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Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2008

Department of the Treasury Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning 01-01-2008 and ending 12-31-2008

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions. Name of foundation WINSHAPE FOUNDATION INC. A Employer identification number 58-1595471. B Telephone number (see the instructions) 58-1595471.

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 60,137,573 J Accounting method Cash Accrual Other (specify) MODIFIED ACCRUAL (Part I, column (d) must be on cash basis.)

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 the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	312,336	337,125	337,125	
	2 Savings and temporary cash investments	15,817,705	21,731,595	21,731,595	
	3 Accounts receivable ▶ <u>584,411</u>				
	Less allowance for doubtful accounts ▶ _____	478,279	584,411	584,411	
	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 the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____				
	Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use	21,194	20,083	20,083	
	9 Prepaid expenses and deferred charges	205,618	23,507	23,507	
	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 ▶ <u>12,000</u>				
Less accumulated depreciation (attach schedule) ▶ _____	12,000	12,000	12,000		
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	5,125,342	5,239,743	3,931,982		
14 Land, buildings, and equipment basis ▶ <u>45,608,849</u>					
Less accumulated depreciation (attach schedule) ▶ <u>12,111,979</u>	31,473,136	33,496,870	33,496,870		
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	53,445,610	61,445,334	60,137,573		
Liabilities	17 Accounts payable and accrued expenses	461,839	461,441		
	18 Grants payable				
	19 Deferred revenue	516,856	476,825		
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)	300,429	258,698		
23 Total liabilities (add lines 17 through 22)	1,279,124	1,196,964			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds					
28 Paid-in or capital surplus, or land, bldg, and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds	52,166,486	60,248,370			
30 Total net assets or fund balances (see the instructions)	52,166,486	60,248,370			
31 Total liabilities and net assets/fund balances (see the instructions)	53,445,610	61,445,334			

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	52,166,486
2	Enter amount from Part I, line 27a	2	8,081,884
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	60,248,370
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	60,248,370

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) 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 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	-22,866
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 the instructions) If (loss), enter -0- in Part I, line 8		3	-118,454

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))
2007	12,168,259	22,438,866	0.542285
2006	10,389,218	14,592,491	0.711956
2005	9,176,897	7,917,820	1.159018
2004	13,686,153	7,543,010	1.814415
2003	19,757,280	6,923,180	2.853787

2 Total of line 1, column (d).	2	7.081461
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	1.416292
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5.	4	34,100,945
5 Multiply line 4 by line 3.	5	48,296,896
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	6,128
7 Add lines 5 and 6.	7	48,303,024
8 Enter qualifying distributions from Part XII, line 4.	8	16,597,334

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 the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter <u>1984-09-10</u> (attach copy of ruling letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	12,257
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	
3	Add lines 1 and 2.	3	12,257
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	12,257
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	17,800
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	17,800
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,543
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	5,543

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? <input checked="" type="checkbox"/>	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> <input checked="" type="checkbox"/>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities Continued

<p>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 page 20 of the instructions)</p> <p>.....</p>	11a		No
<p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract?</p>	12		No
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?</p> <p>Web site address ▶ _____</p>	13	Yes	
<p>14 The books are in care of ▶ JAMES B MCCABE Telephone no ▶ (404) 765-8000</p> <p>Located at ▶ 5200 BUFFINGTON RD ATLANTA GA ZIP+4 ▶ 30349</p>			
<p>15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/></p> <p>and enter the amount of tax-exempt interest received or accrued during the year ▶ 15</p>			

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) <ul style="list-style-type: none"> (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? <p>Organizations relying on a current notice regarding disaster assistance check here. ▶ <input checked="" type="checkbox"/></p>	1b		No
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 2008?	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)) <ul style="list-style-type: none"> a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see the instructions). c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ 			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If you answered "Yes" to 6b, also file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	7b		No

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 the 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
S TRUETT CATHY 5200 BUFFINGTON ROAD ATLANTA, GA 30349	PRESIDENT 20 0	0	0	0
DONALD M CATHY 5200 BUFFINGTON ROAD ATLANTA, GA 30349	VICE PRES 20 0	0	0	0
JAMES B MCCABE 5200 BUFFINGTON ROAD ATLANTA, GA 30349	SEC /TRES 8 0	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see the 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
ROBERT SKELTON BOX 9 MT BERRY, GA 30149	EXECUTIVE DIRECTOR 40 0	156,838	28,596	
SHAWN STOEVER PO BOX 80 MT BERRY, GA 30149	DIVISION DIRECTOR 40 0	126,744	24,589	
LARRY COX 9 BERRY COLLEGE MOUNT BERRY, GA 30149	PROGRAM DIRECTOR 40 0	120,231	24,422	
TERRY SHANK PO BOX 490007 MT BERRY, GA 30149	OPERATIONS DIRECTOR 40 0	80,727	19,749	
RICK ANTHONY PO BOX 490007 MT BERRY, GA 30149	ENGINEER 40 0	87,407	20,591	

Total number of other employees paid over \$50,000. 19

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 the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GARRET RUTHERFORD 575 WILLOW OAK WAY ROSWELL, GA 30076	MARKETING CONSULTING	332,075
RON CARTER PO BOX 231 ARMUCHEE, GA 30105	GENERAL CONTRACTOR	92,149

