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Form 990-PF

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

OMB No 1545-0052

2011

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 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: WINSHAPE FOUNDATION INC. Employer identification number: 58-1595471. Telephone number: [blank]. City: ATLANTA, GA 30349. Accounting method: MODIFIED ACCRUAL.

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

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	630,427	615,723	615,723	
	2 Savings and temporary cash investments	20,839,423	20,074,076	19,998,005	
	3 Accounts receivable ▶ <u>52,617</u>				
	Less allowance for doubtful accounts ▶ _____	96,041	52,617	52,617	
	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 page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____				
	Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use	17,040	9,755	9,755	
	9 Prepaid expenses and deferred charges	61,900	44,123	44,123	
	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>297,000</u>				
Less accumulated depreciation (attach schedule) ▶ _____	12,000	297,000	297,000		
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	4,654,492 <input checked="" type="checkbox"/>	5,058,479	5,189,962		
14 Land, buildings, and equipment basis ▶ <u>61,055,812</u>					
Less accumulated depreciation (attach schedule) ▶ <u>19,434,830</u>	37,195,001 <input checked="" type="checkbox"/>	41,620,982	41,620,982		
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	63,506,324	67,772,755	67,828,167		
Liabilities	17 Accounts payable and accrued expenses	403,278	445,983		
	18 Grants payable				
	19 Deferred revenue	591,431	448,693		
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/> 180,809 <input checked="" type="checkbox"/>	83,716		
23 Total liabilities (add lines 17 through 22)	1,175,518	978,392			
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	62,330,806	66,794,363			
30 Total net assets or fund balances (see page 17 of the instructions)	62,330,806	66,794,363			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	63,506,324	67,772,755			

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	62,330,806
2	Enter amount from Part I, line 27a	2	4,463,557
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	66,794,363
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	66,794,363

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			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	37,908
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 pages 13 and 17 of the instructions)			
	If (loss), enter -0- in Part I, line 8		3	9,688

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))
2010	18,557,138	28,073,195	0.661027
2009	20,440,866	26,612,428	0.768095
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

2	Total of line 1, column (d).		2	3.170075
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.634015
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4	29,508,568
5	Multiply line 4 by line 3.		5	18,708,875
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	3,477
7	Add lines 5 and 6.		7	18,712,352
8	Enter qualifying distributions from Part XII, line 4.		8	24,875,190

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)

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 or determination letter <u>1984-09-10</u> (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,477
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	3,477
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	3,477
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,800
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	9,800
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	6,323
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	6,323

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"/>		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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>		No
c Did the foundation file Form 1120-POL for this year?		
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>		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"/>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	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"/>		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?	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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> GA _____		
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>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	Yes	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes	
14 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>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶ _____

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input checked="" type="checkbox"/>	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 2011?	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 page 20 of the instructions).	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2011 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 2011.</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 2011?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

6b **No**

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 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		
DONALD M CATHY 5200 BUFFINGTON ROAD ATLANTA, GA 30349	VICE PRES 20 0	0		
JAMES B MCCABE 5200 BUFFINGTON ROAD ATLANTA, GA 30349	SEC /TRES 8 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 M SKELTON PO BOX 490009 MT BERRY, GA 30149	EXECUTIVE DIRECTOR 40 0	158,822	31,289	
JAMES L COX PO BOX 490009 MT BERRY, GA 30149	PROGRAM DIRECTOR 40 0	134,261	29,098	
SHAWN A STOEVER PO BOX 490007 MT BERRY, GA 30149	PROGRAM DIRECTOR 40 0	134,263	28,219	
JAMES P ALSUP II 5200 BUFFINGTON ROAD ATLANTA, GA 30349	SENIOR DIRECTOR 40 0	129,365	15,438	
TERRY V SHANK PO BOX 490007 MT BERRY, GA 30149	HOST COORDINATOR 40 0	81,048	22,872	

Total number of other employees paid over \$50,000. **41**

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
RON CARTER PO BOX 231 ARMUCHEE, GA 30105	GENERAL CONTRACTOR	187,857
CHARLES RYAN ASSOCIATES LLC BBT SQUARE 300 SUMMERS ST STE 11 CHARLESTON, WV 25301	MARKETING	52,133
EDWARD WILLIAM SHIFLETT 122 CANTRELL LOOP CEDARTOWN, GA 30125	GENERAL CONTRACTOR	72,827

