Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning OCT 1, 2008 , and ending SEP 30, 2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: LAKESHORE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 4000 RIDGEWAY DRIVE

City or town, state, and ZIP code: BIRMINGHAM, AL 35209

A Employer identification number: 63-0288847

B Telephone number: (205)313-7413

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☒

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 103,622,411.

J Accounting method. ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	912,083.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	302,598.	302,598.	302,598.	STATEMENT 2
	4 Dividends and interest from securities	1,172,983.	1,172,983.	1,172,983.	STATEMENT 3
	5a Gross rents	2,776,261.	2,276,261.	2,276,261.	STATEMENT 4
	b Net rental income or (loss) 2,264,191.				STATEMENT 5
	6a Net gain or (loss) from sale of assets not on line 10	<179,711.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 15,154,917.				
	7 Capital gain net income (from Part IV line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances 3,665.				STATEMENT 6
	b Less Cost of goods sold 2,536.				
	c Gross profit or (loss)	1,129.		1,129.	
	11 Other income	1,094,771.	0.	1,094,771.	STATEMENT 7
	12 **Total.** Add lines 1 through 11	6,080,114.	3,751,842.	4,847,742.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	392,274.	0.	0.	392,274.
	14 Other employee salaries and wages	830,011.	0.	0.	830,011.
	15 Pension plans, employee benefits	223,434.	0.	0.	223,434.
	16a Legal fees STMT 8	73,832.	0.	0.	73,832.
	b Accounting fees STMT 9	37,000.	0.	0.	37,000.
	c Other professional fees STMT 10	32,255.	0.	0.	32,255.
	17 Interest	1,122,885.	0.	0.	1,122,885.
	18 Taxes				
	19 Depreciation and depletion	947,377.	0.	0.	
	20 Occupancy	978,988.	0.	0.	978,988.
	21 Travel, conferences, and meetings	18,955.	0.	0.	18,955.
	22 Printing and publications	14,636.	0.	0.	14,636.
	23 Other expenses STMT 11	5,393,855.	651,893.	748,719.	4,645,136.
	24 **Total operating and administrative expenses** Add lines 13 through 23	10,065,502.	651,893.	748,719.	8,369,406.
	25 Contributions, gifts, grants paid	9,690.			9,690.
	26 **Total expenses and disbursements.** Add lines 24 and 25	10,075,192.	651,893.	748,719.	8,379,096.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<3,995,078.>			
	b **Net investment income** (if negative enter -0-)		3,099,949.		
	c **Adjusted net income** (if negative enter -0-)			4,099,023.	

RECEIVED MAY 24 2010 OGDEN, UT IRS-OSC

SCANNED MAY 27 2010

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2008)

823501
01-02-09

Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	200.	200.	200.
	2	Savings and temporary cash investments	1,036,079.	1,242,603.	1,242,603.
	3	Accounts receivable ▶ 247,868.			
		Less: allowance for doubtful accounts ▶ 5,022.	318,510.	242,846.	242,846.
	4	Pledges receivable ▶ 124,910.			
		Less: allowance for doubtful accounts ▶ 5,300.	439,815.	119,610.	119,610.
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use	3,553.	4,049.	4,049.
	9	Prepaid expenses and deferred charges	97,664.	31,154.	31,154.
	10a	Investments - U.S and state government obligations STMT 13	12,462,153.	10,351,016.	10,351,016.
	b	Investments - corporate stock STMT 14	46,598,646.	48,009,969.	48,009,969.
	c	Investments - corporate bonds STMT 15	5,721,344.	2,949,660.	2,949,660.
	11	Investments - land, buildings and equipment basis ▶ 18,484,768.			
		Less accumulated depreciation STMT 16 ▶ 17,742,586.	862,213.	742,182.	17,968,288.
	12	Investments - mortgage loans			
	13	Investments - other STMT 17	1,285,934.	405,416.	405,416.
	14	Land, buildings, and equipment: basis ▶ 28,800,272.			
		Less accumulated depreciation STMT 18 ▶ 6,962,999.	22,680,159.	21,837,273.	21,837,273.
	15	Other assets (describe ▶ STATEMENT 19)	422,702.	460,327.	460,327.
	16	**Total assets** (to be completed by all filers)	91,928,972.	86,396,305.	103,622,411.
Liabilities	17	Accounts payable and accrued expenses	984,008.	2,913,418.	
	18	Grants payable			
	19	Deferred revenue	3,157,923.	2,629,545.	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable	22,077,414.	21,374,679.	STATEMENT 20
	22	Other liabilities (describe ▶ STATEMENT 21)	162,118.	55,351.	
	23	**Total liabilities** (add lines 17 through 22)	26,381,463.	26,972,993.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	64,466,220.	58,853,900.	
	25	Temporarily restricted	993,289.	465,412.	
	26	Permanently restricted	88,000.	104,000.	
		Foundations that do not follow SFAS 117, check here ▶ [ ] 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			
	30	**Total net assets or fund balances**	65,547,509.	59,423,312.	
	31	**Total liabilities and net assets/fund balances**	91,928,972.	86,396,305.	

