



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

2009

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

Department of the Treasury Internal Revenue Service

For calendar year 2009, or tax year beginning 01-01-2009, and ending 12-31-2009

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

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 page 10 of the instructions)

H Check type of organization: Section 501(c)(3) exempt private foundation. J Accounting method: Other (specify) MODIFIED ACCRUAL. E If private foundation status was terminated under section 507(b)(1)(A), check here. F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of 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)

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .		337,125		327,243		327,243
	<b>2</b> Savings and temporary cash investments . . . . .		21,731,595		18,171,868		18,171,868
	<b>3</b> Accounts receivable <input type="checkbox"/> <u>35,087</u>						
	Less allowance for doubtful accounts <input type="checkbox"/> _____		584,411		35,087		35,087
	<b>4</b> Pledges receivable <input type="checkbox"/> _____						
	Less allowance for doubtful accounts <input type="checkbox"/> _____						
	<b>5</b> Grants receivable . . . . .						
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .						
	<b>7</b> Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____						
	Less allowance for doubtful accounts <input type="checkbox"/> _____						
	<b>8</b> Inventories for sale or use . . . . .		20,083		17,559		17,559
	<b>9</b> Prepaid expenses and deferred charges . . . . .		23,507		81,158		81,158
	<b>10a</b> Investments—U S and state government obligations (attach schedule)						
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .						
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .						
	<b>11</b> Investments—land, buildings, and equipment basis <input type="checkbox"/> <u>12,000</u>						
Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____		12,000	<input checked="" type="checkbox"/>	12,000		12,000	
<b>12</b> Investments—mortgage loans . . . . .							
<b>13</b> Investments—other (attach schedule) . . . . .		5,239,743	<input checked="" type="checkbox"/>	4,551,241		4,664,741	
<b>14</b> Land, buildings, and equipment basis <input type="checkbox"/> <u>52,048,203</u>							
Less accumulated depreciation (attach schedule) <input type="checkbox"/> <u>14,525,576</u>		33,496,870	<input checked="" type="checkbox"/>	37,522,627		37,522,627	
<b>15</b> Other assets (describe <input type="checkbox"/> _____)							
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)		61,445,334		60,718,783		60,832,283	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .		461,441		320,574		
	<b>18</b> Grants payable . . . . .						
	<b>19</b> Deferred revenue . . . . .		476,825		435,777		
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons						
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .						
	<b>22</b> Other liabilities (describe <input type="checkbox"/> _____)		<input checked="" type="checkbox"/>	258,698	<input checked="" type="checkbox"/>	216,967	
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		1,196,964		973,318			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>						
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b> Unrestricted . . . . .						
	<b>25</b> Temporarily restricted . . . . .						
	<b>26</b> Permanently restricted . . . . .						
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>						
	<b>and complete lines 27 through 31.</b>						
	<b>27</b> Capital stock, trust principal, or current funds . . . . .						
<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund							
<b>29</b> Retained earnings, accumulated income, endowment, or other funds		60,248,370		59,745,465			
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .		60,248,370		59,745,465			
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .		61,445,334		60,718,783			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	60,248,370
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-502,905
<b>3</b>	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	59,745,465
<b>5</b>	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	59,745,465

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	-774,876
<b>3</b> 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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	-23,392

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

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

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

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

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	16,597,334	34,100,945	0.486712
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

  

<b>2</b> Total of line 1, column (d).	<b>2</b>	4.714386
<b>3</b> 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	<b>3</b>	0.942877
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	<b>4</b>	26,612,428
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	25,092,246
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	2,957
<b>7</b> Add lines 5 and 6.	<b>7</b>	25,095,203
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	20,440,866

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 on page 18

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 1,085.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Did the foundation file Form 1120-POL for this year?'.

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of ▶ <u>JAMES B MCCABE</u> Telephone no ▶ <u>(404) 765-8000</u> Located at ▶ <u>5200 BUFFINGTON RD ATLANTA GA</u> ZIP+4 ▶ <u>30349</u>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <b>15</b>			

**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
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> 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				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
<b>(5)</b> 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				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input checked="" type="checkbox"/>	<b>1b</b>			<b>No</b>
<b>c</b> 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 2009? . . . . .	<b>1c</b>			<b>No</b>
<b>2</b> 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))				
<b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions). . . . .	<b>2b</b>			
<b>c</b> 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____				
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2009 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> 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 2009.</i> ) . . . . .	<b>3b</b>			
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</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 2009?	<b>4b</b>			<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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 page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> 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>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. . . . . <input checked="" type="checkbox"/></p> <p><b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> 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>b</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 "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> 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>b</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>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		<b>No</b>

**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 page 22 of 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 page 23 of 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 PO BOX 490007 MT BERRY, GA 30149	EXECUTIVE DIRECTOR 40 0	161,194	29,023	
SHAWN STOEVER PO BOX 80 MT BERRY, GA 30149	DIVISION DIRECTOR 40 0	129,090	24,869	
LARRY COX 9 BERRY COLLEGE MT BERRY, GA 30149	INTL DIRECTOR 40 0	126,089	24,911	
TERRY SHANK PO BOX 490007 MT BERRY, GA 30149	OPERATIONS DIRECTOR 40 0	80,314	19,992	
RICK ANTHONY PO BOX 49007 MT BERRY, GA 30149	ENGINEER 40 0	78,345	7,286	