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 CAMP WINSHAPE	11,713,265
2 WINSHAPE RETREAT	4,774,407
3 WINSHAPE FOSTER HOMES	3,830,447
4 WINSHAPE INTERNATIONAL	1,800,841

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
1 NONE	
2 	
All other program-related investments See page 24 of 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	21,792,602
b	Average of monthly cash balances.	1b	7,783,085
c	Fair market value of all other assets (see page 24 of the instructions).	1c	382,250
d	Total (add lines 1a, b, and c).	1d	29,957,937
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	29,957,937
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	449,369
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,508,568
6	Minimum investment return. Enter 5% of line 5.	6	1,475,428

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 2011 from Part VI, line 5.	2a	
b	Income tax for 2011 (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 page 25 of 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	18,986,179
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	5,889,011
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	24,875,190
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	3,477
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	24,871,713

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 2009 , 2008 , 2007				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>0</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
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				
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 page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 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).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

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 2011, 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	<input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
		332,040	271,800	310,636	666,852	1,581,328
b	85% of line 2a	282,234	231,030	264,041	566,824	1,344,129
c	Qualifying distributions from Part XII, line 4 for each year listed	24,875,190	18,557,138	20,440,866	16,597,334	80,470,528
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	24,875,190	18,557,138	20,440,866	16,597,334	80,470,528
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets	67,828,167	64,004,239	60,832,283	60,137,573	252,802,262
	(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.	983,619	926,416	887,081	1,136,698	3,933,814
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 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
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 5,919,311
b <i>Approved for future payment</i>				
Total				3b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities... 1d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [x] No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date, Title, Preparer's Signature, Date, Firm's name, Firm's address, Firm's EIN, Phone no, PTIN, Check if self-employed.

May the IRS discuss this return with the preparer shown above? See instructions [] Yes [x] No

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

Schedule of Contributors

OMB No 1545-0047

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

2011

Department of the Treasury
Internal Revenue Service

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 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, 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
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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)
—	_____ _____ _____	\$ _____	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) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>7</u>	2001 LINCOLN LS - \$3,600 CLOTHING - \$978 37 CAMP MEALS - \$110 29 2001 HONDA ODYSSEY - \$3,959	\$ <u>8,648</u>	<u>2011-03-31</u>
<u>11</u>	PROPERTY AT 3770 KINGSTON HWY, KINGSTON	\$ <u>1,275,000</u>	<u>2011-07-30</u>
<u>13</u>	PROPERTY & CONTENTS AT 111 JOHNTON ROAD THOMASTON,GA	\$ <u>430,505</u>	<u>2011-09-30</u>
<u> </u>	_____	\$ _____	_____
<u> </u>	_____	\$ _____	_____
<u> </u>	_____	\$ _____	_____
<u> </u>	_____	\$ _____	_____
<u> </u>	_____	\$ _____	_____
<u> </u>	_____	\$ _____	_____
<u> </u>	_____	\$ _____	_____
<u> </u>	_____	\$ _____	_____
<u> </u>	_____	\$ _____	_____

Name of organization
WINSHAPE FOUNDATION INC

Employer identification number

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) ▶ \$

Use duplicate copies of Part III if additional space is needed

(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 1 - Contributors (see 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	\$ 7,722,802	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	S TRUETT CATHY 11169 TURNER RD HAMPTON, GA 30228	\$ 500,000	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	DONALD CATHY 2989 LAKE PARK DRIVE JONESBORO, GA 30281	\$ 14,878	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	NATIONAL CHRISTIAN FOUNDATION 1100 JOHNSON FERRY RD NE SUITE 24 ATLANTA, GA 30342	\$ 27,370	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	OTHER 5200 BUFFINGTON ROAD ATLANTA, GA 30349	\$ 200,490	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	CFA PROPERTIES INC 1105 NORTH MARKET STREET STE 928 WILMINGTON, DE 19801	\$ 14,700,000	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	S TRUETT CATHY 11169 TURNER ROAD HAMPTON, GA 30228	\$ 8,648	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	CARICO FARMS INC PO BOX 549 FALLS CITY, NE 68355	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	CHICK-FIL-A BOWL 235 ANDREW YOUNG INTERNATIONAL BLVD ATLANTA, GA 30303	\$ 488,435	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	HAL J MCGINNIS 2293 NOAHS ARK ROAD JONESBORO, GA 30236	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	RENE FOUNTAIN 35 COVEY RISE DR SE ROME, GA 30161	\$ 1,275,000	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	STC PROPERTY COMPANY 5200 BUFFINGTON ROAD ATLANTA, GA 30349	\$ 14,422	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	UPSON COUNTY EMERGENCY SHELTER 309 CHEROKEE ROAD THOMASTON, GA 30286	\$ 430,505	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	INDIANA WESLEYAN UNIVERSITY 4201 SOUTH WASHINGTON MARION, IN 46953	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	FOOD SERVICE RENOVATIONS INC PO BOX 870069 MORROW, GA 30287	\$ 13,323	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	ATLANTA SPIRIT LLC 101 MARIETTA ST NW SUITE 1900 ATLANTA, GA 30303	\$ 16,888	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	MAURICE GRAHAM 218 SHEFFEY LN RICHMOND, VA 23235	\$ 8,000	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