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	65,547,509.
2	Enter amount from Part I, line 27a	2	<3,995,078.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	61,552,431.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	2,129,119.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	59,423,312.

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 ATTACHED	P		
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	15,154,917.		15,334,628.	<179,711.>
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<179,711.>
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	<179,711.>
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). If (loss), enter -0- in Part I, line 8	3	0.

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) N/A

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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007			
2006			
2005			
2004			
2003			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [X] and enter "N/A" on line 1. Date of ruling letter: 02/26/97 (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b		1	N/A
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	
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	0.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] 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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶	Refunded ▶	11	

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
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? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
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? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.LAKESHORE.ORG

14 The books are in care of ▶ CATHY C. MILLER Telephone no. ▶205-313-7413

Located at ▶4000 RIDGEWAY DRIVE, BIRMINGHAM, AL ZIP+4 ▶35209

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	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 ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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? N/A ☐ 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? | 6b | | X

If you answered "Yes" to 6b, also file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 22		392,274.	29,906.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
DAMIAN VEAZEY 4000 RIDGEWAY DR., BHAM, AL 35209	DIR. COMMUNICATIONS & MEMBERSHIP 40.00	69,592.	10,047.	0.
KATHY COUCH HOLLIS 4000 RIDGEWAY DR., BHAM, AL 35209	CONTROLLER 40.00	73,476.	2,204.	0.
LAURIE MALONE 4000 RIDGEWAY DR., BHAM, AL 35209	DIR. RESEARCH/EDUCATION 40.00	84,737.	5,666.	0.
NATALIE HAUSMAN-WEISS 4000 RIDGEWAY DR., BHAM, AL 35209	DIRECTOR OF DEVELOPMENT 28.00	72,398.	2,172.	0.
KEVIN ORR 4000 RIDGEWAY DR., BHAM, AL 35209	DIRECTOR OF ATHLETICS 40.00	52,708.	9,570.	0.

Total number of other employees paid over $50,000 ▶ 2

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
HEALTHSOUTH LAKESHORE 3800 RIDGEWAY DRIVE, BIRMINGHAM, AL 35209	PROFESSIONAL SERVICE/MAINT. CONTR	320,504.
BLUE CROSS BLUE SHIELD P.O. BOX 360037, BIRMINGHAM, AL 35236	HEALTH INSURANCE	294,416.
MCGRIFF, SIEBELS & WILLIAMS DRAWER #456, P.O. BOX 10265, BIRMINGHAM, AL 35	INSURANCE	165,092.
CANTERBURY TRUST 800 SHADES CREEK PARKWAY, SUITE 325, BIRMINGHA	ACCOUNTING, CONSULTING AND INVES	116,094.
P.S. SITE MANAGEMENT 108 ROYAL CHASE DRIVE, PELHAM, AL 35124	LANDSCAPING	129,320.
Total number of others receiving over $50,000 for professional services ▶		4

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 RECREATION/ATHLETIC PROGRAMS AND EVENTS FOR PEOPLE WITH PHYSICAL DISABILITIES INCLUDING INJURED MILITARY	2,987,046.
2 FITNESS/AQUATIC PROGRAMS FOR PEOPLE WITH PHYSICAL DISABILITIES	2,177,139.
3 TRAINING SITE SUPPORT FOR U.S. PARALYMPIC AND USOC ATHLETES	116,888.
4 EVALUATION, OUTCOME MEASUREMENT, AND RESEARCH ACTIVITY DESIGNED TO DEMONSTRATE EFFECTIVENESS OF PROGRAMS	2,273,875.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2 NONE	0.
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	47,626,843.
b	Average of monthly cash balances	1b	861,605.
c	Fair market value of all other assets	1c	17,968,288.
d	**Total** (add lines 1a, b, and c)	1d	66,456,736.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	66,456,736.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	996,851.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	65,459,885.
6	**Minimum investment return.** Enter 5% of line 5	6	3,272,994.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a		
b	Income tax for 2008 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see 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 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	8,379,096.
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	83,339.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,462,435.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	8,462,435.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				0.
2 Undistributed income if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2008.				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ N/A				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶ 02/26/97

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	3,272,994.	4,250,506.	5,030,553.	4,828,303.	17382356.
b 85% of line 2a	2,782,045.	3,612,930.	4,275,970.	4,104,058.	14775003.
c Qualifying distributions from Part XII, line 4 for each year listed	8,462,435.	9,693,681.	6,505,684.	6,049,221.	30711021.
d Amounts included in line 2c not used directly for active conduct of exempt activities	9,690.	16,080.	16,935.	19,727.	62,432.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	8,452,745.	9,677,601.	6,488,749.	6,029,494.	30648589.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(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	2,181,996.	2,833,671.	3,353,702.	3,218,869.	11588238.
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 foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

CATHY MILLER, 205-313-7413
4000 RIDGEWAY DRIVE, BIRMINGHAM, AL 35209

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

N/A

c Any submission deadlines:

N/A

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

LAKESHORE FOUNDATION SUPPORTS SPECIAL EVENTS OF CHARITABLE ORGANIZATIONS WITH A RELATED EXEMPT PURPOSE.