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 WINSHAPE INTERNATIONAL	1,294,175
2 WINSHAPE FOSTER CARE	3,497,189
3 WINSHAPE RETREAT	3,843,685
4 CAMP WINSHAPE	3,921,061

Part IX-B Summary of Program-Related Investments (see the 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 the instructions	
3 	

Total Add lines 1 through 3. ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	23,504,189
b	Average of monthly cash balances.	1b	11,104,060
c	Fair market value of all other assets (see the instructions).	1c	12,000
d	Total (add lines 1a, b, and c).	1d	34,620,249
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	0
3	Subtract line 2 from line 1d.	3	34,620,249
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions).	4	519,304
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,100,945
6	Minimum investment return. Enter 5% of line 5.	6	1,705,047

Part XI Distributable Amount (see page 25 of the 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	
2a	Tax on investment income for 2008 from Part VI, line 5.	2a	
b	Income tax for 2008 (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	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see page 25 of the 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	12,595,471
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	4,001,863
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	16,597,334
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 page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	16,597,334

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only.			0	
b Total for prior years 2006, 2005, 2004		0		
3 Excess distributions carryover, if any, to 2008				
a From 2003.				0
b From 2004.				0
c From 2005.				0
d From 2006.				0
e From 2007.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ _____				
a Applied to 2007, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see the instructions).		0		
c Treated as distributions out of corpus (Election required—see the instructions).	0			
d Applied to 2008 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2008 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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.				
d Subtract line 6c from line 6b Taxable amount—see the instructions.		0		
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions.			0	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions).	0			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a From 2004.				
b From 2005.				0
c From 2006.				0
d From 2007.				0
e From 2008.				0

Part XIV Private Operating Foundations (see the 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 2008, enter the date of the ruling. 1984-09-10

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) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	666,852	1,018,417	523,213	207,862	2,416,344
b 85% of line 2a	566,824	865,654	444,731	176,683	2,053,892
c Qualifying distributions from Part XII, line 4 for each year listed	16,597,334	12,168,259	10,389,218	9,176,897	48,331,708
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	16,597,334	12,168,259	10,389,218	9,176,897	48,331,708
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	60,137,573	53,822,851	48,303,301	41,572,177	203,835,902
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	1,136,698	747,962	486,417	263,927	2,635,004
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 the 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))

S TRUETT CATHY

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

NA

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 1,507,724
b <i>Approved for future payment</i>				
Total				3b

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.
▶ See separate instructions.

OMB No 1545-0047

2008

Name of organization
WINSHAPE FOUNDATION INC

Employer identification number
58-1595471

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 organizations 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 Form 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate 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. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
WINSHAPE FOUNDATION INC

Employer identification number

58-1595471

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	See Additional Data Table _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization WINSHAPE FOUNDATION INC	Employer identification number 58-1595471
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Part II Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>13</u>	06 FORD VAN, 04 MERCURY MONTEREY, 02 LINCOLN TOWN CAR, 07 FORD EXPEDITION 08 FORD EXPLORER, 06 FORD	\$ <u>77,445</u>	_____
<u>14</u>	1957 FORD AUTO	\$ <u>21,875</u>	<u>2008-10-17</u>
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization WINSHAPE FOUNDATION INC	Employer identification number 58-1595471
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Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.* (Complete columns (a) through (e) and the following line entry)
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____

Additional Data

Software ID:
Software Version:
EIN: 58-1595471
Name: WINSHAPE FOUNDATION INC

Form 990 Schedule B, Part I - Contributors (See Specific Instructions):

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHICK-FIL-A INC 5200 BUFFINGTON RD ATLANTA, GA 30349	\$ 12,595,819	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	S TRUETT CATHY 11169 TURNER RD HAMPTON, GA 30228	\$ 33,800	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	DONALD CATHY 2989 LAKE PARK DRIVE JONESBORO, GA 30281	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	METRO ATLANTA CHAMBER OF COMMERCE PO BOX 1740 ATLANTA, GA 30301	\$ 390,205	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	NATIONAL CHRISTIAN FOUNDATION 1100 JOHNSON FERRY RD NE SUITE 24 ATLANTA, GA 30342	\$ 62,285	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	OTHER 5200 BUFFINGTON ROAD ATLANTA, GA 30349	\$ 130,313	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part I - Contributors (See Specific Instructions):

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	CFA PROPERTIES INC SUITE 928 1105 NORTH MARKET STREET WILMINGTON, DE 19801	\$ 8,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	DAN CATHY 186 PEEPLES ROAD FAYETTEVILLE, GA 30214	\$ 36,733	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	ATLANTA SPIRIT LLC 101 MARIETTA ST NW ATLANTA, GA 30303	\$ 24,574	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	CARICO FARMS INC PO BOX 549 FALLS CITY, NE 68355	\$ 36,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	FREDERIC THOMAS 5629 STRAND BLVD NAPLES, FL 34110	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	JOHN W WHITE III 411 SAWMILL ROAD HAMPTON, GA 30228	\$ 8,103	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part I - Contributors (See Specific Instructions):

