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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning OCT 1, 2009 **and ending** SEP 30, 2010

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
LAKESHORE FOUNDATION

Doing Business As

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

City or town, state or country, and ZIP + 4
BIRMINGHAM, AL 35209

D Employer identification number
63-0288847

E Telephone number
(205)313-7413

G Gross receipts $ 72,023,170.

F Name and address of principal officer JEFF UNDERWOOD
SAME AS C ABOVE

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☒ 501(c)(3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.LAKESHORE.ORG

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1923 **M** State of legal domicile AL

Part I Summary

1	Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O		
2	Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
3	Number of voting members of the governing body (Part VI, line 1a)	3	37
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	37
5	Total number of employees (Part V, line 2a)	5	119
6	Total number of volunteers (estimate if necessary)	6	100
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	599.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	<8,126.>

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	912,083.	2,032,395.
9	Program service revenue (Part VIII, line 2g)	959,232.	1,119,465.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,295,870.	5,804,152.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,343,208.	2,127,895.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,510,393.	11,083,907.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	3,347,154.	3,312,625.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 336,206.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	6,158,317.	3,809,310.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	9,505,471.	7,121,935.
19	Revenue less expenses Subtract line 18 from line 12	<3,995,078.>	3,961,972.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	86,396,305.	82,068,386.
21	Total liabilities (Part X, line 26)	26,972,993.	18,426,007.
22	Net assets or fund balances Subtract line 21 from line 20	59,423,312.	63,642,379.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Cathy Miller — Signature of officer — Date: 8/3/11

▶ CATHY MILLER, CFO — Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ J. C. Rom	Date 8/1/11	Check if self-employed ▶ ☐	Preparer's identifying number (see instructions) P00058132	
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ WARREN, AVERETT, KIMBROUGH & MARINO, LLC 2500 ACTON ROAD BIRMINGHAM, AL 35243			EIN ▶ 63-1239864 Phone no ▶ (205)979-4100	

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission
TO ENABLE PEOPLE WITH PHYSICAL DISABILITY AND CHRONIC HEALTH CONDITIONS TO LEAD HEALTHY, ACTIVE AND INDEPENDENT LIFESTYLES THROUGH PHYSICAL ACTIVITY, SPORT, RECREATION AND RESEARCH.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 2,062,277. including grants of $ 62,267.) (Revenue $ 556,326.)
FITNESS, PERSONAL TRAINING AND AQUATICS - LAKESHORE FOUNDATION OFFERS MORE THAN TWENTY FITNESS AND AQUATICS CLASSES DESIGNED TO IMPROVE THE HEALTH AND WELL-BEING OF PEOPLE WITH A WIDE RANGE OF PHYSICAL DISABILITIES AND CHRONIC HEALTH CONDITIONS. LAKESHORE ALSO PROVIDES OPPORTUNITY FOR SELF-DIRECTED, INDIVIDUAL FITNESS AND AQUATICS WORKOUTS, AS WELL AS FEE-BASED PERSONAL TRAINING SERVICES. HEALTH PROMOTION ACTIVITIES INCLUDE PROGRAMS THAT INCREASE FITNESS AND THE ABILITY TO CARRY OUT THE ACTIVITIES OF DAILY LIVING. HEALTH PROMOTION PROGRAMS ALSO PROVIDE INFORMATION ON NUTRITION AND THE EMPOWERMENT OF INDIVIDUALS TO TAKE PERSONAL OWNERSHIP OF HEALTH AND WELLNESS CHOICES.

