

Form 990-PF

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

OMB No 1545-0052

2010

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 2010, or tax year beginning 01-01-2010, and ending 12-31-2010

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. 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. I Fair market value of all assets at end of year: \$64,004,239. J 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 (lines 1-12) and Operating and Administrative Expenses (lines 13-26), ending with Excess of revenue over expenses and disbursements (line 27).

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	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		327,243		630,427		630,427
	2 Savings and temporary cash investments		18,171,868		20,839,423		20,784,814
	3 Accounts receivable <input type="checkbox"/> <u>96,041</u>						
	Less allowance for doubtful accounts <input type="checkbox"/> _____		35,087		96,041		96,041
	4 Pledges receivable <input type="checkbox"/> _____						
	Less allowance for doubtful accounts <input type="checkbox"/> _____						
	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) <input type="checkbox"/> _____						
	Less allowance for doubtful accounts <input type="checkbox"/> _____						
	8 Inventories for sale or use		17,559		17,040		17,040
	9 Prepaid expenses and deferred charges		81,158		61,900		61,900
	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 <input type="checkbox"/> <u>12,000</u>						
Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____		12,000		12,000		12,000	
12 Investments—mortgage loans							
13 Investments—other (attach schedule)		4,551,241	<input checked="" type="checkbox"/>	4,654,492		5,207,016	
14 Land, buildings, and equipment basis <input type="checkbox"/> <u>53,968,335</u>							
Less accumulated depreciation (attach schedule) <input type="checkbox"/> <u>16,773,334</u>		37,522,627	<input checked="" type="checkbox"/>	37,195,001		37,195,001	
15 Other assets (describe <input type="checkbox"/> _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		60,718,783		63,506,324		64,004,239	
Liabilities	17 Accounts payable and accrued expenses		320,574		403,278		
	18 Grants payable						
	19 Deferred revenue		435,777		591,431		
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe <input type="checkbox"/> _____)		<input checked="" type="checkbox"/> 216,967	<input checked="" type="checkbox"/>	180,809		
23 Total liabilities (add lines 17 through 22)		973,318		1,175,518			
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		59,745,465		62,330,806		
30 Total net assets or fund balances (see page 17 of the instructions)		59,745,465		62,330,806			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		60,718,783		63,506,324			

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	59,745,465
2	Enter amount from Part I, line 27a	2	2,585,341
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	
4	Add lines 1, 2, and 3	4	62,330,806
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	62,330,806

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-13,813
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

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))
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
2005	9,176,897	7,917,820	1.159018

2	Total of line 1, column (d).	2	3,668,066
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	0.733613
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	28,073,195
5	Multiply line 4 by line 3.	5	20,594,861
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,451
7	Add lines 5 and 6.	7	20,597,312
8	Enter qualifying distributions from Part XII, line 4.	8	18,557,138

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 main rows and sub-rows (a-d) for credits/payments. Columns include line numbers and amounts. Total tax due is 1,598.

Part VII-A Statements Regarding Activities

Table with 10 main rows and sub-rows (a-c) for questions regarding political activities, tax returns, and assets. Columns include question numbers and Yes/No responses.

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 ▶ <table border="1" style="display:inline-table; vertical-align:middle;"><tr><td style="width:40px; text-align:center;">15</td></tr></table>	15			
15				
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No	

See page 20 of 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 2010 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 2010.</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 2010?	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	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	163,564	30,049	
SHAWN STOEVER PO BOX 80 MT BERRY, GA 30149	PROGRAM DIRECTOR 40 0	132,734	26,800	
LARRY COX 9 BERRY COLLEGE MT BERRY, GA 30149	INTL DIRECTOR 40 0	131,629	27,641	
TERRY SHANK PO BOX 490007 MT BERRY, GA 30149	OPERATIONS DIRECTOR 40 0	80,787	20,902	
JAMES P ALSUP 5200 BUFFINGTON ROAD ATLANTA, GA 30349	SENIOR DIRECTOR 40 0	91,698	8,158	