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 Paid during the year				
ADAPTIVE AQUATICS	NONE		SPONSORSHIP	2,500.
AG GASTON BOYS AND GIRLS CLUB	NONE		DINNER CELEBRATION	500.
ALABAMA CHILD CARING FOUNDATION	NONE		SPONSORSHIP OF ONE CHILD	240.
ALABAMA SPORTS HALL OF FAME	NONE		OXMOOR VALLEY SPONSOR	1,000.
BELL CENTER EARLY INTERVENTION PROGRAM	NONE		ANNUAL SUPPORT	2,500.
CHILDREN'S HOSPITAL	NONE		GALA	250.
MULTIPLE SCLEROSIS SOCIETY	NONE		LEGACY OF LEADERSHIP	2,500.
MULTIPLE SCLEROSIS SOCIETY	NONE		MS WALK	200.
Total			▶ 3a	9,690.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a ATHLETIC EVENTS					9,702.
b TRAINING SITE					19,828.
c ATHLETIC PROGRAMS					25,297.
d RECREATION PROGRAM					11,321.
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					893,084.
3 Interest on savings and temporary cash investments			14	302,598.	
4 Dividends and interest from securities			14	1,172,983.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	2,264,191.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<179,711.>	
9 Net income or (loss) from special events					30,678.
10 Gross profit or (loss) from sales of inventory	448000	1,129.			
11 Other revenue:					
a OTHER INCOME					5,847.
b LOSS ON EARLY					
c EXTINGUISHMENT OF DEBT				<100,986.>	
d GAIN ON SALE OF CON					
e INTEREST				200,000.	
12 Subtotal Add columns (b), (d), and (e)		1,129.		3,659,075.	995,757.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,655,961.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1A&C	REVENUE FROM ATHLETIC PROGRAMS AND EVENTS FOR INDIVIDUALS WITH PHYSICAL DISABILITIES
1B	REVENUE FROM LAKESHORE FOUNDATION OFFICIAL TRAINING SITE DESIGNATION
1D	REVENUE FROM RECREATION PROGRAMS FOR INDIVIDUALS WITH PHYSICAL DISABILITIES
2	MEMBERSHIPS ARE AVAILABLE TO INDIVIDUALS WITH PHYSICALLY DISABLING CONDITIONS AND INDIVIDUALS SIXTY YEARS OF AGE OR OLDER AND THEIR FAMILIES. MEMBERSHIPS INCLUDE PROGRAMS AND SERVICES AIMED AT PROVIDING HEALTH MAINTENANCE AND DISABILITY PREVENTION.
9	PORTION OF FUNDS RECEIVED FROM SPECIAL EVENTS THAT IS NOT DEEMED A CHARITABLE CONTRIBUTION.
11A	FUNDS RECEIVED FROM VARIOUS PROGRAM RELATED FUNCTIONS.

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

			Yes	No
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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 (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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 5/17/10 | Title PRESIDENT

Paid Preparer's Use Only

Preparer's signature	Date 5/13/10	Check if self-employed ☐ — Preparer's identifying number P00081132
Firm's name (or yours if self-employed), address and ZIP code	WARREN, AVERETT, KIMBROUGH & MARINO, LLC 2500 ACTON ROAD BIRMINGHAM, ALABAMA 35243	EIN ▶ 63-1239864 Phone no. (205)979-4100

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

Schedule of Contributors

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

OMB No 1545-0047

2008

Name of the organization	Employer identification number
LAKESHORE FOUNDATION	63-0288847

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule. (Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions)

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year) ▶ $ ____________

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: LAKESHORE FOUNDATION

Employer identification number: 63-0288847

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BALCH BINGHAM, LLP 1910 6TH AVE. NORTH, SUITE 2600 BIRMINGHAM, AL 35203-4644	$ 9,520.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	AT&T BELLSOUTH 600 19TH STREET NORTH BIRMINGHAM, AL 35203	$ 9,520.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	BLUE CROSS BLUE SHIELD OF ALABAMA P.O. BOX 995 BIRMINGHAM, AL 35298-0001	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	DEPARTMENT OF ALABAMA VETERANS OF FOREIGN WARS P.O. BOX 231177 MONTGOMERY, AL 36123	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	EBSCO INDUSTRIES P.O. BOX 1943 BIRMINGHAM, AL 35201-1943	$ 101,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6	JOHN A. AND DELIA T. ROBERT CHARITABLE TRUST 2101 HIGHLAND AVENUE, SUITE 220 BIRMINGHAM, AL 35205	$ 16,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
LAKESHORE FOUNDATION	63-0288847