4b (Code.) (Expenses $ 2,957,959. including grants of $ 427,237.) (Revenue $ 462,131.)
RECREATION, ATHLETICS AND MILITARY PROGRAMS - LAKESHORE OFFERS YEAR-AROUND RECREATION PROGRAMS AND COMPETITIVE SPORTS TEAMS AND EVENTS THAT PROVIDE AN OUTLET FOR COMPETITIVE DRIVE, ENHANCE INDEPENDENCE, AND CONTRIBUTE TO PARTICIPANTS' HEALTH AND WELL BEING. THE RECREATION AND ATHLETICS AREAS SUPPORTED 11 LOCAL ATHLETIC TEAMS, HOSTED 9 ATHLETIC COMPETITIONS, AND HELD 15 NATIONAL LEVEL TRAINING CAMPS, IN ADDITION TO ONGOING RECREATIONAL ACTIVITIES FOR CHILDREN AND ADULTS. LAKESHORE ALSO OFFERS RESIDENTIAL SPORTS AND RECREATION CAMPS FOR RECENTLY INJURED U.S. MILITARY PERSONNEL AND THEIR FAMILY MEMBERS THAT HELP THEM TO REGAIN HEALTHY, ACTIVE AND INDEPENDENT LIVES. MILITARY PROGRAMS, INCLUDING ACCOMMODATIONS AND TRANSPORTATION, ARE PROVIDED AT NO COST TO INJURED MILITARY MEMBERS.

4c (Code:) (Expenses $ 326,209. including grants of $) (Revenue $ 80,449.)
RESEARCH - LAKESHORE FOUNDATION'S RESEARCH & EDUCATION DEPARTMENT PERFORMS PROGRAM EVALUATION AND APPLIED RESEARCH ON THE EFFECTIVENESS OF PHYSICAL ACTIVITY PROGRAMS IN PROMOTING HEALTH AND QUALITY OF LIFE, IMPROVING FUNCTIONAL INDEPENDENCE, AND PREVENTING SECONDARY CONDITIONS IN PEOPLE WITH PHYSICAL DISABILITIES. THE RESEARCH AREA EVALUATES PROGRAMS, SURVEYS CLIENTS AND CONDUCTS RESEARCH PROJECTS IN ORDER TO DEMONSTRATE THE OUTCOMES OF OUR PROGRAMS AND TO MOTIVATE INDIVIDUALS TO WORK HARD. THROUGH PROFESSIONAL PUBLICATIONS, CONFERENCES AND COLLABORATIVE EFFORTS, PROGRAMS AND MODELS OF PHYSICAL ACTIVITY FOR PEOPLE WITH PHYSICAL DISABILITIES ARE SHARED WORLDWIDE.

4d Other program services (Describe in Schedule O)
(Expenses $ 233,408. including grants of $) (Revenue $ 20,559.)

4e **Total program service expenses ▶ $** 5,579,853.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		X
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5	N/A	
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	Is the organization's answer to any of the following questions "Yes"? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*			
	• Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*			
	• Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		X
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional* (Yes: X; No:)	12A		
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25*	24a	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns. Enter -0- if not applicable	1a	35		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	119		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		3a	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h	X	
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? N/A		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966? N/A		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person? N/A		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 N/A	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders N/A	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions*

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body	1a	37		
b	Enter the number of voting members that are independent	1b	37		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		5		X
6	Does the organization have members or stockholders?		6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code)*

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ NONE

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

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

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

☐ Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
WILLIAM P. ACKER, III DIRECTOR	0.20	X						0.	0.	0.
TOM ANGELILLO DIRECTOR	0.20	X						0.	0.	0.
WALTER M. BEALE, JR. TREASURER AND DIRECTOR	0.30	X						0.	0.	0.
DUNCAN BLAIR DIRECTOR	0.30	X						0.	0.	0.
DELL BROOKE DIRECTOR	0.20	X						0.	0.	0.
ROBERT O. BURTON DIRECTOR	0.30	X						0.	0.	0.
THOMAS N. CARRUTHERS, JR DIRECTOR	0.40	X						0.	0.	0.
BILL CRAWFORD DIRECTOR	0.20	X						0.	0.	0.
CATHERINE SLOSS CRENSHAW DIRECTOR	0.20	X						0.	0.	0.
DERROL DAWKINS, M.D. DIRECTOR	0.20	X						0.	0.	0.
JAMES H. EMACK, SR. DIRECTOR	0.10	X						0.	0.	0.
GARRY L. GAUSE DIRECTOR	0.20	X						0.	0.	0.
TERRI Q. GUALANO DIRECTOR	0.20	X						0.	0.	0.
BRENDA HACKNEY DIRECTOR	0.20	X						0.	0.	0.
WILL HANCOCK DIRECTOR	0.10	X						0.	0.	0.
AIMEE B. JACKSON, M.D. DIRECTOR	0.20	X						0.	0.	0.
WAYNE W. KILLION, JR. DIRECTOR	0.20	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
CARRIE KURLANDER DIRECTOR	0.10	X						0.	0.	0.
BENNY LARUSSA, JR. DIRECTOR	0.20	X						0.	0.	0.
JAMES E. LIVINGSTON DIRECTOR	0.10	X						0.	0.	0.
SCOTT MCBRAYER DIRECTOR	0.10	X						0.	0.	0.
ROBERT MCKENNA, PH.D. DIRECTOR	0.20	X						0.	0.	0.
AUBREY S. MILLER DIRECTOR	0.20	X						0.	0.	0.
JEAN H. MILLER DIRECTOR	0.20	X						0.	0.	0.
PENNY PAGE DIRECTOR	0.20	X						0.	0.	0.
MICHAEL L. PATTERSON CHAIRMAN AND DIRECTOR	0.50	X						0.	0.	0.
ANN MCEWEN PURDY DIRECTOR	0.30	X						0.	0.	0.
1b Total ▶								513,414.	0.	34,192.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 3