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

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	241,256
GENESIS SIX CONTRUCTION PO BOX 110 TALKING ROCK, GA 30175	GENERAL CONTRACTOR	55,791
HAREN'S MAINTENANCE & REPAIR LLC PO BOX 1938 JACKSON, GA 30233	GENERAL CONTRACTOR	55,814

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	5,021,618
2 WINSHAPE RETREAT	4,085,088
3 WINSHAPE FOSTER HOMES	3,163,999
4 WINSHAPE MARRIAGE	2,171,518

Part IX-B Summary of Program-Related Investments (see page 24 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	19,511,292
b	Average of monthly cash balances.	1b	8,977,414
c	Fair market value of all other assets (see page 24 of the instructions).	1c	12,000
d	Total (add lines 1a, b, and c).	1d	28,500,706
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	28,500,706
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	427,511
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,073,195
6	Minimum investment return. Enter 5% of line 5.	6	1,403,660

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 2010 from Part VI, line 5.	2a	
b	Income tax for 2010 (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	16,246,799
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	2,310,339
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	18,557,138
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	18,557,138

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			0	
b Total for prior years 2008, 2007, 2006		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.	0			
b From 2006.	0			
c From 2007.	0			
d From 2008.	0			
e From 2009.	0			
f Total of lines 3a through e.				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ _____				
a Applied to 2009, but not more than line 2a			0	
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 2010 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2006.	0			
b Excess from 2007.	0			
c Excess from 2008.	0			
d Excess from 2009.	0			
e Excess from 2010.	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 2010, enter the date of the ruling. 1984-09-10

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	271,800	310,636	666,852	1,018,417	2,267,705
b 85% of line 2a	231,030	264,041	566,824	865,654	1,927,549
c Qualifying distributions from Part XII, line 4 for each year listed	18,557,138	20,440,866	16,597,334	12,168,259	67,763,597
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	18,557,138	20,440,866	16,597,334	12,168,259	67,763,597
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	64,004,239	60,832,283	60,137,573	53,822,851	238,796,946
(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.	926,416	887,081	1,136,698	747,962	3,698,157
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 3,842,480
b <i>Approved for future payment</i>				
Total				3b

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

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

2010

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 on line H 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 _____ _____ _____	\$ _____	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