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	CHICK-FIL-A INC 5200 BUFFINGTON ROAD ATLANTA, GA 30349	\$ 77,445	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	MELVIN GRAHAM 3550 GOVERNORS LANE CHARLOTTE, NC 28211	\$ 21,875	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	CORPORATE CONC EPTS INTL 1521 GREEN OAK PLACE SUITE 103 KINGWOOD, TX 77339	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	WEST STAR AVIATION 2 AIRLINE COURT EAST ALTON, IL 62024	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	CHARLES KING 2717 FM 2751 LONGVIEW, TX 75605	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
18	JOE JEFFCOAT 1317 QUAIL VALLEY WEST COLUMBIA, SC 29212	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part I - Contributors (See Specific Instructions):

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<p><u>19</u></p>	<p>MICHAEL EDMONDS _____ 1314 SALEM RUN _____ CRO WNSVILLE, MD 21032 _____</p>	<p>\$ _____ <u>6,500</u></p>	<p>Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)</p>

Form 2220

Underpayment of Estimated Tax by Corporations

OMB No 1545-0142

2008

See separate instructions.

Attach to the corporation's tax return.

Department of the Treasury Internal Revenue Service

Name WINSHAPE FOUNDATION INC

Employer identification number

58-1595471

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment

Table with 5 main rows and sub-rows (2a, 2b, 2c, 2d) for calculating the required annual payment based on total tax and previous year's tax.

Part II Reasons for Filing- Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

- 6 [] The corporation is using the adjusted seasonal installment method
7 [] The corporation is using the annualized income installment method
8 [] The corporation is a "large corporation" figuring its first required installment based on the prior year's tax

Part III Figuring the Underpayment

Table with 4 columns (a, b, c, d) and 9 rows (9-18) for calculating the underpayment by comparing installment due dates with actual payments.

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17--no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) <i>(Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month)</i>	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2008 and before 7/1/2008	21			
22 Underpayment on line 17 x <u>Number of days on line 21</u> x 6% 366	22	\$	\$	\$
23 Number of days on line 20 after 6/30/2008 and before 10/1/2008	23			
24 Underpayment on line 17 x <u>Number of days on line 23</u> x *% 366	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2008 and before 1/1/2009	25			
26 Underpayment on line 17 x <u>Number of days on line 25</u> x *% 366	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2008 and before 4/1/2009	27			
28 Underpayment on line 17 x <u>Number of days on line 27</u> x *% 365	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2009 and before 7/1/2009	29			
30 Underpayment on line 17 x <u>Number of days on line 29</u> x *% 365	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2009 and before 10/1/2009	31			
32 Underpayment on line 17 x <u>Number of days on line 31</u> x *% 365	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2009 and before 1/1/2010	33			
34 Underpayment on line 17 x <u>Number of days on line 33</u> x *% 365	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2009 and before 2/16/2010	35			
36 Underpayment on line 17 x <u>Number of days on line 35</u> x *% 365	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$

***For underpayments paid after March 31, 2008:** For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

(see instructions)

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.**Part I Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.)**

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods					
a Tax year beginning in 2005	1a				
b Tax year beginning in 2006	1b				
c Tax year beginning in 2007	1c				
2 Enter taxable income for each period for the tax year beginning in 2008 (see instructions for the treatment of extraordinary items)	2				
3 Enter taxable income for the following periods		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2005	3a				
b Tax year beginning in 2006	3b				
c Tax year beginning in 2007	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6				
7 Add lines 4 through 6	7				
8 Divide line 7 by 3 0	8				
9a Divide line 2 by line 8	9a				
b Extraordinary items (see instructions)	9b				
c Add lines 9a and 9b	9c				
10 Figure the tax on the amount on line 9c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c				
12 Add lines 11a through 11c	12				
13 Divide line 12 by 3 0	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14				
15 Enter any alternative minimum tax for each payment period (see instructions)	15				
16 Enter any other taxes for each payment period (see instructions)	16				
17 Add lines 14 through 16	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19				

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First ____ months	First ____ months	First ____ months	First ____ months
20 Annualization periods (see instructions)	20				
21 Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items)	21				
22 Annualization amounts (see instructions)	22				
23a Annualized taxable income Multiply line 21 by line 22	23a				
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b	23c				
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24				
25 Enter any alternative minimum tax for each payment period (see instructions)	25				
26 Enter any other taxes for each payment period (see instructions)	26				
27 Total tax Add lines 24 through 26	27				
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	28				
29 Total tax after credits Subtract line 28 from line 27 If zero or less, enter -0-	29				
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31				

Part III Required Installments

		1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column.					
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31 If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32				
33 Add the amounts in all preceding columns of line 38 (see instructions)	33				
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32 If zero or less, enter -0-	34				
35 Enter 25% of line 5 on page 1 of Form 2220 in each column Note: "Large corporations," see the instructions for line 10 for the amounts to enter.	35				
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36				
37 Add lines 35 and 36	37				
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	38				