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
HEALTHSOUTH LAKESHORE 3800 RIDGEWAY DRIVE, BIRMINGHAM, AL 35209	PROFESSIONAL SERVICE/MAINTENANCE	321,007.
BLUE CROSS BLUE SHIELD P.O. BOX 360037, BIRMINGHAM, AL 35236	HEALTH INSURANCE	282,605.
MCGRIFF SEIBELS & WILLIAMS, DRAWER #456, P.O. BOX 10265, BIRMINGHAM, AL 35202-0265	INSURANCE	230,453.
P.S. SITE MANAGEMENT 108 ROYAL CHASE DRIVE, PELHAM, AL 35124	LANDSCAPING	130,920.
BALCH AND BINGHAM, 1710 SIXTH AVENUE NORTH, BIRMINGHAM, AL 35203-2015	LEGAL SERVICES	111,069.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 6

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a	4,011.				
	b Membership dues	1b					
	c Fundraising events	1c	32,456.				
	d Related organizations	1d	100,000.				
	e Government grants (contributions)	1e	70,125.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1825803.				
	g Noncash contributions included in lines 1a-1f $ 295,041.						
	h **Total.** Add lines 1a-1f		▶	2032395.			
Program Service Revenue		Business Code					
	2 a MEMBERSHIP DUES	713900		915,180.	915,180.		
	b ATHLETIC EVENTS	713900		138,622.	138,622.		
	c ATHLETICS	713900		23,920.	23,920.		
	d TRAINING SITE	713900		20,559.	20,559.		
	e RECREATION	713900		15,140.	15,140.		
	f All other program service revenue	713900		6,044.	6,044.		
	g **Total.** Add lines 2a-2f		▶	1119465.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		▶	1000579.			1,000,579.
	4 Income from investment of tax-exempt bond proceeds		▶				
	5 Royalties		▶				
		(i) Real	(ii) Personal				
	6 a Gross Rents	2,786,565.					
	b Less rental expenses	454650.					
	c Rental income or (loss)	2,331,915.					
	d Net rental income or (loss)		▶	2331915.			2,331,915.
	7 a Gross amount from sales of	(i) Securities	(ii) Other				
	assets other than inventory	65,272,784.	2,400.				
	b Less cost or other basis and sales expenses	60,465,865.	5,746.				
	c Gain or (loss)	4,806,919.	<3,346.>				
	d Net gain or (loss)		▶	4803573.			4,803,573.
	8 a Gross income from fundraising events (not including $ 32,456. of contributions reported on line 1c) See Part IV, line 18	a	18,690.				
	b Less direct expenses	b	11,800.				
	c Net income or (loss) from fundraising events		▶	6,890.			6,890.
	9 a Gross income from gaming activities See Part IV, line 19	a					
	b Less direct expenses	b					
	c Net income or (loss) from gaming activities		▶				
	10 a Gross sales of inventory, less returns and allowances	a	1,801.				
	b Less cost of goods sold	b	1,202.				
	c Net income or (loss) from sales of inventory		▶	599.		599.	
	Miscellaneous Revenue	Business Code					
	11 a INSURANCE PROCEEDS	900099		34,553.	34,553.		
	b VENDING REVENUE	900099		3,359.	3,359.		
	c LOSS ON EXTINGUISHMENT	900099		<250,205.>			<250205.>
	d All other revenue	900099		784.	784.		
	e **Total.** Add lines 11a-11d		▶	<211,509.>			
	12 **Total revenue.** See instructions.		▶	11,083,907.	1158161.	599.	7,892,752.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	547,606.	177,334.	332,346.	37,926.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,265,567.	1,508,529.	582,571.	174,467.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	499,452.	304,888.	160,630.	33,934.
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal	43,329.		43,329.	
c Accounting	41,796.		41,796.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	154,178.		154,178.	
g Other	479,315.	108,792.	357,243.	13,280.
12 Advertising and promotion	112,677.	67,116.	19,228.	26,333.
13 Office expenses	124,308.	51,696.	57,124.	15,488.
14 Information technology				
15 Royalties				