**Total** number of other employees paid over \$50,000. . . . .  26

**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 page 23 of the instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BRAND APART INC 575 WILLOW OAK WAY ROSWELL, GA 30076	MARKETING CONSULTING	783,762
EVERETT CONSTRUCTION INC 3665 OLD DALTON ROAD NE ROME, GA 30165	GENERAL CONTRACTING	187,192
GAY CONSTRUCTION COMPANY PO BOX 2376 SMYRNA, GA 30081	GENERAL CONTRACTING	4,396,055
SURBER BARBER CHOATE & HERTLEIN ARCHITEC 1776 PEACHTREE ST NW STE 700 SOUTH ATLANTA, GA 30309	ARCHITECTS	497,977
WATTERS & ASSOCIATES LANDSCAPE 134 SILVER AVENUE ROME, GA 30161	LANDSCAPING	197,390
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . .		1

**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
<b>1</b> CAMP WINSHAPE	4,277,553
<b>2</b> WINSHAPE RETREAT	3,668,997
<b>3</b> WINSHAPE FOSTER HOMES	3,319,550
<b>4</b> WINSHAPE MARRIAGE	1,267,842

**Part IX-B Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
<b>1</b> _____ _____		
<b>2</b> _____ _____		
All other program-related investments. See page 24 of the instructions		
<b>3</b> _____ _____		
<b>Total.</b> 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	18,958,560
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	8,047,133
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions). . . . .	<b>1c</b>	12,000
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	27,017,693
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	27,017,693
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	<b>4</b>	405,265
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	26,612,428
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	1,330,621

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5. . . . .	<b>2a</b>	
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	13,862,434
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	6,578,432
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	20,440,866
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	20,440,866

**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 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2008				
<b>a</b> Enter amount for 2008 only. . . . .			0	
<b>b</b> Total for prior years 2007, 2006, 2005		0		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004. . . . .				
<b>b</b> From 2005. . . . .				0
<b>c</b> From 2006. . . . .				0
<b>d</b> From 2007. . . . .				0
<b>e</b> From 2008. . . . .				0
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ _____				
<b>a</b> Applied to 2008, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .				
<b>d</b> Applied to 2009 distributable amount. . . . .				0
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2009 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . . . .		0		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. . . . .			0	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .				
<b>9 Excess distributions carryover to 2010.</b> Subtract lines 7 and 8 from line 6a. . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005. . . . .				0
<b>b</b> Excess from 2006. . . . .				
<b>c</b> Excess from 2007. . . . .				0
<b>d</b> Excess from 2008. . . . .				0
<b>e</b> Excess from 2009. . . . .				0

**Part XIV Private Operating Foundations** (see page 27 of 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 2009, 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			<b>(e) Total</b>
	<b>(a) 2009</b>	<b>(b) 2008</b>	<b>(c) 2007</b>	<b>(d) 2006</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	310,636	666,852	1,018,417	523,213	2,519,118
<b>b</b> 85% of line 2a . . . . .	264,041	566,824	865,654	444,731	2,141,250
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	20,440,866	16,597,334	12,168,259	10,389,218	59,595,677
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	20,440,866	16,597,334	12,168,259	10,389,218	59,595,677
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .	60,832,283	60,137,573	53,822,851	48,303,301	223,096,008
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .	887,081	1,136,698	747,962	486,417	3,258,158
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> 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 page 27 of 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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 2,678,985
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b>





**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, or 990-PF.

OMB No 1545-0047

**2009**

**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 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<sup>1</sup>/<sub>3</sub>% 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, aggregate 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 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.** 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 in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does 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  <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
—	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
—	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
—	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
—	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
—	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



<b>Name of organization</b> WINSHAPE FOUNDATION INC	<b>Employer identification number</b> 58-1595471
--	---

**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
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____

<b>Name of organization</b> WINSHAPE FOUNDATION INC	<b>Employer identification number</b> 58-1595471
--	---

**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
—	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

**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	\$ 7,814,788	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	\$ 9,460	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	\$ 21,750	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	\$ 416,724	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	\$ 70,990	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	\$ 177,522	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	\$ <u>7,000,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
8	DAN T CATHY 186 PEEPLES ROAD  FAYETTEVILLE, GA 30214	\$ <u>22,632</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
9	CARICO FARMS INC PO BOX 549  FALLS CITY, NE 68355	\$ <u>8,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
10	JOHN W WHITE III 411 SAWMILL ROAD  HAMPTON, GA 30228	\$ <u>25,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
11	CLAYTON SIGNS INC 5198 N LAKE DRIVE  LAKE CITY, GA 30260	\$ <u>29,836</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
12	HARDING UNIVERSITY 915 E MARKET AVENUE  SEARCY, AK 72143	\$ <u>10,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