Additional Data

Software ID:

Software Version:

EIN: 58-1595471

Name: WINSHAPE FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

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)				
a <i>Paid during the year</i>				
LAR WINSHAPECAIXA POSTAL 128 LUZIANIA G O CEP 72 800 000 BR	N/A	N/A	GENERAL CONTRIBUTION	463,187
FELLOWSHIP OF CHRISTIAN ATHLETES190 AUSTIN OAKS DRIVE ELLENWOOD,GA 30294	N/A	N/A	GENERAL CONTRIBUTION	480,000
MARRIAGE & FAMILY FOUNDATION 5200 BUFFINGTON ROAD ATLANTA,GA 30349	N/A	N/A	GENERAL CONTRIBUTION	2,896,438
NATIONAL CHRISTIAN FOUNDATION1100 JOHNSON FERRY ROAD SUITE 900 ATLANTA,GA 30342	N/A	N/A	GENERAL CONTRIBUTION	247,500
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	453,296
BRACKENHURST MINISTRIES900 WEST PARK DRIVE SUITE 300 PEACHTREE CITY,GA 30269	N/A	N/A	GENERAL CONTRIBUTION	10,000
SERVING MARRIAGES INC3168 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	1,107,000
NATIONAL INSTITUTE OF MARRIAGE2175 SUNSET INN ROAD BRANSON,MO 65616	N/A	N/A	GENERAL CONTRIBUTION	41,400
THE HIDEAWAY FOUNDATION1800 S WASHINGTON SUITE 215 AMARILLO,TX 79102	N/A	N/A	GENERAL CONTRIBUTION	25,000
CENTER FOR RELATIONAL CARE 11615 ANGUS ROAD SUITE 218 AUSTIN,TX 78759	N/A	N/A	GENERAL CONTRIBUTION	46,890
KUMVEKA2330 BUFORD ROAD STE 201 RICHMOND,VA 23235	N/A	N/A	GENERAL CONTRIBUTION	25,000
ATLANTA DREAM CENTER INC635 ANGIER AVE NE ATLANTA,GA 30308	N/A	N/A	GENERAL CONTRIBUTION	200
CARE FOR AIDS185 PEBBLE BEACH DRIVE FAYETTEVILLE,GA 30215	N/A	N/A	GENERAL CONTRIBUTION	1,500
CARE FOR PASTORS INC26736 US HWY 27 STE 202 LEESBURG,FL 347481334	N/A	N/A	GENERAL CONTRIBUTION	500
CHRISTIAN HOSPITALITY NETWORK1200 PAINT ROCK RD KINGSTON,TN 37763	N/A	N/A	GENERAL CONTRIBUTION	9,800
CITY OF REFUGE1300 JOSEPH E BOONE BLVD ATLANTA,GA 30314	N/A	N/A	GENERAL CONTRIBUTION	100
COMMUNITY FOUNDATION OF CENTRAL GEORGIA INC277 MLK JR BLVD STE 303 MACON,GA 31201	N/A	N/A	GENERAL CONTRIBUTION	15,000
GREATER EUROPE MISSION18950 BASE CAMP ROAD MONUMENT,CO 801328009	N/A	N/A	GENERAL CONTRIBUTION	20,000
INTERNATIONAL MISSION BOARD PO BOX 6767 RICHMOND,VA 232300767	N/A	N/A	GENERAL CONTRIBUTION	30,000
LUIS PALAU EVANGELISTIC ASSOCC/O ARIZONA CITYFEST 1 N 1ST STREET PHOENIX,AZ 85004	N/A	N/A	GENERAL CONTRIBUTION	1,000
MYLES-A-PARTPO BOX 1345 ROSWELL,GA 30077	N/A	N/A	GENERAL CONTRIBUTION	7,500
YOUTH FOR CHRISTPO BOX 4478 ENGLEWOOD,CA 80155	N/A	N/A	GENERAL CONTRIBUTION	500
Total				5,919,311