16 Occupancy	589,101.	1,400,218.	<820,356.>	9,239.
17 Travel	433,018.	423,409.	5,887.	3,722.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	46,922.	30,501.	8,982.	7,439.
20 Interest	567,466.	555,087.	8,579.	3,800.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	913,491.	893,566.	13,809.	6,116.
23 Insurance	113,248.	6,600.	106,648.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a REPAIRS AND MAINTENANCE	94,302.	5,499.	88,803.	0.
b MAINTENANCE CONTRACTS	39,088.	1,518.	36,811.	759.
c MINOR EQUIPMENT	20,834.	16,482.	3,741.	611.
d ENTRANCE FEES	11,707.	11,707.	0.	0.
e COMMUNITY ACTIVITIES	10,405.	5,203.	2,601.	2,601.
f All other expenses	14,125.	11,708.	1,926.	491.
25 **Total functional expenses.** Add lines 1 through 24f	7,121,935.	5,579,853.	1,205,876.	336,206.
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		200.	1	200.
	2	Savings and temporary cash investments		1,242,603.	2	1,093,140.
	3	Pledges and grants receivable, net		119,610.	3	477,462.
	4	Accounts receivable, net		242,846.	4	140,704.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		4,049.	8	2,846.
	9	Prepaid expenses and deferred charges		31,154.	9	28,404.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 48,485,674.			
	b	Less accumulated depreciation	10b 24,935,880.	22,579,455.	10c	23,549,794.
	11	Investments - publicly traded securities		16,507,808.	11	4,113,071.
	12	Investments - other securities. See Part IV, line 11		45,208,253.	12	52,369,275.
	13	Investments - program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		460,327.	15	293,490.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		86,396,305.	16	82,068,386.
Liabilities	17	Accounts payable and accrued expenses		2,913,418.	17	2,762,513.
	18	Grants payable			18	
	19	Deferred revenue		2,629,545.	19	2,101,732.
	20	Tax-exempt bond liabilities		21,374,679.	20	13,525,937.
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		55,351.	25	35,825.
	26	**Total liabilities.** Add lines 17 through 25		26,972,993.	26	18,426,007.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		58,853,900.	27	62,815,033.
	28	Temporarily restricted net assets		465,412.	28	723,346.
	29	Permanently restricted net assets		104,000.	29	104,000.
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		59,423,312.	33	63,642,379.
	34	Total liabilities and net assets/fund balances		86,396,305.	34	82,068,386.

Form **990** (2009)

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

Form **990** (2009)

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

LAKESHORE FOUNDATION

Employer identification number

63-0288847

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii)	A family member of a person described in (i) above?	11g(ii)	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
Total									

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.**

Schedule A (Form 990 or 990-EZ) 2009

932021 02-08-10

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	655,507.	1,258,861.	2,469,356.	912,083.	2,032,395.	7,328,202.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	655,507.	1,258,861.	2,469,356.	912,083.	2,032,395.	7,328,202.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						7,328,202.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	655,507.	1,258,861.	2,469,356.	912,083.	2,032,395.	7,328,202.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	5,854,102.	5,647,418.	4,669,371.	4,251,842.	3,787,144.	24,209,877.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	128,099.	108,748.	46,482.	236,525.	57,386.	577,240.
11 **Total support.** Add lines 7 through 10						32,115,319.