Additional Data**Software ID:** 08000068**Software Version:** 08-8.1**EIN:** 58-1595471**Name:** WINSHAPE FOUNDATION INC**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines 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)
REGIONS - MICROSOFT	P	2007-10-12	2008-01-15
REGIONS - HEWLETT-PACKARD	P	2007-10-12	2008-01-15
REGIONS - INTEL	P	2007-10-12	2008-01-15
REGIONS - STAPLES	P		2008-01-15
REGIONS - ISHARES RUSSELL 1000	P	2007-10-12	2008-01-15
REGIONS - LABORATORY CORP	P	2007-10-12	2008-01-15
REGIONS - AT&T	P	2004-07-27	2008-01-15
REGIONS - ABBOTT LABS	P		2008-01-15
REGIONS - ARCHER DANIELS MIDLAND	P		2008-01-15
REGIONS - BAXTER INT'L	P	2005-12-09	2008-01-15
REGIONS - BRISTOL MYERS SQUIBB	P	2005-03-23	2008-01-15
REGIONS - CHEVRON	P	2004-03-24	2008-01-15
REGIONS - CISCO	P		2008-01-15
REGIONS - COCA COLA	P		2008-01-15
REGIONS - COLGATE-PALMOLIVE	P		2008-01-15
REGIONS - EXXON MOBIL	P	2003-12-30	2008-01-15
REGIONS - GENERAL MILLS	P	2006-01-04	2008-01-15
REGIONS - HEINZ	P		2008-01-15
REGIONS - PEPSICO	P		2008-01-15
REGIONS - VERIZON	P	2006-01-25	2008-01-15
REGIONS - WYETH	P		2008-01-15
REGIONS - SANOFI-AVENTIS	P		2008-01-15
REGIONS - MOTOROLA	P		2008-01-15
REGIONS - SOUTHWEST AIRLINES	P	2006-01-04	2008-01-15
REGIONS - NOVARTIS	P		2008-01-15
REGIONS - FIDELITY ADV OVERSEAS	P	2005-02-17	2008-01-16
REGIONS - TEMPLETON FUNDS	P	2005-02-17	2008-01-16
REGIONS - FEDERAL HOME LOAN	P	2006-02-23	2008-02-08
REGIONS - LOWE'S	P	2007-08-09	2008-02-22
REGIONS - DEVON ENERGY	P	2008-01-15	2008-02-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines 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)
12,326		10,926	1,400
904		1,030	-126
1,600		1,786	-186
22,612		26,333	-3,721
36,511		40,516	-4,005
24,524		25,083	-559
12,861		8,698	4,163
58,599		43,614	14,985
32,155		19,244	12,911
55,761		34,130	21,631
22,157		21,162	995
15,956		7,861	8,095
7,280		5,360	1,920
111,231		73,021	38,210
53,570		41,571	11,999
39,308		17,987	21,321
23,934		21,626	2,308
44,742		33,791	10,951
60,206		42,617	17,589
6,367		4,532	1,835
70,702		64,416	6,286
47,769		44,745	3,024
7,580		12,200	-4,620
12,335		17,384	-5,049
26,308		26,556	-248
103,262		89,830	13,432
81,287		89,830	-8,543
156,000		155,098	902
462		556	-94
967		875	92

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			1,400
			-126
			-186
			-3,721
			-4,005
			-559
			4,163
			14,985
			12,911
			21,631
			995
			8,095
			1,920
			38,210
			11,999
			21,321
			2,308
			10,951
			17,589
			1,835
			6,286
			3,024
			-4,620
			-5,049
			-248
			13,432
			-8,543
			902
			-94
			92

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines 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)
REGIONS - HEWLETT PACKARD	P	2007-10-12	2008-02-22
REGIONS - AMERICAN INTL GROUP	P		2008-02-22
REGIONS - ISHARES RUSSELL 1000	P	2007-10-12	2008-02-22
REGIONS - DEERE & CO	P		2008-02-22
REGIONS - WELLS FARGO	P	2007-10-12	2008-02-27
REGIONS - FEDERAL HOME LOAN 5 125%	P	2006-06-08	2008-03-11
REGIONS - FEDERAL HOME LOAN 3 875%	P	2006-05-16	2008-03-11
REGIONS - FED NATL MTG 4 5%	P	2006-09-13	2008-03-11
REGIONS - US TREAS 4 25%	P	2008-03-11	2008-04-03
REGIONS - FAIRPOINT	P	2008-02-22	2008-04-04
REGIONS - US TREAS 4 125%	P	2008-03-11	2008-04-08
REGIONS - US TREAS 3 75%	P	2008-03-11	2008-04-15
REGIONS - FED HOME LOAN 5 5%	P	2008-03-11	2008-04-15
REGIONS - FED HOME LOAN 6%	P	2008-03-11	2008-04-14
REGIONS - FED HOME LOAN 5%	P	2008-03-11	2008-04-15
REGIONS - FED NAT'L MTG 5%	P	2008-03-11	2008-04-25
REGIONS - FED NAT'L MTG 6%	P	2008-03-11	2008-04-25
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-04-25
REGIONS - WACHOVIA	P		2008-04-30
REGIONS - FAIRPOINT	P	2008-02-22	2008-05-07
REGIONS - FAIRPOINT COMM	P	2006-01-25	2008-05-07
REGIONS - AT&T	P	2008-03-11	2008-05-09
REGIONS - MCDONALD'S CORP SER	P	2008-03-11	2008-05-09
REGIONS - FED HOME LOAN 5 5%	P	2008-03-11	2008-05-15
REGIONS - FED HOME LOAN 5%	P	2008-03-11	2008-05-15
REGIONS - FED NAT'L MTG 5%	P	2008-03-11	2008-05-27
REGIONS - FED NAT'L MTG 6%	P	2008-03-11	2008-05-27
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-05-27
REGIONS - HOME DEPOT 5 4%	P	2008-03-11	2008-06-02
REGIONS - FED HOME LOAN 5 5%	P	2008-03-11	2008-06-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines 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)
37,972		41,725	-3,753
30,370		40,829	-10,459
125,974		144,971	-18,997
35,732		33,318	2,414
614		726	-112
161,130		159,621	1,509
163,553		158,790	4,763
330,255		309,582	20,673
5,401		5,402	-1
1		1	
7,483		7,458	25
35,071		35,131	-60
132		131	1
236		239	-3
744		743	1
657		656	1
945		958	-13
1,112		1,111	1
36,365		50,304	-13,939
52		52	
142		119	23
5,561		5,614	-53
5,052		5,050	2
94		92	2
1,328		1,329	-1
116		115	1
283		286	-3
1,060		1,062	-2
9,361		9,212	149
58		57	1