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
7	TRASH RECEPTACLES	\$ 1,204	2010-07-31
12	HORSE - \$4,000 BLACK IRON PIPE - \$262 OIL PAINTING - \$1,430	\$ 5,692	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(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	\$ 8,067,161	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	S TRUETT CATHY 11169 TURNER RD HAMPTON, GA 30228	\$ 14,830	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	DONALD CATHY 2989 LAKE PARK DRIVE JONESBORO, GA 30281	\$ 15,330	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input 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	\$ 20,800	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	OTHER 5200 BUFFINGTON ROAD ATLANTA, GA 30349	\$ 149,372	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	CFA PROPERTIES INC SUITE 928 1105 NORTH MARKET STREET WILMINGTON, DE 19801	\$ 11,500,000	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
7	S TRUETT CATHY 11169 TURNER ROAD HAMPTON, GA 30228	\$ 1,204	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	DANT CATHY 186 PEEPLES ROAD FAYETTEVILLE, GA 30214	\$ 9,495	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
9	CARICO FARMS INC PO BOX 549 FALLS CITY, NE 68355	\$ 10,000	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	PEACH BOWL INC 235 ANDREW YOUNG INTERNATIONAL BLVD ATLANTA, GA 30303	\$ 446,833	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	JAMES H PULLIAM 128 WOODBINE CIRCLE NEWNAN, GA 30263	\$ 50,000	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	OTHER 5200 BUFFINGTON ROAD ATLANTA, GA 30349	\$ 5,692	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
13	COASTAL RAGS INC 6767 NE 4TH AVENUE MIAMI, FL 33138	\$ 21,000	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	HAL J MCGINNIS 2293 NOAHS ARK ROAD JONESBORO, GA 30236	\$ 10,000	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	SERVICE MANAGEMENT GROUP 210 W 19TH TERRACE KANSAS CITY, MO 64108	\$ 10,050	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	SOUTHEAST ACQUIRERS ASSOCIATION 3595 RIDER TRAIL S EARTH CITY, MO 63045	\$ 10,000	Person Payroll Noncash <input checked="" type="checkbox"/> <input type="checkbox"/> <input 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 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)
A	2,000 AT&T	P	2008-05-08	2010-04-07
B	6,000 ABBOTT LABS	P		
C	9,000 BP CAPITAL	P		2010-04-01
D	1,000 CATERPILLAR	P	2008-12-02	2010-08-13
E	1,000 COMCAST	P	2009-07-07	2010-09-13
F	1,000 CONOCOPHILLIPS	P	2009-05-20	2010-08-09
G	5,000 DUKE ENERGY	P	2008-03-11	2010-02-09
H	90 EXXON MOBILE	P	2008-05-07	2010-07-01
I	17,828 40 FED HOME LOAN MTG	P	2008-03-11	
J	6,843 64 FED HOME LOAN MTG	P	2008-12-10	
K	2,245 FED HOME LOAN MTG	P	2008-12-10	
L	11,319 34 FED HOME LOAN MTG	P	2008-03-11	
M	1850 55 FED NAT'L MTG ASSN	P	2008-12-10	
N	951 89 FED NAT'L MTG ASSN	P	2008-12-10	
O	6,124 38 FED NAT'L MTG ASSN	P	2008-03-11	
P	8,535 42 FED NAT'L MTG ASSN	P	2008-03-11	
Q	259 48 FED NAT'L MTG ASSN	P	2009-11-09	
R	9,927 55 FED NAT'L MTG ASSN	P	2008-03-11	
S	593 22 FED NAT'L MTG ASSN	P	2009-10-08	
T	861 68 FED NAT'L MTG ASSN	P	2008-12-10	
U	4,330 55 FED NAT'L MTG ASSN	P	2008-12-10	
V	6,449 27 FED NAT'L MTG ASSN	P	2008-03-11	
W	23 FRONTIER COMM	P	2008-02-22	2010-07-08
X	2,000 GENERAL ELECTRIC	P	2008-03-11	
Y	6,000 HSBC FINANCE	P		2010-02-09
Z	1,000 J P MORGAN	P	2009-04-27	2010-07-08
AA	10,000 KELLOGG CO	P	2008-03-11	
AB	10,000 MCDONALDS CORP	P		
AC	1,000 MERRILL LYNCH	P	2009-07-23	2010-08-09
AD	8,000 MORGAN STANLEY	P		2010-04-30

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)
AE	2,000 ORACLE	P	2008-04-02	
AF	2,000 PEPSICO	P	2009-05-07	2010-11-16
AG	5,000 GCB PEPSICO	P	2008-11-06	2010-11-02
AH	10,000 SUNTRUST BANK	P		
AI	1,000 TARGET	P	2008-03-11	2010-07-08
AJ	3,000 TENNESSEE VALLEY AUTH	P	2008-03-11	2010-05-10
AK	1,000 TIME WARNER CABLE	P	2009-08-11	2010-12-07
AL	2,000 TRAVELERS	P	2008-03-11	
AM	6,000 US BANK	P		
AN	2,000 US TREASURY BOND	P	2009-06-10	2010-07-08
AO	8,000 US TREASURY N/B	P		2010-05-19
AP	8,000 UNITED TECH	P		2010-06-07
AQ	2,000 VERIZON	P	2008-03-11	
AR	1,000 WACHOVIA CORP	P	2008-03-11	2010-09-13
AS	5,000 ABBOTT LABS	P		
AT	1,000 BB&T	P	2010-04-27	2010-12-10
AU	4,000 BP CAPITAL	P	2009-05-07	2010-04-01
AV	1,000 BP CAPITAL	P	2010-09-28	2010-09-29
AW	3,000 BARCLAYS	P	2010-03-30	
AX	9,000 BLACKROCK	P		2010-04-29
AY	1,000 CSX CORP	P	2010-02-09	2010-12-07
AZ	3,000 CVS/CAREMARK	P	2009-09-21	
BA	2,000 CA INC	P	2010-03-22	2010-04-07
BB	3,000 CITIGROUP	P	2009-12-15	
BC	1,000 CONOCOPHILLIPS	P	2009-05-20	2010-05-10
BD	3,000 DUKE ENERGY	P	2009-05-11	2010-02-09
BE	1,584 74 FED NAT'L MTG ASSN	P	2009-11-09	
BF	1,351 05 FED NAT'L MTG ASSN	P	2009-10-08	
BG	1,000 GOLDMAN SACHS	P	2010-05-20	2010-12-07
BH	4,000 HSBC FINANCE	P	2009-05-08	2010-02-09