12 Gross receipts from related activities, etc (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	22.82 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	16.89 %

16a **33 1/3% support test - 2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☒

b **10% -facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11 and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2008** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Schedule D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization LAKESHORE FOUNDATION

Employer identification number 63-0288847

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Tax Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

		(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance	8524046.	11,013,391.			
b	Contributions	3118565.	642,037.			
c	Net investment earnings, gains, and losses	138,453.	231,306.			
d	Grants or scholarships	0.	0.			
e	Other expenditures for facilities and programs	3097731.	3362688.			
f	Administrative expenses	0.	0.			
g	End of year balance	8683333.	8524046.			

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ▶ 91.00 %
b Permanent endowment ▶ 1.00 %
c Term endowment ▶ 8.00 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i)	unrelated organizations	3a(i)	X
(ii)	related organizations	3a(ii)	X
b	If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	16,176.	195,000.		211,176.
b Buildings	6,886,809.	21,971,750.	11,167,816.	17,690,743.
c Leasehold improvements	2,001,669.	4,447,534.	3,061,004.	3,388,199.
d Equipment	7,894,176.	1,869,522.	9,251,788.	511,910.
e Other	1,018,826.	2,184,212.	1,455,272.	1,747,766.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				23,549,794.

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
CORPORATE OBLIGATIONS-LEHMAN		
BROTHERS	55,313.	END-OF-YEAR MARKET VALUE
TEMP INVESTMENTS CF TEM		
INVEST	719,835.	END-OF-YEAR MARKET VALUE
CS-STOCK FUND INDEX FUND	17,213,326.	END-OF-YEAR MARKET VALUE
HEDGE FUNDS AND ALTERNATIVE		
INVESTMENTS	2,241,648.	COST
COLLECTIVE-INTERNATIONAL	2,403,580.	END-OF-YEAR MARKET VALUE
COLLECTIVE-EQUITIES	29,735,573.	END-OF-YEAR MARKET VALUE
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	52,369,275.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25

1 (a) Description of liability	(b) Amount
Federal income taxes	
OTHER MISCELLANEOUS LIABILITIES	35,825.
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	35,825.

2. FIN 48 Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12)*			5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18)*			5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

PART V, LINE 4: PERMANENT ENDOWMENT FOR SCHOLARSHIPS - $104,000

COMPLETION OF THE BUILDING OF THE COTTAGES FOR INJURED MILITARY PROGRAMS - $621,701

CAPITAL PROJECTS - $8,905

CAPITAL EQUIPMENT - $4,000

PROGRAM EXPENSES - $88,740

BOARD DESIGNATED FUNDS FOR RESEARCH ACTIVITIES - $7,855,987

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open To Public Inspection

Name of the organization

LAKESHORE FOUNDATION

Employer identification number

63-0288847

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17 Form 990-EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	(iii) No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
Total ▶						

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000

		(a) Event #1 HOLIDAY CARDS (event type)	(b) Event #2 AMAZING RACE (event type)	(c) Other events 1 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	18,390.	29,695.	3,061.	51,146.
	2 Less Charitable contributions	0.	29,695.	2,761.	32,456.
	3 Gross income (line 1 minus line 2)	18,390.		300.	18,690.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes		1,473.		1,473.
	6 Rent/facility costs		450.		450.
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	7,763.	2,080.	34.	9,877.
	10 Direct expense summary Add lines 4 through 9 in column (d)			▶	(11,800.)
	11 Net income summary Combine line 3, column (d), and line 10			▶	6,890.