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			-3,753
			-10,459
			-18,997
			2,414
			-112
			1,509
			4,763
			20,673
			-1
			25
			-60
			1
			-3
			1
			1
			-13
			1
			-13,939
			23
			-53
			2
			2
			-1
			1
			-3
			-2
			149
			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines 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.)
REGIONS - FED HOME LOAN 6%	P	2008-03-11	2008-06-16
REGIONS - FED HOME LOAN 5%	P	2008-03-11	2008-06-16
REGIONS - US TREAS 4 375%	P	2008-04-08	2008-06-20
REGIONS - FED NAT'L MTG 5%	P	2008-03-11	2008-06-25
REGIONS - FED NAT'L MTG 6%	P	2008-03-11	2008-06-25
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-06-25
REGIONS - FED HOME LOAN 5 5%	P	2008-03-11	2008-07-15
REGIONS - FED HOME LOAN 6%	P	2008-03-11	2008-07-15
REGIONS - FED HOME LOAN 5%	P	2008-03-11	2008-07-15
REGIONS - FED NAT'L MTG 5%	P	2008-03-11	2008-07-25
REGIONS - FED NAT'L MTG 6%	P	2008-03-11	2008-07-25
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-07-25
REGIONS - FED HOME LOAN 5 5%	P	2008-03-11	2008-08-15
REGIONS - FED HOME LOAN 6%	P	2008-03-11	2008-08-15
REGIONS - FED HOME LOAN 5%	P	2008-03-11	2008-08-15
REGIONS - BANK OF AMERICA	P		2008-08-19
REGIONS - MERRILL LYNCH	P		2008-08-19
REGIONS - CONAGRA CALLABLE 6 75%	P	2008-03-11	2008-08-19
REGIONS - MERRILL LYNCH	P	2007-07-20	2008-08-19
REGIONS - FED NAT'L MTG 5%	P	2008-03-11	2008-08-28
REGIONS - FED NAT'L MTG 6%	P	2008-03-11	2008-08-25
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-08-25
REGIONS - ROYAL CARIBBEAN	P		2008-09-03
REGIONS - STARBUCKS			2008-09-03
REGIONS - MEDTRONIC	P		2008-09-03
REGIONS - MEDTRONIC	P		2008-09-03
REGIONS - STARBUCKS	P	2007-08-01	2008-09-03
REGIONS - ROYAL CARIBBEAN	P	2007-08-03	2008-09-03
REGIONS - FIDELITY ADVISOR DIV	P	2008-01-16	2008-09-04
REGIONS - US TREAS 4 375%	P	2008-06-20	2008-09-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines 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)
192		194	-2
508		507	1
10,086		10,166	-80
245		244	1
283		287	-4
874		876	-2
64		63	1
222		224	-2
335		334	1
227		226	1
276		280	-4
638		638	
61		60	1
206		209	-3
485		485	
29,413		45,875	-16,462
14,963		35,226	-20,263
5,202		5,367	-165
4,898		16,137	-11,239
174		174	
286		290	-4
463		464	-1
5,867		6,495	-628
18,656		22,158	-3,502
14,268		12,699	1,569
32,928		30,763	2,165
17,786		30,378	-12,592
28,606		35,731	-7,125
103,274		124,396	-21,122
5,135		4,746	389

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			-2
			1
			-80
			1
			-4
			-2
			1
			-2
			1
			1
			-4
			1
			-3
			-16,462
			-20,263
			-165
			-11,239
			-4
			-1
			-628
			-3,502
			1,569
			2,165
			-12,592
			-7,125
			-21,122
			389