TY 2011 Accounting Fees Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BABUSH, NEIMAN, KORNMAN & JOHN	9,350			9,350
PRICEWATERHOUSECOOPERS LLP	96,250			96,250
THOMSON REUTERS INC	50			50
WHITTINGTON JONES RUDERT CPA P	4,000		1,403	2,597

**TY 2011 All Other Program
Related Investments Schedule**

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Category	Amount
NONE	

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

TY 2011 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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Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
900 AT&T	2008-02		2011-01		25,443	24,354			1,089	
1000 AT&T	2008-05		2011-04		1,094	1,001			93	
1000 AT&T	2008-05		2011-08		1,165	1,001			164	
296 AIR PRODUCTS	2008-02		2011-01		25,558	27,745			-2,187	
60 ALLERGAN INC	2007-10		2011-01		4,278	4,013			265	
230 AMERICAN EXPRESS	2007-10		2011-01		10,472	14,476			-4,004	
320 ARTISAN FDS INC	2009-06		2011-01		5,398	3,744			1,654	
8000 BB&T	2010-04		2011-10		8,181	8,337			-156	
700 BANK OF NEW YORK MELLON	2008-02		2011-01		22,330	31,735			-9,405	
2000 BARCLAYS BANK	2010-03		2011-04		2,066	1,999			67	
550 BEST BUY	2009-02		2011-01		19,283	15,358			3,925	
1000 CSX CORP	2010-02		2011-08		1,163	1,121			42	
2000 CVS/CAREMARK	2009-09		2011-08		2,214	2,033			181	
1000 CA INC	2010-03		2011-04		1,027	1,023			4	
2000 CATERPILLAR	2008-12		2011-04		2,533	1,997			536	
20000 CITIGROUP	2009-12				20,565	20,384			181	
640 CITRIX	2008-09		2011-01		41,944	19,296			22,648	
1000 COMCAST CORP	2009-07		2011-04		1,082	1,011			71	
4000 CONOCOPHILLIPS	2009-05		2011-03		4,587	3,899			688	
3000 CONOCOPHILLIPS	2009-05		2011-03		3,429	2,939			490	
2000 CREDIT SUISSE NEW YORK	2009-05		2011-04		2,190	2,034			156	
590 DARDEN RESTAURANTS	2008-09		2011-01		27,118	17,335			9,783	
2000 JOHN DEERE CAPITAL	2008-12		2011-04		2,058	2,050			8	
2000 JOHN DEERE CAPITAL	2008-12		2011-06		2,053	1,995			58	
1694 DELL INC	2009-02		2011-01		22,767	27,928			-5,161	
310 DEVON ENERGY CORP	2009-02		2011-01		25,724	24,682			1,042	
817 WALT DISNEY CO	2008-02		2011-01		32,426	26,007			6,419	
410 E M C CORP	2008-01		2011-01		9,811	7,084			2,727	
421 EATON CORP	2009-02		2011-01		43,041	23,071			19,970	
435 EXELON CORP	2008-02		2011-01		18,805	35,129			-16,324	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
280 EXXON MOBIL CORP	2008-02		2011-01		22,014	17,600			4,414	
15370 FEDERAL HOME LOAN MORTG			2011-01		950	953			-3	
4360 FEDERAL HOME LOAN MORTG	2008-12				4,624	4,417			207	
10060 FEDERAL HOME LOAN MORTG	2008-03				10,688	10,047			641	
18698 FEDERAL NAT'L MORTG ASSOC			2011-01		669	673			-4	
75016 FEDERAL NAT'L MORTG ASSN			2011-01		2,285	2,311			-26	
1425 FEDERAL NAT'L MORTG ASSOC	2008-12				1,425	1,451			-26	
688 FEDERAL NAT'L MORTG ASSN	2008-12				688	703			-15	
3648 FEDERAL NAT'L MORTG ASSN	2008-03				3,648	3,639			9	
4560 FEDERAL NAT'L MORTG ASSN	2008-03				4,560	4,620			-60	
1007 FEDERAL NAT'L MORTG ASSN	2009-11				1,007	1,079			-72	
4607 FEDERAL NAT'L MORTG ASSN	2008-03				4,607	4,551			56	
6126 FEDERAL NAT'L MORTG ASSN	2009-10				6,709	6,510			199	
532 FEDERAL NAT'L MORTG ASSN	2008-12				532	540			-8	
2009 FEDERAL NAT'L MORTG ASSN	2008-12				2,009	2,060			-51	
2566 FEDERAL NAT'L MORTG ASSN	2008-03				2,566	2,594			-28	
520 FIRSTENERGY CORP	2009-06		2011-01		20,493	24,557			-4,064	
175 FRONTIER COMM	2008-02		2011-01		1,598	1,465			133	
1000 GENERAL ELECTRIC	2008-03		2011-02		1,068	1,028			40	
8000 GENERAL ELECTRIC	2008-12		2011-02		8,542	8,192			350	
1000 GENERAL ELECTRIC	2008-12		2011-04		1,065	996			69	
6000 GENERAL ELECTRIC	2009-07		2011-05		6,407	6,248			159	
1000 GOLDMAN SACHS	2010-05		2011-08		1,154	1,098			56	
150 HALLIBURTON CO	2009-02		2011-01		5,836	5,908			-72	
1000 HESS CORP	2009-09		2011-08		1,322	1,191			131	
1750 ISHARES RUSSELL	2009-06		2011-01		115,678	85,642			30,036	
1000 KRAFT FOODS INC	2010-02		2011-07		1,067	997			70	
1000 MERRILL LYNCH	2009-07		2011-04		1,113	996			117	
1000 MORGAN STANLEY	2009-10		2011-08		1,023	1,003			20	