**Additional Data****Software ID:** 09000054**Software Version:** 09-8.5**EIN:** 58-1595471**Name:** WINSHAPE FOUNDATION INC**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
REGIONS-FED HOME LOAN MTG	P		2009-01-15
REGIONS-FED NAT'L MTG ASSN	P		2009-01-26
REGIONS-INGERSOLL-RAND	P	2008-08-19	2009-01-30
REGIONS-INGERSOL RAND	P		2009-02-02
REGIONS-MERRILL-LYNCH	P		2009-02-04
REGIONS-FED HOME LOAN MTG	P		2009-02-17
REGIONS-FED NAT'L MTG ASSN	P		2009-02-25
REGIONS-FIDELITY ADV DIV INT'L FUND	P		2009-02-26
REGIONS-OPPENHEIMER MAIN ST	P		2009-02-26
REGIONS-OPPENHEIMER MAIN ST	P	2008-05-08	2009-02-26
REGIONS-RMK MID CAP GROWTH	P		2009-02-26
REGIONS-AT&T	P		2009-02-27
REGIONS-ABBOTT LABS	P	2006-01-04	2009-02-27
REGIONS-AETNA INC	P	2008-01-15	2009-02-27
REGIONS-ALLERGAN INC	P	2007-10-12	2009-02-27
REGIONS-CVS/CAREMARK CORP	P	2007-10-12	2009-02-27
REGIONS-CHEVRON	P		2009-02-27
REGIONS-CISCO	P	2006-01-04	2009-02-27
REGIONS-DONNELLEY RR & SONS	P		2009-02-27
REGIONS-EMC CORP	P	2007-10-12	2009-02-27
REGIONS-EMERSON ELECTRIC	P		2009-02-27
REGIONS-EXELON	P	2007-10-12	2009-02-27
REGIONS-EXXON MOBILE	P		2009-02-27
REGIONS-GENENTECH INC	P		2009-02-27
REGIONS-GENERAL ELECTRIC	P		2009-02-27
REGIONS-GENERAL ELECTRIC	P	2008-05-07	2009-02-27
REGIONS-INTEL CORP	P	2007-10-12	2009-02-27
REGIONS-JOHNSON & JOHNSON	P		2009-02-27
REGIONS-LOWES COMPANIES	P		2009-02-27
REGIONS-MICROSOFT CORP	P	2007-10-12	2009-02-27

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
879		884	-5
1,237		1,241	-4
1,888		2,009	-121
3,793		3,940	-147
5,368		5,447	-79
2,628		2,635	-7
3,340		3,355	-15
73,242		155,446	-82,204
108,728		200,616	-91,888
10,993		21,420	-10,427
114,848		199,519	-84,671
4,855		5,130	-275
19,695		14,295	5,400
2,650		5,073	-2,423
6,465		10,700	-4,235
4,840		7,118	-2,278
9,132		6,479	2,653
3,564		4,286	-722
11,277		44,402	-33,125
6,162		13,150	-6,988
22,715		34,755	-12,040
2,918		4,747	-1,829
13,685		9,474	4,211
30,723		28,479	2,244
11,051		40,583	-29,532
869		3,135	-2,266
2,769		5,614	-2,845
13,099		13,132	-33
27,479		42,961	-15,482
2,379		4,249	-1,870

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5
			-4
			-121
			-147
			-79
			-7
			-15
			-82,204
			-91,888
			-10,427
			-84,671
			-275
			5,400
			-2,423
			-4,235
			-2,278
			2,653
			-722
			-33,125
			-6,988
			-12,040
			-1,829
			4,211
			2,244
			-29,532
			-2,266
			-2,845
			-33
			-15,482
			-1,870

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
REGIONS-ORACLE CORP	P	2007-10-12	2009-02-27
REGIONS-PEPSICO	P		2009-02-27
REGIONS-PROCTOR & GAMBLE	P	2005-11-02	2009-02-27
REGIONS-QUALCOMM	P	2007-08-07	2009-02-27
REGIONS-SYSCO CORP	P	2006-08-22	2009-02-27
REGIONS-TRAVELERS COMPANIES	P	2007-10-12	2009-02-27
REGIONS-UNITED TECHNOLOGIES	P	2007-10-12	2009-02-27
REGIONS-VERIZON COMM	P	2006-01-25	2009-02-27
REGIONS-VULCAM MATERIALS	P		2009-02-27
REGIONS-VULCAM MATERIALS	P	2008-05-07	2009-02-27
REGIONS-WALMART	P	2007-10-12	2009-02-27
REGIONS-WALGREEN	P	2007-10-12	2009-02-27
REGIONS-CREDIT SUISSE FB	P	2008-03-11	2009-03-03
REGIONS-FED HOME LOAN MTG	P		2009-03-16
REGIONS-FED HOME LOAN MTG	P		2009-03-16
REGIONS-GENENTECH INC	P		2009-03-16
REGIONS-GENENTECH INC	P	2008-05-07	2009-03-16
REGIONS-FED NAT'L MTG ASSN	P		2009-03-25
REGIONS-FED NAT'L MTG ASSN	P		2009-03-25
REGIONS-FED HOME LOAN MTG	P	2008-12-10	2009-04-15
REGIONS-FED HOME LOAN MTG	P	2008-03-11	2009-04-15
REGIONS-CREDIT SUISSE FB	P	2008-12-09	2009-04-23
REGIONS-CREDIT SUISSE FB	P	2008-03-11	2009-04-23
REGIONS-FED NAT'L MTG ASSN	P	2008-12-10	2009-04-27
REGIONS-FED NAT'L MTG ASSN	P	2008-03-11	2009-04-27
REGIONS-US TREAS	P		2009-05-07
REGIONS-US TREAS	P	2008-03-11	2009-05-07
REGIONS-FED HOME LOAN MTG	P	2008-12-10	2009-05-15
REGIONS-PROCTOR & GAMBLE	P		2009-05-15
REGIONS-FED HOME LOAN MTG	P	2008-03-11	2009-05-15



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
12,916		17,746	-4,830
7,232		7,720	-488
8,466		9,423	-957
10,317		12,024	-1,707
8,713		11,844	-3,131
11,640		16,222	-4,582
2,577		4,814	-2,237
10,811		11,429	-618
25,517		54,961	-29,444
878		1,359	-481
18,486		17,457	1,029
6,321		10,129	-3,808
6,004		6,196	-192
2,809		2,808	1
539		547	-8
19,967		15,230	4,737
4,067		2,979	1,088
1,089		1,114	-25
3,876		3,885	-9
549		557	-8
2,222		2,222	
2,023		1,997	26
4,046		4,130	-84
893		913	-20
4,639		4,652	-13
174,492		175,074	-582
20,452		20,655	-203
745		758	-13
9,530		9,272	258
2,600		2,599	1