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines 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)
REGIONS - FED HOME LOAN 5 5%	P	2008-03-11	2008-09-15
REGIONS - FED HOME LOAN 5%	P	2008-03-11	2008-09-15
REGIONS - FED HOME LOAN 6%	P	2008-03-11	2008-09-15
REGIONS - US TREAS 6 875%	P	2008-03-11	2008-09-17
REGIONS - #8845355 DTD 1/1/06 6%	P	2008-03-11	2008-09-25
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-09-25
REGIONS - FED NAT'L MTG 5%	P	2008-03-11	2008-09-25
REGIONS - FED HOME LOAN 6%	P	2008-03-11	2008-10-15
REGIONS - FED HOME LOAN 5%	P	2008-03-11	2008-10-15
REGIONS - FED HOME LOAN 5 5%	P	2008-03-11	2008-10-15
REGIONS - FED NAT'L MTG 6%	P	2008-03-11	2008-10-27
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-10-27
REGIONS - FED NAT'L MTG 5%	P	2008-03-11	2008-10-27
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-10-27
REGIONS - US TREAS 4 375%	P	2008-04-08	2008-11-07
REGIONS - US TREAS 4 375%	P	2008-09-11	2008-11-07
REGIONS - WELLS FARGO	P	2008-03-11	2008-11-07
REGIONS - PEPSICO	P	2008-03-11	2008-11-10
REGIONS - FED HOME LOAN 6%	P	2008-03-11	2008-11-17
REGIONS - FED HOME LOAN 5%	P	2008-03-11	2008-11-17
REGIONS - FED HOME LOAN 5 5%	P	2008-03-11	2008-11-17
REGIONS - FED NAT'L MTG 5%	P	2008-03-11	2008-11-25
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-11-25
REGIONS - FED NAT'L MTG 6%	P	2008-03-11	2008-11-25
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-11-25
REGIONS - CIT GROUP INC	P	2008-03-11	2008-12-01
REGIONS - 4 125% US TREA 5/15/15	P	2008-03-11	2008-12-05
REGIONS - FED HOME LOAN 5%	P	2008-03-11	2008-12-15
REGIONS - FED HOME LOAN 5 5%	P	2008-03-11	2008-12-15
REGIONS - FED HOME LOAN 6%	P	2008-03-11	2008-12-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines 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)
55		55	
524		524	
165		167	-2
25		4,088	-4,063
912		924	-12
339		339	
191		191	
168		170	-2
482		481	1
48		48	
271		274	-3
194		192	2
331		330	1
303		306	-3
24,018		24,399	-381
5,004		5,024	-20
6,968		7,214	-246
4,935		5,199	-264
185		188	-3
322		322	
70		69	1
173		173	
206		204	2
737		747	-10
126		128	-2
9,300		9,210	90
4,515		4,262	253
246		245	1
24		23	1
166		168	-2

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			-2
			-4,063
			-12
			-2
			1
			-3
			2
			1
			-3
			-381
			-20
			-246
			-264
			-3
			1
			2
			-10
			-2
			90
			253
			1
			1
			-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines 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)
REGIONS - US TREAS 4 875%	P	2008-11-06	2008-12-16
REGIONS - US TREAS 4 875%	P	2008-11-06	2008-12-18
REGIONS - FED NAT'L MTG 6%	P	2008-03-11	2008-12-26
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-12-26
REGIONS - FED NAT'L MTG 5%	P	2008-03-11	2008-12-26
REGIONS - FED NAT'L MTG 5 5%	P	2008-03-11	2008-12-26
FIDELITY - DELL COMPUTER CORP	P	2006-06-27	2008-04-15
FIDELITY - FEDERAL HOME LN BKS	P	2006-05-18	2008-07-07
FIDELITY - TENNESSEE VALLEY AUTH	P	2006-06-20	2008-11-13
FIDELITY - PIMCO TOTAL RETURN	P	2007-05-14	2008-01-16
FIDELITY - DODGE & COX	P	2003-01-03	2008-07-30
FIDELITY - VANGUARD 500 INDEX	P	2007-05-14	2008-07-30
FIDELITY - PIMCO TOTAL RETURN	P	2007-05-14	2008-07-30
FIDELITY - WESTERN ASSET CORE PLUS	P		2008-11-21
FIDELITY - WESTERN ASSET CORE PLUS	P		2008-11-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines 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)
22,424		22,433	-9
5,095		5,098	-3
477		483	-6
182		179	3
113		113	
164		166	-2
300,000		304,251	-4,251
300,000		303,730	-3,730
300,000		299,631	369
18,394		17,417	977
30,464		24,539	5,925
102,044		119,576	-17,532
2,984		2,935	49
213,674		281,143	-67,469
11,565		14,041	-2,476

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

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	
			-9
			-3
			-6
			3
			-2
			-4,251
			-3,730
			369
			977
			5,925
			-17,532
			49
			-67,469
			-2,476

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LAR WINSHAPE CAIXA POSTAL 128 LUZIANIA G O CEP 72 800 000 BR	N/A	N/A	GENERAL CONTRIBUTION	394,200
ALLIANCE DEFENSE FUND 1000 HURRICANE SHOALS ROAD NE BLDG D SUITE 600 LAWRENCEVILLE, GA 30043	N/A	N/A	GENERAL CONTRIBUTION	2,500
ATLANTA PREGNANCY RESOURCE CENTER 3983 LAVISTA ROAD SUITE 108 TUCKER, GA 30084	N/A	N/A	GENERAL CONTRIBUTION	250
CHRISTIAN HOSPITALITY NETWORK 1200 PAINT ROCK ROAD KINGSTON, TN 37763	N/A	N/A	GENERAL CONTRIBUTION	2,500
FELLOWSHIP OF CHRISTIAN ATHLETES 190 AUSTIN OAKS DRIVE ELLENWOOD, GA 30294	N/A	N/A	GENERAL CONTRIBUTION	240,000
INTERNATIONAL BUSINESS ASSOCIATES LTD PO BOX 502 REDHILL, SURREY RH1 1XG UK	N/A	N/A	GENERAL CONTRIBUTION	29,719
MARRIAGE & FAMILY LEGACY FUND 5550 TRIANGE PARKWAY SUITE 160 NORCROSS, GA 30092	N/A	N/A	GENERAL CONTRIBUTION	145,833
NATIONAL CHRISTIAN FOUNDATION 1100 JOHNSON FERRY ROAD SUITE 900 ATLANTA, GA 30342	N/A	N/A	GENERAL CONTRIBUTION	271,600
SERVING MARRIAGES INC 3168 BAY VIEW DRIVE LAKE SPIVEY, GA 30236	N/A	N/A	GENERAL CONTRIBUTION	15,000
SONSCAPE RETREATS PO BOX 700 DIVIDE, CO 80814	N/A	N/A	GENERAL CONTRIBUTION	5,000
BERRY COLLEGE 2277 MARTHA BERRY HIGHWAY MT BERRY, GA 30149	N/A	N/A	SCHOLARSHIPS	401,122
Total			3a	1,507,724