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	LAKESHORE SUPPORT ORGANIZATION 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	$ 150,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
8	ROBERT R. MEYER FOUNDATION P.O. BOX 11426 BIRMINGHAM, AL 35202	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
9	STEPHENS FOUNDATION P.O. BOX 1943 BIRMINGHAM, AL 35201-1943	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
10	SUSAN MOTT WEBB CHARITY TRUST P.O. BOX 11426 BIRMINGHAM, AL 35202	$ 7,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
11	TELECOM PIONEERS PIONEER ACCOUNTING CENTER 930 15TH STREET, 12TH FLOOR DENVER, CO 80202	$ 12,200.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
12	EYESIGHT FOUNDATION OF ALABAMA 700 SOUTH 18TH STREET, SUITE 123 BIRMINGHAM, AL 35233	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
LAKESHORE FOUNDATION	63-0288847

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	VULCAN MATERIALS COMPANY FOUNDATION P.O. BOX 385014 BIRMINGHAM, AL 35238-5014	$ 9,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
14	BAE SYSTEMS 2101 WEST 10TH STREET ANNISTON, AL 35203	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
15	BROCK FOUNDATION P.O. BOX 11643 BIRMINGHAM, AL 35202-1643	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
16	DOCUPAK P.O. BOX 1569 PELHAM, AL 35124	$ 9,520.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
17	HILL CREST FOUNDATION P.O. BOX 530507 BIRMINGHAM, AL 35253	$ 33,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
18	MR. & MRS. J. RONALD AND JAN KIMBROUGH 12387 MCMATH TRAIL MCCALLA, AL 35111	$ 44,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: LAKESHORE FOUNDATION

Employer identification number: 63-0288847

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	LADIES AUXILIARY TO THE VETERANS OF FOREIGN WARS DEPARTMENT OF ALABAMA 13230 ALABAMA STREET ELBERTA, AL 36530	$ 21,385.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
20	MID STATE SOCCER LEAGUE C/O ALABAMA CLUB SOCCER USA, INC. 5109 CROSSINGS ROAD SHOAL CREEK, AL 35242	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
21	NRA FOUNDATION 11250 WAPLES MILL ROAD FAIRFAX, VA 22030-9400	$ 9,520.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
22	MR. W.B. PHILIPS, JR. 3629 HAVENHILL DRIVE IRONDALE, AL 35210	$ 7,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
23	REGIONS BANK 417 20TH STREET NORTH BIRMINGHAM, AL 35206	$ 40,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
24	STATE OF ALABAMA GOVERNOR'S COMMISSION ON PHYSICAL FITNESS-SPORTS 560 SOUTH MCDONOUGH STREET-SUITE B MONTGOMERY, AL 36130	$ 5,822.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
LAKESHORE FOUNDATION	63-0288847

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
25	SUSAN G. KOMEN FOR THE CURE NORTH CENTRAL ALABAM AFFILIATE 1100 IRELAND WAY, SUITE 203 BIRMINGHAM, AL 35205	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
26	UNISOURCE WORLDWIDE, INC. 6600 GOVERNORS LAKE PARKWAY NORCROSS, GA 30071	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
27	U.S. OLYMPIC COMMITTEE ONE OLYMPIC PLAZA COLORADO SPRINGS, CO 80909	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
28	MR. & MRS. WILLIAM P. ACKER, III 35 SUNSET DRIVE ANNISTON, AL 36201	$ 10,530.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
29	U.S. DEPARTMENT OF DEFENSE 2600 DEFENSE PENTAGON, 5D337 WASHINGTON, DC 20301-2600	$ 17,500.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
LAKESHORE FOUNDATION	63-0288847

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
28	MASTERCRAFT 205 SKI BOAT	$ 10,530.	06/26/09
29	U.S. PARALYMPIC MILITARY SPORTS CAMP-COMMERCIAL AIRFARE AND EQUIPMENT RENTAL	$ 17,500.	03/26/09
		$	
		$	
		$	
		$	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,154,917.	15,334,628.	0.	0.	<179,711.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<179,711.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
INTEREST INCOME	302,598.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	302,598.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST FROM SECURITIES	1,172,983.	0.	1,172,983.
TOTAL TO FM 990-PF, PART I, LN 4	1,172,983.	0.	1,172,983.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL PROPERTY	1	2,776,261.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,776,261.

FORM 990-PF RENTAL EXPENSES STATEMENT 5

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
RENTAL EXPENSES		512,070.	
- SUBTOTAL -	1		512,070.
TOTAL RENTAL EXPENSES			512,070.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			2,264,191.