4540 MUNDER M/C CORE GROWTH	2009-06		2011-01		128,472	85,391			43,081	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
70 NORFOLK SOUTHERN	2008-09		2011-01		4,482	4,805			-323	
120 ORACLE	2008-01		2011-01		3,874	2,605			1,269	
1000 ORACLE	2008-04		2011-08		1,212	1,000			212	
6305 PIMCO TOTAL RETURN	2009-06		2011-01		68,341	65,000			3,341	
1000 PETROBRAS INT'L	2009-10		2011-06		1,065	999			66	
1000 TALISMAN ENERGY	2009-09		2011-06		1,246	1,168			78	
1000 TARGET CORP	2008-03		2011-08		1,186	985			201	
9000 TENNESSEE VALLEY AUTHORITY	2008-03				8,403	9,054			-651	
680 TIFFANY & CO	2009-02		2011-01		39,387	21,389			17,998	
1000 TIME WARNER CABLE	2009-08		2011-08		1,219	1,099			120	
1000 TRAVELERS COMPANIES	2008-03		2011-04		1,057	935			122	
4000 TRAVELERS COMPANIES	2009-05		2011-05		4,437	3,738			699	
2000 TRAVELERS COMPANIES	2009-05		2011-05		2,195	1,931			264	
300 US TREASURY BOND	2009-06				3,932	3,480			452	
41868 US TREASURY INFLATION INDEX	2009-11				46,919	42,555			4,364	
6000 US TREASURY N/B	2010-01		2011-02		6,022	5,990			32	
1000 US TREASURY N/B	2010-09		2011-11		1,009	998			11	
7000 VERIZON COMM	2009-05		2011-03		7,863	7,075			788	
1000 WACHOVIA CORP	2008-03		2011-04		1,104	968			136	
808 WELLS FARGO & CO	2008-01		2011-01		26,204	22,821			3,383	
1000 BB&T	2011-02		2011-10		1,023	1,038			-15	
1000 CITIGROUP	2010-12		2011-06		1,092	1,091			1	
1000 CONOCOPHILLIPS	2011-02		2011-03		1,143	1,140			3	
1000 DIRECTV	2010-09		2011-08		1,061	1,034			27	
20601 FEDERAL HOME LOAN MORTG	2011-02				21,940	21,805			135	
4563 FEDERAL NAT'L MORTG ASSN	2011-02				4,563	4,958			-395	
2244 FEDERAL NAT'L MORTG ASSN	2011-08				2,244	2,358			-114	
116 FEDERAL NAT'L MORTG ASSN	2011-11		2011-12		116	123			-7	
1598 FEDERAL NAT'L MORTG ASSN	2011-08				1,598	1,723			-125	
1578 FEDERAL NAT'L MORTG ASSN	2011-04				1,810	1,943			-133	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
1748 FEDERAL NAT'L MORTG ASSN	2011-04				1,748	1,895			-147	
1661 FEDERAL NAT'L MORTG ASSN	2011-04				1,661	1,808			-147	
5505 FEDERAL NAT'L MORTG ASSN	2011-02				5,505	5,848			-343	
2511 FEDERAL NAT'L MORTG ASSN	2011-08				2,511	2,605			-94	
2000 GENERAL ELECTRIC	2011-02		2011-05		2,135	2,137			-2	
1000 GENERAL ELECTRIC CAPITAL	2011-02		2011-04		1,018	996			22	
1000 GENERAL ELECTRIC CAPITAL	2011-02		2011-08		1,050	1,012			38	
1000 MERRILL LYNCH	2010-04		2011-04		945	939			6	
2000 ONTARIO	2011-01		2011-04		1,991	2,000			-9	
1000 PRUDENTIAL FINANCIAL	2010-11		2011-04		973	992			-19	
1000 PRUDENTIAL FINANCIAL	2010-11		2011-08		1,040	992			48	
2000 TRAVELERS COMPANIES	2011-02		2011-05		2,195	2,158			37	
1000 US TREASURY BD	2010-12		2011-04		1,129	1,159			-30	
1000 US TREASURY BD	2010-12		2011-06		1,191	1,159			32	
7000 US TREASURY BD	2011-02		2011-06		8,446	8,010			436	
1000 US TREASURY BD	2011-02		2011-04		825	816			9	
10000 US TREASURY BD	2011-02		2011-06		8,890	8,183			707	
190000 US TREASURY BD	2011-01				190,647	190,589			58	
67000 US TREASURY BD	2011-09		2011-10		67,071	67,196			-125	
8000 US TREASURY BD	2011-10		2011-11		8,029	8,034			-5	
2000 US TREASURY BD	2011-09				2,003	1,995			8	
3000 US TREASURY BD	2011-12				3,087	2,849			238	
1000 VERIZON	2011-02		2011-03		1,123	1,111			12	
2000 VERIZON	2011-03		2011-08		2,291	1,967			324	
300000 FEDERAL FARM CR BKS	2008-08		2011-06		300,000	321,276			-21,276	
300000 FEDERAL HOME LN BKS	2008-07		2011-12		300,000	307,965			-7,965	
300000 HORMEL FOODS	2009-06		2011-06		300,000	325,788			-25,788	
300000 US TREASURY NTS 4 5%	2008-08		2011-02		300,000	314,781			-14,781	
3405 PIMCO COMMODITY REAL			2011-02		32,379	27,429			4,950	
8155 PIMCO COMMODITY REAL			2011-02		77,544	60,878			16,666	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
3014 PIMCO REAL RETURN			2011-02		34,175	33,066			1,109	
8058 PIMCO REAL RETURN			2011-02		91,366	85,258			6,108	
1540 ROYCE VALUE PLUS	2009-09		2011-02		21,143	15,542			5,601	
423 TARGET SMALL CAP	2009-09		2011-02		9,004	6,371			2,633	
11368 VANGUARD ST INVMT			2011-02		122,533	121,794			739	