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d)			▶	( )
	8 Net gaming income summary Combine line 1, column (d), and line 7			▶	

			Yes	No
9	Enter the state(s) in which the organization operates gaming activities			
a	Is the organization licensed to operate gaming activities in each of these states?	9a		
b	If "No," explain			
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		
b	If "Yes," explain			
11	Does the organization operate gaming activities with nonmembers?	11		
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12		

			Yes	No
13 Indicate the percentage of gaming activity operated in				
a The organization's facility	**13a**	%		
b An outside facility	**13b**	%		
14 Enter the name and address of the person who prepares the organization's gaming/special events books and records				
Name ▶				
Address ▶				
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?		**15a**		
b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____ .				
c If "Yes," enter name and address of the third party				
Name ▶				
Address ▶				
16 Gaming manager information				
Name ▶				
Gaming manager compensation ▶ $ _____				
Description of services provided ▶				
☐ Director/officer ☐ Employee ☐ Independent contractor				
17 Mandatory distributions				
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		**17a**		
b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $				

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

LAKESHORE FOUNDATION

Employer identification number

63-0288847

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply ☒ Compensation committee ☐ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☒ Form 990 of other organizations ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space is needed

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
JEFF UNDERWOOD	(i)	174,734.	64,688.	0.	5,286.	9,182.	253,890.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
CATHY MILLER	(i)	121,602.	15,973.	0.	4,529.	9,164.	151,268.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
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	(ii)							

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.
▶ See the Instructions for Form 990.

OMB No 1545-0047
2009
Open to Public Inspection

Name of the Organization
LAKESHORE FOUNDATION

Employer Identification number
63-0288847

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
WILLIAM D. RITTER DIRECTOR	0.20	X						0.	0.	0.
TOM SHUFFLEBARGER DIRECTOR	0.20	X						0.	0.	0.
ROBERT SPOTSWOOD DIRECTOR	0.20	X						0.	0.	0.
MICHAEL E. STEPHENS DIRECTOR	0.30	X						0.	0.	0.
JENNIFER K. C. STEVENSON DIRECTOR	0.20	X						0.	0.	0.
LARRY D. STRIPLIN, JR. DIRECTOR	0.20	X						0.	0.	0.
ANDRE TAYLOR SECRETARY AND DIRECTOR	0.30	X						0.	0.	0.
ROBERT A. WASON, IV DIRECTOR	0.20	X						0.	0.	0.
LINDA WILDER DIRECTOR	0.20	X						0.	0.	0.
PETER T. WORTHEN DIRECTOR	0.20	X						0.	0.	0.
JEFF UNDERWOOD PRESIDENT	40.00			X				239,422.	0.	13,419.
CATHY MILLER CFO & DIRECTOR OF ADMIN	40.00			X				137,575.	0.	12,651.
BETH CURRY CHIEF PROGRAM OFFICER	40.00			X				136,417.	0.	8,122.

SCHEDULE K (Form 990)
Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).
▶ Attach to Form 990. See separate instructions.

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization
LAKESHORE FOUNDATION

Employer identification number
63-0288847

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased Yes	(g) Defeased No	(h) On behalf of issuer Yes	(h) On behalf of issuer No
A	THE MEDICAL CLINIC BOARD OF THE CITY OF HOMEWOOD	63-6001295	437891BW3	09/08/05	9214345.	REFUNDING OF BONDS ISSUED 11/10/1999		X		X
B	THE MEDICAL CLINIC BOARD OF THE CITY OF HOMEWOOD	63-6001295	437891CP7	09/29/09	6493527.	REFUNDING OF BONDS ISSUED 11/15/2000		X		X
C										
D										
E										

Part II Proceeds

		A	B	C	D	E
1	Total proceeds of issue	9,214,345.	6,493,527.			
2	Gross proceeds in reserve funds					
3	Proceeds in refunding or defeasance escrows	9,032,069.	6,365,420.			
4	Other unspent proceeds					
5	Issuance costs from proceeds	182,276.	128,107.			
6	Working capital expenditures from proceeds					
7	Capital expenditures from proceeds					
8	Year of substantial completion	2001	2001			

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No	E Yes	E No
9	Were the bonds issued as part of a current refunding issue?		X	X							
10	Were the bonds issued as part of an advance refunding issue?	X			X						
11	Has the final allocation of proceeds been made?	X		X							
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X							

Part III Private Business Use

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No	E Yes	E No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X						
2	Are there any lease arrangements with respect to the financed property which may result in private business use?		X		X						

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts with respect to the financed property which may result in private business use?		X		X						
b Are there any research agreements with respect to the financed property which may result in private business use?		X		X						
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X		X						
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	.00 %		.00 %		%		%		%	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶	.00 %		.00 %		%		%		%	
6 Total of lines 4 and 5	.00 %		.00 %		%		%		%	
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X							