FORM 990-PF — INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10 — STATEMENT 6

INCOME

1. GROSS RECEIPTS	3,665	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		3,665
4. COST OF GOODS SOLD (LINE 15)	2,536	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		1,129
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		1,129

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	3,553	
9. MERCHANDISE PURCHASED	3,032	
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		6,585
14. INVENTORY AT END OF YEAR	4,049	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		2,536

FORM 990-PF OTHER INCOME STATEMENT 7

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ATHLETIC EVENTS	9,702.	0.	9,702.
TRAINING SITE	19,828.	0.	19,828.
ATHLETIC PROGRAMS	25,297.	0.	25,297.
RECREATION PROGRAM	11,321.	0.	11,321.
OTHER INCOME	5,847.	0.	5,847.
LOSS ON EARLY EXTINGUISHMENT OF DEBT	<100,986.>	0.	<100,986.>
GAIN ON SALE OF CON INTEREST	200,000.	0.	200,000.
MEMBERSHIP DUES AND ASSESSMENTS	893,084.	0.	893,084.
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	30,678.	0.	30,678.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,094,771.	0.	1,094,771.

FORM 990-PF LEGAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POLSINELLI, SHALTON, WELTE, SUELTHAUS	765.	0.	0.	765.
BALCH & BINGHAM	75,084.	0.	0.	75,084.
ACCRUAL ADJUSTMENTS	<2,017.>	0.	0.	<2,017.>
TO FM 990-PF, PG 1, LN 16A	73,832.	0.	0.	73,832.

FORM 990-PF ACCOUNTING FEES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WARREN, AVERETT, KIMBROUGH & MARINO, LLC	37,760.	0.	0.	37,760.
ACCRUAL ADJUSTMENTS	<760.>	0.	0.	<760.>
TO FORM 990-PF, PG 1, LN 16B	37,000.	0.	0.	37,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PURCHASED SERVICES	32,255.	0.	0.	32,255.
TO FORM 990-PF, PG 1, LN 16C	32,255.	0.	0.	32,255.

FORM 990-PF OTHER EXPENSES STATEMENT 11

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES	55,251.	0.	0.	55,251.
FUNDRAISING	324,739.	0.	30,678.	294,061.
PUBLICATIONS & PUBLIC AWARENESS	107,688.	0.	0.	107,688.
PROGRAM ADMINISTRATION	222,681.	0.	0.	222,681.
ATHLETIC TRAINING & TRAINING SITE	87,939.	0.	19,828.	68,111.
ATHLETIC & RECREATION PROGRAMS	592,865.	0.	36,618.	556,247.
RESEARCH & EDUCATION	2,180,724.	0.	0.	2,180,724.
AQUATICS & FITNESS	933,284.	0.	0.	933,284.
RENTAL EXPENSES	512,070.	512,070.	512,070.	0.
INVESTMENT MANAGEMENT	139,823.	139,823.	139,823.	0.
ATHLETIC EVENTS	19,941.	0.	9,702.	10,239.
INJURED MILITARY INITIATIVE	216,850.	0.	0.	216,850.
TO FORM 990-PF, PG 1, LN 23	5,393,855.	651,893.	748,719.	4,645,136.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 12

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	2,015,643.
UNREALIZED LOSS ON INTEREST RATE SWAP	113,476.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,129,119.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 13

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		10,351,016.	10,351,016.
TOTAL U.S. GOVERNMENT OBLIGATIONS			10,351,016.	10,351,016.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			10,351,016.	10,351,016.

FORM 990-PF CORPORATE STOCK STATEMENT 14

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	48,009,969.	48,009,969.
TOTAL TO FORM 990-PF, PART II, LINE 10B	48,009,969.	48,009,969.

FORM 990-PF CORPORATE BONDS STATEMENT 15

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS	2,949,660.	2,949,660.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,949,660.	2,949,660.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 16

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND IMPROVEMENTS	1,016,736.	0.	1,016,736.
MAJOR MOVEABLE EQUIPMENT	1,572,550.	0.	1,572,550.
BUILDINGS AND EQUIPMENT	9,003,179.	0.	9,003,179.
FIXED EQUIPMENT	6,892,303.	0.	6,892,303.
TOTAL ACCUMULATED DEPRECIATION	0.	17,742,586.	<17,742,586.>
TOTAL TO FM 990-PF, PART II, LN 11	18,484,768.	17,742,586.	742,182.

FORM 990-PF OTHER INVESTMENTS STATEMENT 17

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SHORT TERM INVESTMENTS	COST	405,416.	405,416.
TOTAL TO FORM 990-PF, PART II, LINE 13		405,416.	405,416.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 18

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND	16,176.	0.	16,176.
LAND IMPROVEMENTS	561,020.	0.	561,020.
MAJOR MOVEABLE EQUIPMENT	1,514,688.	0.	1,514,688.
BUILDINGS AND EQUIPMENT	26,362,682.	0.	26,362,682.
FIXED EQUIPMENT	345,706.	0.	345,706.
TOTAL ACCUMULATED DEPRECIATION	0.	6,962,999.	<6,962,999.>
TOTAL TO FM 990-PF, PART II, LN 14	28,800,272.	6,962,999.	21,837,273.