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,830
			-488
			-957
			-1,707
			-3,131
			-4,582
			-2,237
			-618
			-29,444
			-481
			1,029
			-3,808
			-192
			1
			-8
			4,737
			1,088
			-25
			-9
			-8
			26
			-84
			-20
			-13
			-582
			-203
			-13
			258
			1

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
REGIONS-SHELL INT'L FIN	P		2009-05-20
REGIONS-FED NAT'L MTG ASSN	P	2008-12-10	2009-05-26
REGIONS-FED NAT'L MTG ASSN	P	2008-03-11	2009-05-26
REGIONS-DEERE JOHN CAPITAL	P	2008-12-09	2009-05-27
REGIONS-ALABAMA POWER CO	P	2008-03-11	2009-05-27
REGIONS-DEERE JOHN CAPITAL		2008-03-11	2009-05-27
REGIONS-MFS RESH INT'L FD	P	2008-09-04	2009-06-05
REGIONS-COLGATE-PALMOLIVE CO	P	2009-02-24	2009-06-05
REGIONS-HALLIBURTON	P	2008-09-03	2009-06-05
REGIONS-EATON CORP	P	2008-09-03	2009-06-05
REGIONS-BEST BUY	P	2009-02-24	2009-06-05
REGIONS-DURDEN RESTAURANTS	P	2008-09-03	2009-06-05
REGIONS-TIFFANY & CO	P	2008-09-03	2009-06-05
REGIONS-THERMO FISHER SCIENTIFIC	P	2009-02-24	2009-06-05
REGIONS-NORFOLD SOUTHERN CORP	P	2008-09-03	2009-06-05
REGIONS-CITRIX SYSTEM INC	P	2008-09-03	2009-06-05
REGIONS-CVS/CAREMARK CORP	P	2007-10-12	2009-06-05
REGIONS-PEPSICO	P	2005-08-15	2009-06-05
REGIONS-PROCTOR & GAMBLE	P		2009-06-05
REGIONS-SYSCO	P		2009-06-05
REGIONS-WALGREEN	P	2007-10-12	2009-06-05
REGIONS-DEVON ENERGY CORP	P	2008-01-15	2009-06-05
REGIONS-XTO ENERGY CORP	P	2008-02-22	2009-06-05
REGIONS-GOLDMAN SACHS GROUP	P	2008-05-07	2009-06-05
REGIONS-WELLS FARGO & CO	P	2007-10-12	2009-06-05
REGIONS-JOHNSON & JOHNSON	P		2009-06-05
REGIONS-STRYKER CORP	P	2007-10-12	2009-06-05
REGIONS-3M CO	P	2007-10-12	2009-06-05
REGIONS-GENERAL DYNAMICS CORP	P	2008-02-22	2009-06-05
REGIONS-EMC CORP	P	2007-10-12	2009-06-05

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
7,406		7,404	2
1,012		1,034	-22
3,127		3,131	-4
1,032		954	78
5,274		5,164	110
5,161		5,178	-17
103,896		135,958	-32,062
26,069		22,066	4,003
10,683		19,260	-8,577
7,290		10,671	-3,381
9,672		7,260	2,412
9,085		7,639	1,446
13,723		20,124	-6,401
1,983		1,902	81
6,565		10,982	-4,417
16,309		15,377	932
5,151		6,722	-1,571
2,189		2,202	-13
2,142		2,738	-596
24,551		30,379	-5,828
8,297		10,519	-2,222
11,091		14,878	-3,787
9,852		13,748	-3,896
15,048		19,080	-4,032
13,630		19,594	-5,964
1,660		1,879	-219
4,411		8,137	-3,726
11,529		17,921	-6,392
30,231		41,717	-11,486
6,456		11,766	-5,310

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2
			-22
			-4
			78
			110
			-17
			-32,062
			4,003
			-8,577
			-3,381
			2,412
			1,446
			-6,401
			81
			-4,417
			932
			-1,571
			-13
			-596
			-5,828
			-2,222
			-3,787
			-3,896
			-4,032
			-5,964
			-219
			-3,726
			-6,392
			-11,486
			-5,310

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
REGIONS-VERIZON COMM	P	2006-01-25	2009-06-05
REGIONS-EXELON	P	2007-10-12	2009-06-05
REGIONS-WALT DISNEY CO	P	2007-10-12	2009-06-05
REGIONS-WALMART	P	2007-10-12	2009-06-05
REGIONS-CHEVRON	P	2006-09-14	2009-06-05
REGIONS-EXXON MOBILE	P	2005-02-02	2009-06-05
REGIONS-SCHLUMBERGER LTD	P		2009-06-05
REGIONS-AMERICAN EXPRESS	P	2007-10-12	2009-06-05
REGIONS-BANK OF NY MELLON	P	2007-10-12	2009-06-05
REGIONS-JP MORGAN CHASE	P	2007-08-09	2009-06-05
REGIONS-PRUDENTIAL FINANCIAL	P	2007-10-12	2009-06-05
REGIONS-TRAVELERS COMPANIES	P	2007-10-12	2009-06-05
REGIONS-ALLERGAN INC	P	2007-10-12	2009-06-05
REGIONS-UNITED TECHNOLOGIES	P	2007-10-12	2009-06-05
REGIONS-CISCO	P	2006-01-04	2009-06-05
REGIONS-DELL INC	P		2009-06-05
REGIONS-INTEL CORP	P	2007-10-12	2009-06-05
REGIONS-JUNIPER NETWORKS	P	2008-02-22	2009-06-05
REGIONS-MICROSOFT CORP	P	2007-10-12	2009-06-05
REGIONS-ORACLE CORP	P		2009-06-05
REGIONS-QUALCOMM	P		2009-06-05
REGIONS-AIR PRODUCTS & CHEMS	P	2007-10-12	2009-06-05
REGIONS-AT&T	P	2005-07-14	2009-06-05
REGIONS-US TREAS	P	2009-05-01	2009-06-10
REGIONS-FED HOME LOAN MTG	P	2008-12-10	2009-06-15
REGIONS-FED HOME LOAN MTG	P	2008-03-11	2009-06-15
REGIONS-FED NAT'L MTG ASSN	P	2008-12-10	2009-06-25
REGIONS-FED NAT'L MTG ASSN	P	2008-03-11	2009-06-25
REGIONS-AETNA INC	P	2009-06-05	2009-07-07
REGIONS-DOMINION RES INV VA	P		2009-07-07