Form 4797

Sales of Business Property (Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))

OMB No 1545-0184

2008

Attachment Sequence No 27

Department of the Treasury Internal Revenue Service (99)

Attach to your tax return. See separate instructions.

Name(s) shown on return WINSHAPE FOUNDATION INC

Identifying number 58-1595471

1 Enter the gross proceeds from sales or exchanges reported to you for 2008 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions)

1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft—Most Property Held More Than 1 Year (see instructions)

Table with 7 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Gross sales price, (e) Depreciation allowed, (f) Cost or other basis, (g) Gain or (loss). Rows include sales of Ford vehicles and a camper.

3 Gain, if any, from Form 4684, line 45
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824
6 Gain, if any, from line 32, from other than casualty or theft
7 Combine lines 2 through 6 Enter the gain or (loss) here and on the appropriate line as follows
Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9 Skip lines 8, 9, 11, and 12 below
Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9 If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below
8 Nonrecaptured net section 1231 losses from prior years (see instructions)
9 Subtract line 8 from line 7 If zero or less, enter -0- If line 9 is zero, enter the gain from line 7 on line 12 below If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)

3
4
5
6
7 2,578
8
9

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less)

Table with 7 columns for reporting ordinary gains and losses not included on lines 11 through 16.

11 Loss, if any, from line 7
12 Gain, if any, from line 7, or amount from line 8, if applicable
13 Gain, if any, from line 31
14 Net gain or (loss) from Form 4684, lines 37 and 44a
15 Ordinary gain from installment sales from Form 6252, line 25 or 36
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824
17 Combine lines 10 through 16
18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below For individual returns, complete lines a and b below
a If the loss on line 11 includes a loss from Form 4684, line 41, column (b)(ii), enter that part of the loss here Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23 Identify as from "Form 4797, line 18a " See instructions
b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a Enter here and on Form 1040, line 14

11 ()
12
13
14
15
16
17
18a
18b

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
(see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)
	A	
B		
C		
D		

These columns relate to the properties on lines 19A through 19D		Property A	Property B	Property C	Property D
20 Gross sales price (Note: See line 1 before completing)	20				
21 Cost or other basis plus expense of sale	21				
22 Depreciation (or depletion) allowed or allowable	22				
23 Adjusted basis Subtract line 22 from line 21	23				
24 Total gain Subtract line 23 from line 20	24				
25 If section 1245 property:					
a Depreciation allowed or allowable from line 22	25a				
b Enter the smaller of line 24 or 25a	25b				
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291					
a Additional depreciation after 1975 (see instructions)	26a				
b Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)	26b				
c Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c				
d Additional depreciation after 1969 and before 1976	26d				
e Enter the smaller of line 26c or 26d	26e				
f Sections 291 amount (corporations only)	26f				
g Add lines 26b, 26e, and 26f	26g				
27 If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)					
a Soil, water, and land clearing expenses	27a				
b Line 27a multiplied by applicable percentage (see instructions)	27b				
c Enter the smaller of line 24 or 27b	27c				
28 If section 1254 property:					
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, and mining exploration costs (see instructions)	28a				
b Enter the smaller of line 24 or 28a	28b				
29 If section 1255 property:					
a Applicable percentage of payments excluded from income under section 126 (see instructions)	29a				
b Enter the smaller of line 24 or 29a (see instructions)	29b				

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties Add property columns A through D, line 24	30	
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13	31	
32 Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 39 Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation (see instructions)	34	
35 Recapture amount Subtract line 34 from line 33 See the instructions for where to report	35	

TY 2008 Accounting Fees Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WHITTINGTON JONES & RUDDERT	5,500		1,284	4,216
DUCHARME MICMILLEN & ASSOC	6,108		1,426	4,681

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

TY 2008 Depreciation Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

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
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TY 2008 General Explanation Attachment