FORM 990-PF OTHER ASSETS STATEMENT 19

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEBT ISSUE COSTS, NET	422,702.	460,327.	460,327.
TO FORM 990-PF, PART II, LINE 15	422,702.	460,327.	460,327.

FORM 990-PF OTHER NOTES AND LOANS PAYABLE STATEMENT 20

LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
MEDICAL CLINIC BOARD OF THE CITY OF HOMEWOOD SERIES 1999	ANNUALLY	

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
11/01/99	11/01/24	9,000,000.	6.25%	CAPITAL LEASE PAYMENTS; LEASE REVENUE BONDS, SERIES 1999

RELATIONSHIP OF LENDER

N/A

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
N/A	0.	7,110,000.

LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
MEDICAL CLINIC BOARD OF THE CITY OF HOMEWOOD SERIES 2009	ANNUALLY	

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
11/01/09	11/01/24	6,455,000.	4.01%	CAPITAL LEASE PAYMENTS; LEASE REVENUE BONDS, SERIES 2009

RELATIONSHIP OF LENDER

N/A

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
N/A	0.	6,455,000.

LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
AMORTIZATION OF BOND PREMIUM AND DISCOUNT		

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
		0.	.00%	

RELATIONSHIP OF LENDER

N/A

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	0.	<5,321.>

LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
MEDICAL CLINIC BOARD OF THE CITY OF HOMEWOOD SERIES 2005	ANNUALLY	

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
11/01/05	11/01/24	9,315,000.	3.90%	CAPITAL LEASE PAYMENTS; LEASE REVENUE BONDS, SERIES 2005

RELATIONSHIP OF LENDER

N/A

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
N/A	0.	7,815,000.

TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B	21,374,679.

FORM 990-PF OTHER LIABILITIES STATEMENT 21

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OTHER LIABILITIES	91,386.	55,351.
INTEREST RATE SWAP	70,732.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	162,118.	55,351.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 22

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM P. ACKER, III 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.38	0.	0.	0.
TOM ANGELILLO 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.15	0.	0.	0.
WALTER M. BEALE, JR. 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.23	0.	0.	0.
WILLIAM J. BILLINGSLEY 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.31	0.	0.	0.
DELL BROOKE 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.12	0.	0.	0.
ROBERT O. BURTON 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.19	0.	0.	0.
THOMAS N. CARRUTHERS, JR. 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	CHAIRMAN 0.50	0.	0.	0.
JENNIFER K. CHANDLER STEVENSON 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.15	0.	0.	0.

DUNCAN BLAIR 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.19	0.	0.	0.
BILL CRAWFORD 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.15	0.	0.	0.
CATHERINE SLOSS CRENSHAW 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.35	0.	0.	0.
DERROL DAWKINS, M.D. 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.12	0.	0.	0.
JAMES H. EMACK, SR. 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.15	0.	0.	0.
GARRY L. GAUSE 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.12	0.	0.	0.
BRENDA HACKNEY 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.31	0.	0.	0.
WILL HANCOCK 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.15	0.	0.	0.
WAYNE W. KILLION, JR. 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.19	0.	0.	0.
CARRIE KURLANDER 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	SECRETARY 0.42	0.	0.	0.
DANIEL C. LANGFORD 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.23	0.	0.	0.
BENNY LARUSSA, JR. 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.15	0.	0.	0.
AUBREY S. MILLER 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.23	0.	0.	0.

KARLA FIELDS 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.15	0.	0.	0.
JEAN H. MILLER 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.15	0.	0.	0.
PENNY PAGE 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.19	0.	0.	0.
MICHAEL L. PATTERSON 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	VICE CHAIRMAN 0.46	0.	0.	0.
TERRI Q. GUALANO 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.12	0.	0.	0.
ROBERT SPOTSWOOD 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.31	0.	0.	0.
MICHAEL E. STEPHENS 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.42	0.	0.	0.
LARRY D. STRIPLIN, JR. 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.15	0.	0.	0.
ANDRE TAYLOR 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.15	0.	0.	0.
ROBERT MCKENNA, PH.D. 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.12	0.	0.	0.
ROBERT A. WASON IV 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	TREASURER 0.54	0.	0.	0.
JEFF UNDERWOOD 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	PRESIDENT 40.00	196,845.	13,258.	0.
ANN MCEWEN PURDY 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.27	0.	0.	0.