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,762		1,805	-43
1,924		3,165	-1,241
11,522		16,318	-4,796
2,049		1,887	162
2,076		1,857	219
2,181		1,620	561
14,470		26,970	-12,500
1,772		4,406	-2,634
5,856		9,084	-3,228
13,402		16,997	-3,595
2,076		5,038	-2,962
4,313		5,407	-1,094
4,523		6,688	-2,165
9,038		12,838	-3,800
9,470		8,571	899
12,980		29,587	-16,607
8,522		13,526	-5,004
18,382		19,419	-1,037
8,776		12,140	-3,364
8,061		8,710	-649
9,527		8,435	1,092
10,162		14,634	-4,472
1,961		1,926	35
9,185		9,215	-30
552		560	-8
1,817		1,817	
1,046		1,069	-23
3,562		3,568	-6
519		508	11
5,104		4,897	207

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-43
			-1,241
			-4,796
			162
			219
			561
			-12,500
			-2,634
			-3,228
			-3,595
			-2,962
			-1,094
			-2,165
			-3,800
			899
			-16,607
			-5,004
			-1,037
			-3,364
			-649
			1,092
			-4,472
			35
			-30
			-8
			-23
			-6
			11
			207



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
REGIONS-US TREAS	P	2009-05-01	2009-07-07
REGIONS-AETNA INC	P		2009-07-07
REGIONS-DOMINION RES INV VA	P	2008-03-11	2009-07-07
REGIONS-FED HOME LOAN MTG	P	2008-12-10	2009-07-15
REGIONS-FED HOME LOAN MTG	P	2008-03-11	2009-07-15
REGIONS-TARGET CORP	P	2008-03-11	2009-07-23
REGIONS-FED NAT'L MTG ASSN	P	2008-12-10	2009-07-27
REGIONS-FED NAT'L MTG ASSN	P	2008-03-11	2009-07-27
REGIONS-WALT DISNEY CO	P		2009-08-12
REGIONS-FED HOME LOAN MTG	P	2008-12-10	2009-08-17
REGIONS-FED NAT'L MTG ASSN	P	2008-12-10	2009-08-25
REGIONS-FED NAT'L MTG ASSN	P	2008-03-11	2009-08-25
REGIONS-FED HOME LOAN MTG	P	2008-12-10	2009-09-15
REGIONS-HEWLETT-PACKARD CO	P		2009-09-11
REGIONS-CISCO SYSTEMS	P	2009-05-07	2009-09-11
REGIONS-HEWLETT-PACKARD CO	P		2009-09-11
RGIONS-CISCO SYSTEMS	P	2008-03-11	2009-09-11
REGIONS-FED HOME LOAN MTG	P	2008-03-11	2009-09-15
REGIONS-WALMART	P		2009-09-21
REGIONS-WALMART	P	2008-03-11	2009-09-21
REGIONS-FED NAT'L MTG ASSN	P	2008-12-10	2009-09-25
REGIONS-FED NAT'L MTG ASSN	P	2008-03-11	2009-09-25
REGIONS-US TREAS		2009-05-07	2009-10-05
REGIONS-FED HOME LOAN MTG	P	2008-12-10	2009-10-15
REGIONS-FED HOME LOAN MTG	P	2008-03-11	2009-10-15
REGIONS-FED NAT'L MTG ASSN	P	2008-12-10	2009-10-26
REGIONS-FED NAT'L MTG ASSN	P	2008-03-11	2009-10-26
REGIONS-US TREAS	P	2009-01-29	2009-10-27
REGIONS-US TREAS	P	2008-06-20	2009-10-27
REGIONS-US TREAS	P	2009-05-07	2009-11-02

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
3,056		3,072	-16
20,197		42,215	-22,018
5,104		4,994	110
607		617	-10
2,595		2,596	-1
8,212		7,881	331
803		820	-17
2,543		2,540	3
9,464		9,215	249
308		314	-6
698		713	-15
2,416		2,421	-5
305		310	-5
5,318		5,161	157
4,428		4,234	194
5,318		5,047	271
5,535		5,145	390
974		974	
5,293		4,989	304
5,293		4,924	369
621		635	-14
1,288		1,287	1
28,067		28,432	-365
363		370	-7
1,449		1,448	1
463		474	-11
1,848		1,853	-5
4,143		4,351	-208
5,179		4,900	279
7,594		7,651	-57

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-16
			-22,018
			110
			-10
			-1
			331
			-17
			3
			249
			-6
			-15
			-5
			-5
			157
			194
			271
			390
			304
			369
			-14
			1
			-365
			-7
			1
			-11
			-5
			-208
			279
			-57