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)
BI	1,000 HESS CORP	P	2009-09-10	2010-08-09
BJ	4,000 KELLOG CO	P	2009-05-11	2010-02-09
BK	3,000 KRAFT FOODS	P	2010-02-05	
BL	7,000 MICROSOFT	P		2010-11-30
BM	6,000 MORGAN STANLEY	P	2009-05-08	2010-04-30
BN	2,000 PETROBRAS	P	2009-10-22	
BO	2,000 TALISMAN ENERGY	P	2009-09-15	2010-04-07
BP	1,000 TIME WARNER CABLE	P	2009-08-11	2010-05-10
BQ	4,000 US BANK	P	2009-05-14	2010-04-29
BR	8,000 US TREASURY N/B	P	2010-05-19	2010-12-10
BS	21,000 US TREASURY N/B	P	2009-12-14	
BT	300,000 GENERAL ELECTRIC	P	2006-11-16	2010-01-19
BU	300,000 STANLEY WKS	P	2008-04-22	2010-03-15
BV	300,000 US TREASURY NTS	P	2008-08-28	2010-08-31
BW	300,000 FEDERAL HOME LOAN	P	2008-08-21	2010-12-10
BX	8,203 84 PIMCO INV GR	P		2010-04-12
BY	5,562 82 PIMCO TOTAL RETURN	P	2007-05-14	2010-04-12
BZ	287 28 DODGE & COX	P	2003-01-03	2010-04-12
CA	1,238 75 EDGEWOOD GROWTH	P	2009-01-15	2010-04-12
CB	913 01 HARBOR CAPITAL	P	2007-05-14	2010-04-12
CC	1,035 75 ALLIANZ NFJ	P	2008-07-30	2010-04-12
CD	1,278 23 ROYCE VALUE PLUS	P	2009-09-01	2010-04-12
CE	998 02 VANGUARD 500	P	2007-05-14	2010-04-12

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
A	2,114		1,998	116
B	6,356		5,981	375
C	9,904		9,042	862
D	1,306		998	308
E	1,125		1,011	114
F	1,227		975	252
G	5,476		5,348	128
H	53		80	-27
I	18,932		18,048	884
J	7,291		7,035	256
K	2,245		2,274	-29
L	11,319		11,305	14
M	1,850		1,885	-35
N	952		972	-20
O	6,124		6,109	15
P	8,535		8,647	-112
Q	259		278	-19
R	9,928		9,807	121
S	593		630	-37
T	862		876	-14
U	4,331		4,440	-109
V	6,449		6,519	-70
W	1		2	-1
X	2,158		2,056	102
Y	6,128		6,035	93
Z	1,127		990	137
AA	6,493		6,180	313
AB	11,126		10,319	807
AC	1,100		996	104
AD	8,212		7,930	282