TY 2011 General Explanation Attachment

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

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
2011 Depreciation Schedule		WinShape Foundation, Inc 58-1595471 2011 Form 990-PF Part I, Line 19/Part II, Line 14 CLASS" ACQUIS VALUE "" PR TTL ACCUM"" DEPRC THIS RUN"" TTL ACCUM DEPRC " AUTOS 1,515,131 1,178,816 154,313 1,333,128 BUILDINGS 5,467,344 1,203,485 118,007 1,321,492 EQUIPMENT 3,394,926 1,715,834 308,928 2,024,762 FURN&FIX 4,143,305 3,202,867 190,029 3,392,896 LAND IMPR 189,529 159,647 5,940 165,587 LEASE IMP 44,222,064 8,870,467 1,940,624 10,811,092 OFF EQUIP 731,087 442,218 45,520 487,738 HORSES 4,500 - 571 571 GRAND TTL 59,667,886 16,773,334 2,763,932 19,537,266 LESS DISPOSITION(147,588) (102,436) NET TOTALS 59,520,297 19,434,830 DEPREC ASSETS 59,520,297 LAND 1,237,821 FILM 6,771 CONSTRUCTION IN PROGRESS 290,923 LESS ACCUM DEPRC (19,434,830) NET FIXED ASSETS 41,620,982