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
REGIONS-US TREAS	P		2009-11-02
REGIONS-US TREAS	P		2009-11-09
REGIONS-FED HOME LOAN MTG	P	2008-12-10	2009-11-16
REGIONS-FED HOME LOAN MTG		2008-03-11	2009-11-16
REGIONS-FED NAT'L MTG ASSN	P		2009-11-25
REGIONS-FED NAT'L MTG ASSN	P	2008-03-11	2009-11-25
REGIONS-US TREAS	P		2009-12-11
REGIONS-JP MORGAN CHASE	P	2009-04-27	2009-12-14
REGIONS-JOHN DEERE CAPITAL	P	2008-12-16	2009-12-14
REGIONS-US TREAS	P		2009-12-14
REGIONS-MORGAN STANLEY	P	2008-03-11	2009-12-14
REGIONS-TRAVELERS COMPANIES	P	2008-03-11	2009-12-14
REGIONS-WACHOVIA CORP	P	2008-03-11	2009-12-14
REGIONS-ORACLE CORP	P	2008-04-02	2009-12-14
REGIONS-VERIZON COMM	P	2008-03-11	2009-12-14
REGIONS-TN VALLEY AUTH	P	2008-03-11	2009-12-14
REGIONS-FED HOME LOAN MTG	P		2009-12-14
REGIONS-FED HOME LOAN MTG	P		2009-12-15
REGIONS-FED NAT'L MTG ASSN	P		2009-12-28
REGIONS-FED NAT'L MTG ASSN	P		2009-12-28
FIDELITY-PIMCO TOTAL RETURN	P	2007-05-17	2009-01-15
FIDELITY-VANGUARD BOND INDEX	P	2008-11-21	2009-01-15
FIDELITY-HARBOR CAPITAL APPREC	P	2007-05-14	2009-01-15
FIDELITY-ARTIO INT'L EQUITY	P	2007-05-14	2009-05-20
FIDELITY-EDGEWOOD GROWTH	P	2009-01-15	2009-05-20
FIDELITY-VANGUARD BOND INDEX	P	2008-11-21	2009-05-20
FIDELITY-PIMCO INV GR	P	2009-05-20	2009-09-01
FIDELITY-MSIF INC GLOBAL	P	2007-05-14	2009-09-01
FIDELITY-PIMCO TOTAL RETURN	P	2007-05-14	2009-09-01
FIDELITY-LAUDUS ROSENBERG	P	2007-05-14	2009-09-01

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
10,849		10,360	489
28,489		28,981	-492
321		327	-6
1,617		1,616	1
903		929	-26
1,777		1,779	-2
38,221		38,783	-562
1,118		993	125
4,148		4,101	47
2,205		2,300	-95
1,038		1,009	29
2,152		1,869	283
2,098		1,937	161
1,095		1,000	95
1,089		1,013	76
4,520		4,527	-7
9,973		9,361	612
1,638		1,644	-6
275		294	-19
2,421		2,434	-13
116,554		117,257	-703
19,294		18,388	906
66,884		102,588	-35,704
62,594		101,947	-39,353
17,014		14,336	2,678
116,604		111,817	4,787
29,814		27,737	2,077
27,164		50,232	-23,068
52,334		50,170	2,164
101,569		180,016	-78,447

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			489
			-492
			-6
			1
			-26
			-2
			-562
			125
			47
			-95
			29
			283
			161
			95
			76
			-7
			612
			-6
			-19
			-13
			-703
			906
			-35,704
			-39,353
			2,678
			4,787
			2,077
			-23,068
			2,164
			-78,447

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
FIDELITY-LAUDUS ROSENERG	P	2007-12-17	2009-09-01
FIDELITY-LAUDUS ROSENBERG	P	2008-12-17	2009-09-01
FIDELITY-LAUDUS ROSENBERG	P	2008-12-17	2009-09-01
FIDELITY-AMERICAN EUROPACIFIC	P	2007-05-14	2009-09-01
FIDELITY-VANGUARD BOND INDEX	P		2009-09-01
FIDELITY-ARTIO INT'L EQUITY	P	2007-05-14	2009-09-01
FIDELITY-VANGUARD BOND INDEX	P		2009-11-24
FIDELITY-MSIF INC GLOBAL	P		2009-11-24
FIDELITY-MSIF INC GLOBAL	P		2009-11-24
FIDELITY-US TREAS	P	2006-06-20	2009-02-17
FIDELITY-HSBCFIN	P	2006-06-21	2009-06-15
FIDELITY-FEDERAL FARM CR BANKS	P	2006-06-27	2009-09-22

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
8,733		12,973	-4,240
814		706	108
791		686	105
15,634		22,650	-7,016
102,245		96,446	5,799
42,554		62,525	-19,971
351		361	-10
28,720		41,269	-12,549
44,213		28,514	15,699
300,000		295,125	4,875
300,000		297,573	2,427
300,000		298,941	1,059



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,240
			108
			105
			-7,016
			5,799
			-19,971
			-10
			-12,549
			15,699
			4,875
			2,427
			1,059