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Identifier	Return Reference	Explanation
Depreciation Schedule		WINSHAPE FOUNDATION, INC 58-1595471 FORM 990-PF 01/01/08 - 12/31/08 STATEMENT 23 PART I, LINE 19,/PART II, LINE 14 - - ---- ACQUISITION PRIOR DEPCR TOTAL CLASS VALUE TOTAL ACCUM THIS RUN ACCUM DEPCR ----- AUTOS 1,486,332 1,106,465 143,172 1,249,637 BUILDINGS 3,988,774 907,410 97,026 1,004,436 EQUIPMENT 2,174,586 967,149 205,573 1,172,722 FURNITURE & FIX 3,506,127 2,289,826 385,724 2,675,550 LA ND IMPROVEMENTS 178,071 125,520 15,426 140,945 LEASEHOLD 32,147,001 4,356,829 1,195,224 5,552,053 OFFICE EQUIP 490,876 331,537 32,954 364,491 GRAND TOTALS 43,971,768 10,084,736 2,075,098 12,159,834 LESS DISP 52,495 47,855 NET TOTALS 43,919,273 10,084,736 2,075,098 12,111,979 DEPREC ASSETS 43,919,273 NON DEPRECIABLE BLDG 235,000 LAND 1,080,461 COLLECTOR A UTOS 85,250 HORSES 8,500 FILM 6,770 CONSTRUCTION IN PROGRESS 273,595 LESS ACCUM DEP (12,111,979) NET FIXED ASSETS 33,496,870

Identifier	Return Reference	Explanation
WinShape Homes, LLC		WinShape Foundation, Inc is the sole member of WinShape Homes, LLC. The financial information for WinShape Homes, LLC is included in the 990PF return for WinShape Foundation, Inc and there is no separate filing for WinShape Homes, LLC.

TY 2008 Investments - Land Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

TY 2008 Investments - Other Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SECURITIES		5,580	4,513
ENDOWMENT FUNDS		5,234,163	3,927,469

TY 2008 Land, Etc. Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

TY 2008 Legal Fees Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TROUTMAN SANDERS	8,896		2,077	6,819
JOSEPH BALDWIN	14,369		3,355	11,014
THE BALDWIN LAW FIRM, LLC	5,310		1,240	4,070
DANIEL D MORGAN	1,350		315	1,035
ADORNO & YOSS LLP	2,600		607	1,993
CT CORPORATION SYSTEM	648		151	496

TY 2008 Other Decreases Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Description	Amount
ASSET ADJUSTMENT & ROUNDING	0

TY 2008 Other Expenses Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	125,553	42,728	68,070	57,484
CABLE TV	3,218		986	2,232
CANTEEN	13,345		4,087	9,258
CAMP STORE	63,593		19,478	44,115
CASE WORKERS	64,775		19,840	44,935
CHILDREN ALLOWANCES	26,921		8,246	18,675
CONTRACT LABOR	321,371		27,703	293,668
CLOTHING	167,279		50,688	116,592
EQUIPT RENTAL	76,330		23,379	52,951
FOOD	1,232,589		375,901	856,688
GAS	232,618		63,769	168,850
GIFT SHOP ITEMS	15,090		4,622	10,468
GUEST ROOM SUPPLIES	20,300		6,218	14,082
HEALTHCARE	96,601		29,588	67,013
HONORARIA	31,728		9,565	22,163
HYGIENE	16,689		5,112	11,577
INSURANCE	733,621		190,776	542,845
JANITORIAL	85,836		20,612	65,224
KITCHEN SUPPLIES	51,312		15,716	35,596
LAUNDRY	59,612		18,258	41,354
LAWN CARE	43,976		13,469	30,506
LINENS & TOWELS	15,819		4,845	10,974
MISCELLANEOUS	170,653		48,166	122,486
OFFICE SUPPLIES	128,014		33,058	94,956
PEST CONTROL	19,373		5,324	14,049
PHOTOGRAPHY	14,894		3,796	11,098
PROGRAMMING	2,267,898		524,121	1,743,777
RECREATION	67,767		20,624	47,143
REGISTRATION FEES	31,070		9,516	21,554
RELIEF HOUSEPARENTS	31,377		9,610	21,767

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REPAIRS & MAINTENANCE	836,350		232,317	604,033
TUITION & SCHOOL SUPPLIES	768,835		235,436	533,399
SPECIAL ACTIVITIES	350,347		70,454	279,893
SUMMER CAMP	77,055		23,601	53,454
TELEPHONE	110,429		26,824	83,605
TRASH	24,416		7,478	16,938
UNIFORMS	26,390		8,083	18,307
UTILITIES	368,888		91,464	277,425

TY 2008 Other Income Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CAMP FEE INCOME	2,582,307		2,582,307
STATE FOSTER CARE FUNDS	91,262		91,262
WILDERNESS FEES	441,994		441,994
RETREAT FEES	639,891		639,891
MISCELLANEOUS INCOME	66,887		66,887
SALES INCOME	59,209		59,209
RENTAL INCOME	4,750		4,750
UNRELATED BUSINESS INCOME	481,140		481,140
MARRIAGE PROGRAM FEE INCOME	162,453		162,453

TY 2008 Other Liabilities Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Description	Beginning of Year - Book Value	End of Year - Book Value
ANNUITY PAYABLE	300,429	258,698

TY 2008 Other Professional Fees Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MIKE BARNETT	12,000		2,802	9,198
SHEPHERD'S STAFF MINISTRY	2,000		467	1,533
THE REISA GROUP	130		30	100

TY 2008 Taxes Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	341,795		88,604	253,191
PROPERTY TAXES	18,133	4,311	9,011	9,122
OTHER TAXES	21,508		5,576	15,932