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

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
AE	2,296		1,999	297
AF	2,635		2,427	208
AG	6,566		5,539	1,027
AH	10,195		10,179	16
AI	1,136		985	151
AJ	3,335		3,395	-60
AK	1,168		1,099	69
AL	2,267		1,869	398
AM	6,389		6,385	4
AN	2,573		2,320	253
AO	8,225		8,678	-453
AP	8,314		8,654	-340
AQ	2,224		2,027	197
AR	1,127		968	159
AS	4,209		4,076	133
AT	1,043		1,042	1
AU	4,402		4,305	97
AV	1,006		997	9
AW	3,041		3,000	41
AX	9,214		9,052	162
AY	1,152		1,121	31
AZ	3,080		3,049	31
BA	2,008		2,046	-38
BB	3,095		3,058	37
BC	1,137		975	162
BD	3,285		3,254	31
BE	1,585		1,697	-112
BF	1,351		1,436	-85
BG	1,163		1,098	65
BH	4,085		4,018	67

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
BI	1,297		1,191	106
BJ	4,327		4,273	54
BK	3,078		2,990	88
BL	6,926		6,994	-68
BM	6,159		6,050	109
BN	2,069		1,998	71
BO	2,373		2,335	38
BP	1,126		1,099	27
BQ	4,250		4,280	-30
BR	8,012		8,034	-22
BS	21,047		20,971	76
BT	300,000		319,407	-19,407
BU	300,000		306,106	-6,106
BV	300,000		300,141	-141
BW	300,000		301,743	-1,743
BX	92,031		84,753	7,278
BY	61,453		57,523	3,930
BZ	30,034		26,068	3,966
CA	12,644		9,416	3,228
CB	31,574		31,739	-165
CC	11,284		15,207	-3,923
CD	15,834		12,900	2,934
CE	90,914		114,348	-23,434

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
A			116
B			375
C			862
D			308
E			114
F			252
G			128
H			-27
I			884
J			256
K			-29
L			14
M			-35
N			-20
O			15
P			-112
Q			-19
R			121
S			-37
T			-14
U			-109
V			-70
W			-1
X			102
Y			93
Z			137
AA			313
AB			807
AC			104
AD			282

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
AE			297
AF			208
AG			1,027
AH			16
AI			151
AJ			-60
AK			69
AL			398
AM			4
AN			253
AO			-453
AP			-340
AQ			197
AR			159
AS			133
AT			1
AU			97
AV			9
AW			41
AX			162
AY			31
AZ			31
BA			-38
BB			37
BC			162
BD			31
BE			-112
BF			-85
BG			65
BH			67

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) FM V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
BI			106
BJ			54
BK			88
BL			-68
BM			109
BN			71
BO			38
BP			27
BQ			-30
BR			-22
BS			76
BT			-19,407
BU			-6,106
BV			-141
BW			-1,743
BX			7,278
BY			3,930
BZ			3,966
CA			3,228
CB			-165
CC			-3,923
CD			2,934
CE			-23,434

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 WINSHAPE CAIXA POSTAL 128 LUZIANIA GO CEP 72 800 000 BR	N/A	N/A	GENERAL CONTRIBUTION	313,684
FELLOWSHIP OF CHRISTIAN ATHLETES 190 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	1,188,380
NATIONAL CHRISTIAN FOUNDATION 1100 JOHNSON FERRY ROAD SUITE 900 ATLANTA,GA 30342	N/A	N/A	GENERAL CONTRIBUTION	247,500
SONSCAPE RETREATS PO BOX 700 DIVIDE,CO 80814	N/A	N/A	GENERAL CONTRIBUTION	7,500
BERRY COLLEGE 2277 MARTHA BERRY HIGHWAY MT BERRY,GA 30149	N/A	N/A	SCHOLARSHIPS	413,419
ATLANTA FEST FOUNDATION 2703 AYRSHIRE REACH WILLIAMSBURG,VA 23188	N/A	N/A	GENERAL CONTRIBUTION	65,000
BATTLEFIELD MINISTRIES PO BOX 3384 ROME,GA 30164	N/A	N/A	GENERAL CONTRIBUTION	1,050
BRACKENHURST MINISTRIES 900 WEST PARK DRIVE SUITE 300 PEACHTREE CITY,GA 30269	N/A	N/A	GENERAL CONTRIBUTION	35,000
EXODUS PO BOX 540119 ORLANDO,FL 32854	N/A	N/A	GENERAL CONTRIBUTION	1,000
FAMILY RESEARCH COUNCIL PO BOX 2339 HOLLAND,MI 49422	N/A	N/A	GENERAL CONTRIBUTION	1,000
HELPING HANDS MINISTRIES INC 3168 BAY VIEW DRIVE LAKE SPIVEY,GA 30236	N/A	N/A	GENERAL CONTRIBUTION	30,000
LIFESHAPE INC 1000 LAUREL LANE SW FORT PAYNE,AL 35967	N/A	N/A	GENERAL CONTRIBUTION	895,052
NATIONAL INSTITUTE OF MARRIAGE 2175 SUNSET INN ROAD BRANSON,MO 65616	N/A	N/A	GENERAL CONTRIBUTION	37,000
THE HIDEAWAY FOUNDATION 1800 S WASHINGTON SUITE 215 AMARILLO,TX 79102	N/A	N/A	GENERAL CONTRIBUTION	25,000
Total			3a	3,842,480