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
LAR WINSHAPECAIXA POSTAL 128 LUZIANIA GO CEP 72 800 000 BR	N/A	N/A	GENERAL CONTRIBUTION	371,763
FELLOWSHIP OF CHRISTIAN ATHLETES190 AUSTIN OAKS DRIVE ELLENWOOD,GA 30294	N/A	N/A	GENERAL CONTRIBUTION	480,000
MARRIAGE & FAMILY LEGACY FUND 5550 TRIANGE PARKWAY SUITE 160 NORCROSS,GA 30092	N/A	N/A	GENERAL CONTRIBUTION	994,199
NATIONAL CHRISTIAN FOUNDATION1100 JOHNSON FERRY ROAD SUITE 900 ATLANTA,GA 30342	N/A	N/A	GENERAL CONTRIBUTION	240,000
SONSCAPE RETREATSPO BOX 700 DIVIDE,CO 80814	N/A	N/A	GENERAL CONTRIBUTION	7,500
BERRY COLLEGE2277 MARTHA BERRY HIGHWAY MT BERRY,GA 30149	N/A	N/A	SCHOLARSHIPS	401,657
ATLANTA FEST FOUNDATION2703 AYRSHIRE REACH WILLIAMSBURG,VA 23188	N/A	N/A	GENERAL CONTRIBUTION	50,000
BATTLEFIELD MINISTRIESPO BOX 3384 ROME,GA 30164	N/A	N/A	GENERAL CONTRIBUTION	1,600
BRACKENHURST MINISTRIES900 WEST PARK DRIVE SUITE 300 PEACHTREE CITY,GA 30269	N/A	N/A	GENERAL CONTRIBUTION	31,500
EAGLE FORUM OF GA458 YATES CIRCLE CLARKESVILLE,GA 30523	N/A	N/A	GENERAL CONTRIBUTION	5,000
EXODUSPO BOX 540119 ORLANDO,FL 32854	N/A	N/A	GENERAL CONTRIBUTION	1,000
FAMILY RESEARCH COUNCILPO BOX 2339 HOLLAND,MI 49422	N/A	N/A	GENERAL CONTRIBUTION	1,000
FOCUS ON THE FAMILY8605 EXPLORER DRIVE COLORADO SPRINGS,CO 80920	N/A	N/A	GENERAL CONTRIBUTION	12,500
HELPING HANDS MINISTRIES INC 3168 BAY VIEW DRIVE LAKE SPIVEY,GA 30236	N/A	N/A	GENERAL CONTRIBUTION	30,000
LIFESHAPE INC1000 LAUREL LANE SW FORT PAYNE,AL 35967	N/A	N/A	GENERAL CONTRIBUTION	19,166
<b>Total . . . . .</b>			<b>3a</b>	2,678,985

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NATIONAL INSTITUTE OF MARRIAGE 250 LAKEWOOD DRIVE HOLLISTER, MO 65672	N/A	N/A	GENERAL CONTRIBUTION	24,100
THE HIDEAWAY FOUNDATION 1800 S WASHINGTON SUITE 215 AMARILLO, TX 79102	N/A	N/A	GENERAL CONTRIBUTION	8,000
<b>Total . . . . . ▶ 3a</b>				2,678,985

Form 4797

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

OMB No 1545-0184

2009

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 2009 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)

2 (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)

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 3-9 detailing gain and loss calculations.

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 2 columns: Description of property, Amount. Rows 11-18 detailing loss and gain calculations.

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

(b) Date acquired (mo, day, yr) (c) Date sold (mo, day, yr)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property

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			
<b>25 If section 1245 property:</b>					
a	Depreciation allowed or allowable from line 22	25a			
b	Enter the smaller of line 24 or 25a	25b			
<b>26 If section 1250 property:</b> 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			
<b>27 If section 1252 property:</b> 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			
<b>28 If section 1254 property:</b>					
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions)	28a			
b	Enter the smaller of line 24 or 28a	28b			
<b>29 If section 1255 property:</b>					
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 37 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	

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 58-1595471

**Name:** WINSHAPE FOUNDATION INC

### Form 4797, Part I, Line 2 - 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:

(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) for entire year. Subtract (f) from the sum of (d) and (e)
1988 FORD ECONOLINE	12- 31- 2001	2009-04-21	250	1,000	1,000	250
1994 FORD ECONOLINE	10- 31- 1994	2009-04-23	2,000	21,416	21,416	2,000
1995 FORD CLUBWAGON	09- 30- 1995	2009-04-23	2,000	23,972	23,972	2,000
2000 FORD E350 VAN	01- 31- 2001	2009-05-13	500	27,089	27,089	500
1999 FORD E350 VAN	03- 31- 2000	2009-05-13	500	22,103	22,103	500
WOODBURY FURNITURE	09- 01- 1994	2009-08-01	3,744	9,599	9,599	3,744
RAMON GANN WASHER	01- 31- 2006	2009-09-30		299	697	-398

## TY 2009 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	4,500		1,308	3,192
DUCHARME MICMILLEN & ASSOC	6,000		1,744	4,256

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

## TY 2009 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
-------------------------	---------------	---------------------	---------------------------	--------------------	--------------------------	-------------------------------------	-----------------------	---------------------	---------------------------------



# TY 2009 General Explanation Attachment

**Name:** WINSHAPE FOUNDATION INC

**EIN:** 58-1595471

Identifier	Return Reference	Explanation
Depreciation Schedule		WINSHAPE FOUNDATION, INC 58-1595471 FORM 990-PF 01/01/09 - 12/31/09 PART I, LINE 19,/PART II, LINE 14 ACQUISITION PRIOR DEPCR TOTAL CLASS VALUE TOTAL ACCUM THIS RUN ACCUM DEPCR ----- ----- AUTOS 1,669,900 1,203,193 175,052 1,378,245 BUILDINGS 3,988,774 1,004,436 99,525 1,103,961 EQUIPMENT 2,517,878 1,171,321 262,481 1,433,802 FURNITURE & FIX 3,839,914 2,675,539 382,552 3,058,091 LAND IMPROVEMENTS 178,071 140,945 11,200 152,145 LEASEHOLD 37,988,126 5,552,053 1,571,138 7,123,191 OFFICE EQUIP 537,154 364,491 38,462 402,953 GRAND TOTALS 50,719,818 12,111,978 2,540,408 14,652,386 LESS DISP 146,376 126,811 NET TOTALS 50,573,442 10,084,736 2,075,098 14,525,575 DEPREC ASSETS 50,573,442 NON DEPRECIABLE BLDG 235,000 LAND 1,080,461 COLLECTOR AUTOS 85,250 HORSES 8,500 FILM 6,770 CONSTRUCTION IN PROGRESS 58,779 LESS ACCUM DEP (14,525,575) NET FIXED ASSETS 37,522,627
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 2009 Investments - Land Schedule