TOM SHUFFLEBARGER 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.23	0.	0.	0.
WILLIAM D. RITTER 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.23	0.	0.	0.
CATHY MILLER 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	CFO AND DIR. OF ADMINISTRATION 40.00	115,175.	11,684.	0.
RONDA JARVIS-RAY (PART-YEAR) 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	CHIEF PROGRAM OFFICER 40.00	49,571.	3,003.	0.
BETH CURRY (PART-YEAR) 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	CHIEF PROGRAM OFFICER 40.00	30,683.	1,961.	0.
JAMES E. LIVINGSTON 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.08	0.	0.	0.
SCOTT MCBRAYER 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.08	0.	0.	0.
LINDA WILDER 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.12	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		392,274.	29,906.	0.

R.4

Lakeshore Foundation
Investment Gain/(Loss)
For the Year Ended 9/30/08

Lakeshore Foundation Fixed Combined

Month	No. of Shares	Description	Sales Price	Basis	Gain/(Loss)
	(250,000)	Bottling Group	244,493	238,925	5,568
	(350,000)	Cicso Systems	342,313	346,829	(4,516)
	(100,000)	Citigroup Inc	87,860	100,250	(12,390)
	(100,000)	Dean Witter Discover & Co	58,300	112,709	(54,409)
	200,000	Federal Home Lng Mtg Corp	196,750	199,459	(2,709)
	(500,000)	Federal Home Ln Bk Cons	524,888	503,692	21,197
	(50,000)	FHLMC Int Pmt	53,005	52,512	494
	(100,000)	Federal Home Ln Mtg Corp	105,491	98,360	7,131
	(200,000)	Federal Natl Mtg Assn	205,117	200,804	4,313
	(96,276)	FNMA Pool	95,885	96,848	(963)
	(100,000)	General Elc Camp	100,323	103,101	(2,778)
	(100,000)	Household Fin Corp	95,608	98,594	(2,986)
	(100,000)	JP Morgan Chase	93,100	106,555	(13,455)
	(500,000)	McDonalds Corp Mtn	472,828	478,347	(5,519)
	(200,000)	Pitney Bowes	180,036	195,202	(15,166)
	(550,000)	US Treasury Notes	593,178	571,140	22,038
	(100,000)	Walmart Stores	102,500	104,140	(1,640)
	(2,380)	FHLMC Pool	2,380	2,414	(34)
	(6,939)	FNMA Pool	6,939	6,975	(36)
	(2,882,265)	CF Temporary Investment Fund O	2,882,265	2,882,265	-
October Total			6,443,258	6,499,120	(55,862)
	(200,000)	Alabama Pwr Co	195,448	201,084	(5,636)
	(100,000)	FHLMC Int Pmt	105,388	105,023	365
	(75,000)	Federal Home Ln Mtg Corp	76,748	73,533	3,215
	(5,970)	FNMA Pool	5,970	5,973	(3)
	(2,971)	FHLMC Pool	2,971	3,006	(35)
	(1,947)	CF Temporary Investment Fund O	314,936	314,936	-
November Total			701,461	703,555	(2,094)
	(3,446)	FHLMC	3,446	3,519	(73)
	(4,135)	FNMA	4,135	4,151	(16)
December Total			7,581	7,670	(89)
	(3,123)	FHLMC Pool	3,123	3,155	(32)
	(7,722)	FNMA Pool	5,166	5,171	(5)
January Total			8,289	8,326	(37)
	(6,072)	FHLMC Pool	6,072	6,157	(85)
	(11,249)	FNMA Pool	11,249	11,233	16
	(150,000)	Citigroup Inc	128,250	150,375	(22,125)
	(300,000)	Chubb Corp NT	300,750	307,302	(6,552)
	(121,075)	CF Charitable Temporary Investment Fund	121,075	121,075	-
February Total			567,397	596,143	(28,746)