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>				
ARM MINISTRIES PO BOX 141324 DALLAS, TX 75214	N/A	N/A	GENERAL CONTRIBUTION	1,500
CARE FOR AIDS 185 PEBBLE BEACH DRIVE FAYETTEVILLE, GA 30215	N/A	N/A	GENERAL CONTRIBUTION	1,000
CENTER FOR RELATIONAL CARE 11615 ANGUS ROAD SUITE 218 AUSTIN, TX 78759	N/A	N/A	GENERAL CONTRIBUTION	9,895
GEORGIA FAMILY COUNCIL 3500 PARKWAY LANE SUITE 460 NORCORSS, GA 30092	N/A	N/A	GENERAL CONTRIBUTION	2,500
GEORGIA PUBLIC POLICY FOUNDATION 61 LAKE FOREST DRIVE STE 110 ATLANTA, GA 30328	N/A	N/A	GENERAL CONTRIBUTION	1,000
HERITAGE CHRISTIAN CHURCH 2130 REDWINE ROAD FAYETTEVILLE, GA 30125	N/A	N/A	GENERAL CONTRIBUTION	7,500
KUMVEKA 2330 BUFORD ROAD STE 201 RICHMOND, VA 23235	N/A	N/A	GENERAL CONTRIBUTION	10,000
LEADERSHIP DEVELOPMENT INTERNATIONAL INC 1635 HWY 34 EAST SUITE B NEWNAN, GA 30265	N/A	N/A	GENERAL CONTRIBUTION	10,000
LIFEGATE COUNSELING CENTER 3434 ROSWELL ROAD NW ATLANTA, GA 30305	N/A	N/A	GENERAL CONTRIBUTION	1,000
PAULDING PREGNANCY SERVICES 1899 LAKE ROAD SUITE 120 HIRAM, GA 30141	N/A	N/A	GENERAL CONTRIBUTION	1,000
RESURRECTION LUTHERAN CHURCH 1250 LORA SMITH ROAD NEWNAN, GA 30265	N/A	N/A	GENERAL CONTRIBUTION	2,500
THE NEW MEXICO CHRISTIAN FOUNDATION INTERNATIONAL ORALITY NETWORK FUND 1311 TIJERAS AVE NW ALBUQUERQUE, NM 87102	N/A	N/A	GENERAL CONTRIBUTION	54,000
Total				3,842,480

Form 4797

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

OMB No 1545-0184

2010

Department of the Treasury Internal Revenue Service (99)

Attach to your tax return. See separate instructions.

Attachment Sequence No 27

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 2010 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions)

1

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

Table with 7 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Gross sales price, (e) Depreciation allowed, (f) Cost or other basis, (g) Gain or (loss). Row 2: See Additional Data Table.

Summary rows 3-7: 3 Gain, if any, from Form 4684, line 42; 4 Section 1231 gain from installment sales; 5 Section 1231 gain or (loss) from like-kind exchanges; 6 Gain, if any, from line 32, from other than casualty or theft; 7 Combine lines 2 through 6. Total: 13,718.