**Name:** WINSHAPE FOUNDATION INC

**EIN:** 58-1595471

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
----------------	------------------	--------------------------	------------	-------------------------------

**TY 2009 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		6,025	6,090
ENDOWMENT FUNDS		4,545,216	4,658,651

**TY 2009 Land, Etc. Schedule****Name:** WINSHAPE FOUNDATION INC**EIN:** 58-1595471

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
----------------------------	-------------------------------	-------------------------------------	-----------------------	--

# TY 2009 Legal Fees Schedule

**Name:** WINSHAPE FOUNDATION INC

**EIN:** 58-1595471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TROUTMAN SANDERS	20,576		5,980	14,596
THE BALDWIN LAW FIRM, LLC	15,970		4,641	11,329
ADORNO & YOSS LLP	65		19	46
THE CUMMING LAW FIRM	488		142	346
SIMMS SHOWERS, LLP	1,306		380	926
WOMBLE CARLYLE SANDRIDGE & RIC	1,256		365	891
BUNDREN LAW FIRM, PLLC	1,500		436	1,064

# TY 2009 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	135,101	46,882	72,345	62,756
BAD DEBT EXPENSE	279		81	198
CABLE TV	4,059		1,180	2,879
CAMP STORE	59,714		17,354	42,360
CANTEEN	13,177		3,830	9,348
CASE WORKERS	69,664		20,246	49,418
CHILDREN ALLOWANCES	35,324		10,266	25,058
CLOTHING	160,327		45,693	114,634
CONTRACT LABOR	389,371		34,346	355,025
EQUIPT RENTAL	21,536		6,235	15,301
FOOD	1,298,389		375,506	922,882
GAS	140,133		36,331	103,802
GIFT SHOP ITEMS	10,586		3,076	7,509
GUEST ROOM SUPPLIES	21,232		6,170	15,061
HEALTHCARE	106,352		30,908	75,444
HONORARIA	35,525		10,324	25,201
HYGIENE	17,657		5,131	12,525
INSURANCE	816,057		202,185	613,871
JANITORIAL	78,890		17,846	61,044
KITCHEN SUPPLIES	37,832		10,995	26,837
LAUNDRY	36,921		10,730	26,191
LAWN CARE	40,513		11,774	28,739
LINENS & TOWELS	22,413		6,514	15,899
MISCELLANEOUS	143,595		37,892	105,703
OFFICE SUPPLIES	135,625		32,701	102,924
PEST CONTROL	24,239		6,358	17,880
PHOTOGRAPHY	20,414		5,206	15,208
PROGRAMMING	1,901,719		375,428	1,526,292
RECREATION	79,092		22,778	56,314
REGISTRATION FEES	37,792		10,983	26,809
RELIEF HOUSEPARENTS	34,713		10,088	24,625
REPAIRS & MAINTENANCE	790,571		206,470	584,102
SCHOOL SUPPLIES	12,476		3,626	8,850
SCHOOL TUITION	313,936		91,237	222,700
SPECIAL ACTIVITIES	490,251		100,258	389,992
SUMMER CAMP	71,772		20,858	50,913
TELEPHONE	106,569		25,370	81,199
TRASH	26,492		7,699	18,793
UNIFORMS	11,104		3,227	7,877
UTILITIES	345,738		86,208	259,533
SHARED TUITION (CONNECT)	456,300		132,611	323,689

**TY 2009 Other Income Schedule****Name:** WINSHAPE FOUNDATION INC**EIN:** 58-1595471

<b>Description</b>	<b>Revenue And Expenses Per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>
CAMP FEE INCOME	2,886,054		2,886,054
STATE FOSTER CARE FUNDS	68,480		68,480
WILDERNESS FEES	389,197		389,197
RETREAT FEES	582,591		582,591
MISCELLANEOUS INCOME	23,524		23,524
SALES INCOME	91,410		91,410
RENTAL INCOME	6,273		6,273
UNRELATED BUSINESS INCOME	235,632		235,632
MARRIAGE PROGRAM FEE INCOME	23,652		23,652

**TY 2009 Other Liabilities Schedule****Name:** WINSHAPE FOUNDATION INC**EIN:** 58-1595471

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
ANNUITY PAYABLE	258,698	216,967



## TY 2009 Other Professional Fees Schedule

**Name:** WINSHAPE FOUNDATION INC

**EIN:** 58-1595471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BETTY WILSON APPRAISAL	285		83	202
EAGLES LANDING CHRISTIAN COUNC	730		212	518

## TY 2009 Taxes Schedule

**Name:** WINSHAPE FOUNDATION INC

**EIN:** 58-1595471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	368,946		91,175	277,770
PROPERTY TAXES	20,477	4,416	7,755	12,723
SALES TAXES	26,014		7,094	18,919
OTHER TAXES	11,193		3,253	7,940