TY 2011 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		6,981	6,981
ENDOWMENT FUNDS		4,966,248	5,097,731
COLLECTOR CARS		85,250	85,250

TY 2011 Land, Etc. Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
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TY 2011 Legal Fees Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THE BALDWIN LAW FIRM, LLC	15,810		5,545	10,265
BENSON LAW FIRM	3,550		1,245	2,305
CT CORPORATION SYSTEM	602		211	391
HALL, ARBREY & GILLIGAN LLP	4,833			4,833
NELSON MULLINS RILEY & SCARBOR	1,470			1,470
TROUTMAN SANDERS LLP	23,996			23,996
MCGUIRE WOODS LLP	16,073			16,073

TY 2011 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	187,680	59,772	104,430	80,734
BAD DEBT EXPENSE	2,403		843	1,560
CABLE TV	4,866		1,707	3,160
CAMP STORE	83,449		29,268	54,182
CANTEEN	15,370		5,391	9,980
CASE WORKERS	46,573		16,334	30,238
CHANGE IN VALUE OF ANNUITY	-54,311	-59,737	-59,737	5,426
CHILDREN ALLOWANCES	38,134		13,375	24,759
CLOTHING	203,718		70,608	133,110
CONTRACT LABOR	496,352		54,571	441,782
EQUIPT RENTAL	247,727		83,317	161,605
FOOD	1,350,831		470,530	861,761
GAS	223,907		70,887	149,788
GIFT SHOP ITEMS	24,248		8,504	11,921
GUEST ROOM SUPPLIES	23,609		8,280	11,608
HEALTHCARE	130,301		45,700	84,601
HONORARIA	51,401		17,449	33,952
HYGIENE	24,064		8,440	15,624
INSURANCE	1,107,860		298,105	756,676
JANITORIAL	48,721		17,088	25,839
KITCHEN SUPPLIES	66,975		23,489	34,795
LAUNDRY	6,707		2,352	4,138
LAWN CARE	55,584		19,210	27,780
LINENS & TOWELS	2,995		1,050	1,472
MISCELLANEOUS	118,396		37,454	71,815
OFFICE SUPPLIES	135,400		38,724	92,929
PEST CONTROL	16,390		5,208	10,363
PHOTOGRAPHY	18,261		5,435	12,826
PROGRAMMING	2,366,948		581,251	1,785,697
RECREATION	79,362		27,751	51,612
REGISTRATION FEES	49,084		17,215	31,869
RELIEF HOUSEPARENTS	47,091		16,516	30,575
REPAIRS & MAINTENANCE	772,344		224,417	502,237
SCHOOL SUPPLIES	13,648		4,787	8,861
SCHOOL TUITION	454,916		159,550	295,366
SHARED TUITION (CONNECT)	604,125		211,881	392,244
SPECIAL ACTIVITIES	627,535		164,363	463,172
SUMMER CAMP	87,334		30,630	56,704
TELEPHONE	133,996		38,230	90,447
TRASH	34,432		12,076	17,295
UNIFORMS	22,109		7,754	11,327
UTILITIES	461,561		136,755	282,147

TY 2011 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	4,161,427		4,161,427
STATE FOSTER CARE FUNDS	24,024		24,024
WILDERNESS FEE INCOME	463,071		463,071
RETREAT FEE INCOME	905,747		905,747
MARRIAGE PROGRAM FEE INCOME	294,711		294,711
MISCELLANEOUS INCOME	12,129		12,129
UNRELATED BUSINESS INCOME	258,132		258,132
SALES INCOME	193,739		193,739
RENTAL INCOME	5,700		5,700

TY 2011 Other Liabilities Schedule**Name:** WINSHAPE FOUNDATION INC**EIN:** 58-1595471

Description	Beginning of Year - Book Value	End of Year - Book Value
ANNUITY PAYABLE	175,236	79,194
INSURANCE PREMIUMS PAYABLE	108	
FLEXIBLE ACCOUNT PAYABLE	5,465	4,522

TY 2011 Taxes Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL PROPERTY TAXES	27,423	4,236	8,716	18,707
SALES TAXES	24,199		7,742	14,565
PERSONAL PROPERTY TAXES	2,979			2,979
OTHER TAXES	15,208		2,693	12,061