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9 Skip lines 8, 9, 11, and 12 below

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9 If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below

Summary rows 8-9: 8 Nonrecaptured net section 1231 losses from prior years; 9 Subtract line 8 from line 7. If zero or less, enter -0- If line 9 is zero, enter the gain from line 7 on line 12 below.

Part II Ordinary Gains and Losses (see instructions)

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

Table with 7 columns: (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).

Summary rows 11-17: 11 Loss, if any, from line 7; 12 Gain, if any, from line 7 or amount from line 8, if applicable; 13 Gain, if any, from line 31; 14 Net gain or (loss) from Form 4684, lines 34 and 41a; 15 Ordinary gain from installment sales; 16 Ordinary gain or (loss) from like-kind exchanges; 17 Combine lines 10 through 16.

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below For individual returns, complete lines a and b below

a If the loss on line 11 includes a loss from Form 4684, line 38, column (b)(ii), enter that part of the loss here Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23 Identify as from "Form 4797, line 18a " See instructions.

18a

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a Enter here and on Form 1040, line 14

18b

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

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

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

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

30	Total gains for all properties Add property columns A through D, line 24	30	
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13	31	
32	Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 36 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)

33	Section 179 expense deduction or depreciation allowable in prior years	33	(a) Section 179	(b) Section 280F(b)(2)
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)
NORMANDY FURNITURE	06- 30- 2002	2010-03-31	3,526	123,896	123,896	3,526
1998 FORD WINDSTAR	05- 31- 1998	2010-03-25	500	21,647	21,647	500
2000 FORD WINDSTAR	01- 31- 2001	2010-03-25	1,500	27,242	27,242	1,500
2001 FORD WINDSTAR	12- 31- 2001	2010-03-25	1,500	19,302	19,302	1,500
1998 FORD WINDSTAR	06- 30- 2000	2010-12-01	1,500	15,000	15,000	1,500
2000 FORD WINDSTAR	04- 09- 2001	2010-12-01	1,650	22,689	22,689	1,650
2001 FORD WINDSTAR	01- 31- 2001	2010-08-13	3,542	22,179	22,179	3,542

TY 2010 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	10,600		3,461	7,139
BUCK CONSULTANTS LLC	7,515		2,454	5,061
WHITTINGTON JONES & RUDERT CPA	4,500		1,469	3,031

**TY 2010 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 2010 Depreciation Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

TY 2010 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
2010 Depreciation Schedule		WinShape Foundation, Inc 58-1595471 2010 Form 990-PF Part I, Line 19/Part II, Line 14 CLASS ACQ VALUE PRIOR A/D CURRENT DEP TOT A/D AUTOS 1,685,114 1,277,916 163,210 1,441,126 BUILDINGS 3,988,774 1,103,960 99,525 1,203,485 EQUIPMENT 2,732,100 1,433,802 282,032 1,715,834 FURNITURE & FIX 3,984,532 3,048,193 278,570 3,326,763 LAND IMPROVEMENTS 178,071 152,145 7,502 159,647 LEASEHOLD IMP 39,103,830 7,123,191 1,747,276 8,870,467 OFFICE EQUIPMENT 595,127 402,953 39,265 442,218 GRAND TOTALS 52,267,548 14,542,160 2,617,380 17,159,540 LESS DISPOSITION (386,206) (386,206) NET TOTALS 51,881,342 16,773,334 DEPREC ASSETS 51,881,342 NON DEPRECIABLE BLDG 235,000 LAND 1,080,461 COLLECTOR AUTOS 85,250 HORSES 4,500 FILM 6,770 CONST IN PROGRESS 675,012 LESS ACCUM DEPR (16,773,334) NET FIXED ASSETS 37,195,001 NET FIXED ASSETS 37,195,001

TY 2010 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		6,467	6,899
ENDOWMENT FUNDS		4,648,025	5,200,117

