipulations that may, or will be met, either by actions of the Organization and/or the passage of time. When a restriction expires temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Permanently Restricted Net Assets - Net assets that are subject to donor-imposed stipulations that they be maintained permanently by the Organization.

b) Contributions

Contributions are recorded when made except unconditional promises to give are recognized when the donor makes a promise to give to the Organization that is, in substance, unconditional. All contributions and unconditional pledges are available for unrestricted use unless specifically restricted by the donor.

HEALTHWORKS COMMUNITY FITNESS, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2013 AND 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

c) Income Taxes

The Organization is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code. However, the Internal Revenue Code imposes an excise tax of 2% (reduced to 1% if certain requirements are met) on net investment income of the Organization. The Organization filed with the Internal Revenue Service in 2012 a notification of intent to terminate its private foundation status under section 507(b)(1)(B) of the Internal Revenue Code during a 60 month period beginning January 1, 2012. The Organization however is still required to file a private foundation tax return until completion of the 60 month period and is classified as a public charity.

Management has evaluated significant tax positions against the criteria established by professional standards and believes there are no such tax positions requiring accounting recognition in the financial statements. Management does not believe its evaluation of tax positions will significantly change within twelve months of December 31, 2013. Any changes in tax positions will be recorded when the ultimate outcome becomes known. The Organization's information returns are subject to examination by taxing authorities generally for the years ended December 31, 2010, 2011, 2012 and 2013.

d) Use of Estimates and Assumptions in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

e) Contributions Receivable

The Organization considers all contributions receivable to be fully collectible; accordingly, no allowance for doubtful collections is considered necessary. All receivables are expected to be collected within one year.

f) Property and Equipment

Property and equipment are recorded at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the respective assets ranging from seven years to thirty nine years. Maintenance and repairs are charged to expense as incurred; major renewals and betterments are capitalized. When items of property or equipment are sold or retired, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

HEALTHWORKS COMMUNITY FITNESS, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2013 AND 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

g) Functional Allocation of Expenses

The cost of providing the Organization's program and supporting services have been summarized on a functional basis in the statements of activities and change in net assets. Accordingly, certain costs have been allocated among the programs and supporting services benefitted.

h) Advertising Costs

The Organization expenses advertising costs as they are incurred. Total advertising expenses for 2013 was \$558 and 2012 was \$4,241.

Note 3 - Property and Equipment

Property and equipment consist of the following:

	<u>2013</u>	<u>2012</u>
Leasehold improvements	\$ 64,046	\$ 61,801
Fitness equipment	80,365	80,365
Television and audio equipment	<u>36,892</u>	<u>36,892</u>
	181,303	179,058
Less: accumulated depreciation	<u>(107,217)</u>	<u>(90,257)</u>
	<u>\$ 74,086</u>	<u>\$ 88,801</u>

Depreciation expense was \$16,960 in 2013 and \$16,800 in 2012.

Note 4 - Related Party Transactions

Healthworks Community Fitness, Inc. received contributions monthly from the Healthworks Fitness Centers, Inc., a related party. The Healthworks Fitness Centers, Inc. contributes funds at their discretion based on varying percentage rates of net membership fees from each of their five fitness center locations. During 2013 and 2012, the rate was 0.5%. The contribution from the Healthworks Fitness Centers, Inc. was \$21,130 for the year ended December 31, 2013 and was \$63,794 for the year ended December 31, 2012. A contribution receivable was due to the Organization of \$0 at December 31, 2013 and \$5,243 at December 31, 2012.

The Organization received 7.4% in 2013 and 20.7% in 2012 of its support and revenue from the Healthworks Fitness Centers, Inc. Healthworks Fitness Centers, Inc. ceased making contributions to the Organization as of June, 2013.

HEALTHWORKS COMMUNITY FITNESS, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2013 AND 2012

Note 5 - CAM Agreement

Healthworks Community Fitness, Inc. has entered into an agreement with the owner of the property at their Codman Square fitness center to pay the Organization's allocated share of costs for the operation of the property.

The property owner will calculate and bill the Organization monthly for their respective share of common area maintenance (CAM) costs of the property. CAM charges of \$31,408 and \$32,366 were paid in 2013 and 2012, respectively.

Note 6 - Subsequent Events

Professional standards state that an entity is required to evaluate subsequent events through the date the financial statements are issued or are available to be issued. The Organization has evaluated subsequent events through the date the report was available for issuance, October 20, 2014.

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. <u>Healthworks Community Fitness Inc</u>	Employer identification number (EIN) or <u>04-3431534</u>
	Number, street, and room or suite no. If a R.D. box, see instructions <u>137 Newbury St Floor 5</u>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <u>Boston, MA 02116</u>	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► Mark Harrington

Telephone No. ► 617-859-8700 Fax No. ► 617-859-5821

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 20 13 or
- tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<u>0</u>
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<u>0</u>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<u>0</u>

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions HEALTHWORKS COMMUNITY FITNESS, INC	Employer identification number (EIN) or 04-3431534
	Number, street, and room or suite no. If a P.O. box, see instructions 137 NEWBURY ST FLOOR 5	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02116	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **MARK HARRINGTON**
Telephone No (617) 859-8700 Fax No. (617) 859-5821
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15/2014
- For calendar year 2013, or other tax year beginning _____, and ending _____
- If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Title Date