K-7

Lakeshore Foundation
Investment Gain/(Loss)
For the Year Ended 9/30/08

Month	No. of Shares	Description	Sales Price	Basis	Gain/(Loss)
	(380,605)	CF Charitable Temporary Investment Fund	380,605	380,605	-
	(250,000)	Deer John Cap	257,673	252,100	5,573
	(200,000)	U S Treasury Notes	226,844	227,688	(844)
	(7,109)	FHLMC Pool	7,109	7,127	(18)
	(11,689)	FNMA Pool	12,349	12,296	53
March Total			884,579	879,816	4,763
	(54,980)	CF Charitable Temp Invest Fd	54,980	54,980	-
	(6,336)	FHLMC Pool	6,336	6,356	(20)
	(21,096)	FNMA Pool	21,096	21,064	32
April Total			82,412	82,400	12
	(8,110)	FHLMC Pool	8,110	8,178	(69)
	(18,979)	FNMA Pool	18,979	18,944	34
May Total			27,088	27,123	(34)
	(602,195)	CF Charitable Temp Invest Fd	602,195	602,195	-
	(100,000)	Federal Natl Mtg Assn	100,000	99,880	120
	(200,000)	BB&T Corp Sub	198,038	193,974	4,064
	(6,034)	FHLMC	6,034	6,061	(27)
	(14,708)	FNMA	14,708	14,649	58
June Total			920,974	916,759	4,215
	(504,471)	CF Charitable Temp Invest Fd	504,471	504,471	-
	(100,000)	Federal Home Ln Bk Cons	106,266	101,926	4,340
	(100,000)	Federal Natl Mtg Assn Debs	108,299	99,170	9,129
	(300,000)	GTE North Inc Debs Ser F	306,000	325,791	(19,791)
	7,702	FHLMC Pool	7,702	7,778	(76)
		FNMA Pool	17,344	17,324	20
July Total			1,050,083	1,056,461	(6,378)
	(106,661)	CF Charitable Temp Invest Fd	106,661	106,661	-
	(100,000)	Federal Natl Mtg Assn Debs	100,000	100,813	(813)
	(150,000)	Wal Mart Stores Inc	150,000	156,211	(6,211)
	(5,419)	FHLMC Pool	5,419	5,480	(61)
	(10,711)	FNMA Pool	10,711	10,684	27
August Total			372,792	379,849	(7,057)
	309,435	CF Charitable Temp Invest Fd	309,435	309,435	-
	7,526	FHLMC Pool	7,526	7,698	(172)
	13,598	FNMA Pool	13,598	13,587	11
September Total			330,559	330,721	(161)
Adjustment		Lehman Brothers		25,000	(25,000)
Total Fixed Combined			11,396,474	11,512,943	(116,469)

Lakeshore Foundation
Investment Gain/(Loss)
For the Year Ended 9/30/08

Lakeshore Foundation Equities

Month	No. of Shares	Description	Sales Price	Basis	Gain/(Loss)
	(1,035,756)	CF Charitable Temporary Investment Fund	1,035,756	1,035,756	-
	(326,558)	BSDT-Late Money Deposit Acct	326,558	326,558	-
October Total			1,362,314	1,362,314	-
	(100,000)	CF Charitable Temporary Investment Fund	100,000	100,000	-
	(1,191)	THL Equity Fund	1,191	1,172	19
November Total			101,191	101,172	19
	(61)	Cisco Sys Inc Com	1,083	999	84
	(250,000)	CF Charitable Temporary Investment Fund	250,000	250,000	-
December Total			251,083	250,999	84
	(5,500)	SPDR Tr unit ser	509,096	569,423	(60,327)
	(36,521)	CF Charitable Temporary Investment Fund	36,521	36,521	-
January Total			545,617	605,944	(60,327)
	(200,000)	CF Charitable Temporary Investment Fund	200,000	200,000	-
February Total			200,000	200,000	-
		No activity for March			-
March Total			-	-	-

K-4

Lakeshore Foundation
Investment Gain/(Loss)
For the Year Ended 9/30/08

Lakeshore Foundation Equities

Month	No. of Shares	Description	Sales Price	Basis	Gain/(Loss)
	(24,201)	CF Charitable Temporary Investment Fund	24,201	24,201	-
April Total			24,201	24,201	-
		Amsouth Opportunity Fund-Book Value Adj.	-	2,055	(2,055)
		THL Equity Fund-Book Value Adj.	-	19	(19)
	(17,993)	CF Charitable Temporary Investment Fund	17,993	17,993	-
May Total			17,993	20,067	(2,074)
		No Activity for June			
June Total			-	-	-
	(25,797)	CF Charitable Temp Invst Fd	25,797	25,797	-
		Amsouth Opportunity Fund		791	(791)
July Total			25,797	26,588	(791)
		No Sales in August			
			-		-
					-
August Total			-	-	-
	711,725	CF Charitable Tem Invst Fd	711,725	711,725	-
	5,000	SPDR TR Unit Ser 1 S & P	517,537	517,657	(120)
	20	Wal Mart Stores Inc Com	986	1,018	(33)
					-
September Total			1,230,247	1,230,400	(153)
Total Equities			3,758,444	3,821,685	(63,242)
Total Gain/Loss Lakeshore Foundation			15,154,917	15,334,628	(179,711)

Lakeshore Foundation
63-0288847
990PF, Part VII-A, Line 11 Attachment

	(A) Name and address of each controlled entity	(B) Employer identification number	(C) Description of transfer	(D) Amount of transfer
a	Lakeshore Support Organization 4000 Ridgeway Drive Birmingham, AL 35209	26-0731767	Grant from related organization to support activities and programs	$150,000
b				
c				
d				
e				

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ▶ [X]
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
	LAKESHORE FOUNDATION	63-0288847
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 4000 RIDGEWAY DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BIRMINGHAM, AL 35209	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ CATHY C. MILLER 4000 RIDGEWAY DRIVE - BIRMINGHAM, AL 35209

Telephone No. ▶ 205-313-7413 FAX No. ▶

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

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until MAY 17, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning OCT 1, 2008, and ending SEP 30, 2009.

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

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

COPY

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

823831
05-26-09