TY 2010 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 2010 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	5,965		1,947	4,017
BUNDREN LAW FIRM, PLLC	86		28	58
CT CORPORATION SYSTEM	1,168		381	786
HALL, ARBREY & GILLIGAN LLP	10,154		3,315	6,839
TROUTMAN SANDERS LLP	8,473		2,767	5,707

TY 2010 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	163,329	52,639	88,546	74,783
BAD DEBT EXPENSE	678		221	457
CABLE TV	3,865		1,262	2,603
CAMP STORE	70,744		23,098	47,646
CANTEEN	14,220		4,643	9,577
CASE WORKERS	65,891		21,514	44,378
CHILDREN ALLOWANCES	35,788		11,685	24,103
CLOTHING	171,597		54,413	117,184
CONTRACT LABOR	497,087		33,071	464,016
EQUIPT RENTAL	24,268		7,924	16,345
FOOD	1,367,927		444,414	923,513
GAS	170,739		49,321	121,418
GIFT SHOP ITEMS	25,358		8,279	17,079
GUEST ROOM SUPPLIES	22,369		7,303	15,065
HEALTHCARE	115,184		37,608	77,577
HONORARIA	30,328		9,869	20,458
HYGIENE	22,312		7,285	15,027
INSURANCE	1,003,341		270,053	733,288
JANITORIAL	47,797		15,606	32,191
KITCHEN SUPPLIES	76,100		24,847	51,253
LAUNDRY	24,611		8,036	16,576
LAWN CARE	36,396		11,883	24,513
LINENS & TOWELS	41,601		13,583	28,018
MISCELLANEOUS	149,047		40,434	108,613
OFFICE SUPPLIES	146,473		39,525	106,948
PEST CONTROL	18,038		5,360	12,677
PHOTOGRAPHY	16,303		4,344	11,960
PROGRAMMING	2,342,018		558,050	1,783,968
RECREATION	76,303		24,900	51,403
REGISTRATION FEES	51,401		16,783	34,619
RELIEF HOUSEPARENTS	32,537		10,623	21,914
REPAIRS & MAINTENANCE	782,893		237,934	544,959
SCHOOL SUPPLIES	16,619		5,426	11,193
SCHOOL TUITION	356,812		116,500	240,312
SPECIAL ACTIVITIES	614,219		144,294	469,924
SUMMER CAMP	75,461		24,638	50,823
TELEPHONE	121,480		31,757	89,723
TRASH	30,068		9,817	20,250
UNIFORMS	13,901		4,539	9,362
UTILITIES	392,631		109,541	283,090
SHARED TUITION (CONNECT)	604,125		197,248	406,877
CASUALTY LOSSES	8,000		2,612	5,388

TY 2010 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	3,644,073		3,644,073
STATE FOSTER CARE FUNDS	32,078		32,078
WILDERNESS FEE INCOME	424,664		424,664
RETREAT FEE INCOME	577,278		577,278
MARRIAGE PROGRAM FEE INCOME	37,040		20,014
STUDENT PROGRAM FEE INCOME	6,732		146,196
MISCELLANEOUS INCOME	20,014		6,077
UNRELATED BUSINESS INCOME	506,687		506,687
SALES INCOME	146,196		37,040
RENTAL INCOME	6,077		6,732

TY 2010 Other Liabilities Schedule**Name:** WINSHAPE FOUNDATION INC**EIN:** 58-1595471

Description	Beginning of Year - Book Value	End of Year - Book Value
ANNUITY PAYABLE	216,967	175,236
INSURANCE PREMIUMS PAYABLE		108
FLEXIBLE ACCOUNT PAYABLE		5,465

TY 2010 Taxes Schedule

Name: WINSHAPE FOUNDATION INC

EIN: 58-1595471

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	400,856		107,149	293,707
REAL PROPERTY TAXES	17,196	4,422	8,593	8,603
SALES TAXES	23,153		7,053	16,100
PERSONAL PROPERTY TAXES	2,868			2,868
OTHER TAXES	19,725		6,125	13,600