Part IV Arbitrage

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X		X						
2 Is the bond issue a variable rate issue?		X		X						
3a Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X		X						
b Name of provider										
c Term of hedge										
4a Were gross proceeds invested in a GIC?		X		X						
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5 Were any gross proceeds invested beyond an available temporary period?		X		X						
6 Did the bond issue qualify for an exception to rebate?	X		X							

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open To Public Inspection

Name of the organization

LAKESHORE FOUNDATION

Employer identification number

63-0288847

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(c) Corrected? No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) Loan to or from the organization? From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) In default? No	(f) Approved by board or committee? Yes	(f) Approved by board or committee? No	(g) Written agreement? Yes	(g) Written agreement? No
Total			▶ $							

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	(e) Sharing of organization's revenues? No
HEALTHSOUTH, INC.	BD MEMBER, LINDA WI	1,863,789.	RENTAL INCO		X
HEALTHSOUTH, INC.	BD MEMBER, LINDA WI	315,729.	SERVICES FR		X
ALABAMA POWER (SOUTHERN CO	BD MEMBER, CARRIE K	342,002.	UTILITIES		X
BLUE CROSS BLUE SHIELD (BC	BD CHAIR, MICHAEL P	263,740.	HEALTH INSU		X
REGIONS BANK	BD MEMBER, BILL RIT	6,350.	BOND TRUSTE		X
REGIONS BANK LSO	BD MEMBER, BILL RIT	36,911.	INVESTMENT		X

SEE SCHEDULE O FOR SCHEDULE L CONTINUATIONS

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: LAKESHORE FOUNDATION

Employer identification number: 63-0288847

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded	X	5	5,415.	FMV - STOCK QUOTE
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other	X	1	195,000.	APPRAISAL
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (COM. AIRFARE)	X	2	48,907.	DEPT OF DEFENSE
26	Other ▶ (CONST MATERIA)	X	2	26,003.	COMPANY INVOICE
27	Other ▶ (PRIVATE JET S)	X	1	15,529.	COMPANY INVOICE
28	Other ▶ (PAPER)	X	1	2,822.	COMPANY INVOICE

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgment — 29: 1

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	X	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b	If "Yes," describe in Part II			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.			

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information

PART I, OTHER TYPES OF PROPERTY:

WHEELCHAIR

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII $ 1000.

(D) METHOD OF DETERMINING REVENUE: ESTIMATED VALUE

RENTAL EQUIPMENT

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 2

(C) REVENUE REPORTED ON FORM 990, PART VIII $ 365.

(D) METHOD OF DETERMINING REVENUE: COMPANY INVOICE

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

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2009

Open to Public Inspection

Name of the organization: LAKESHORE FOUNDATION

Employer identification number: 63-0288847

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TO ENABLE PEOPLE WITH PHYSICAL DISABILITY AND CHRONIC HEALTH CONDITIONS TO LEAD HEALTHY, ACTIVE AND INDEPENDENT LIFESTYLES THROUGH PHYSICAL ACTIVITY, SPORT, RECREATION AND RESEARCH.

FORM 990, PART VI, SECTION B, LINE 11: THE PRESIDENT, CHIEF FINANCIAL OFFICER, CHIEF PROGRAM OFFICER AND OTHER EMPLOYEES REVIEW THE RETURN FOR COMPLETENESS AND CORRECTNESS. THE FINAL FORM 990 IS DISTRIBUTED AT A BOARD OF DIRECTOR'S MEETING FOR THEIR REVIEW AND APPROVAL.

FORM 990, PART VI, SECTION B, LINE 12C: ANNUALLY THE BOARD MEMBERS SIGN THE DISCLOSURE STATEMENT. ACCORDING TO BOARD POLICIES, IF A CONFLICT OF INTEREST IS NOTED, THE BOARD WILL EXAMINE THE UNDERLYING TRANSACTION TO DETERMINE WHETHER IT IS FAIR, REASONABLE AND IN THE BEST INTEREST OF THE ORGANIZATION.

FORM 990, PART VI, SECTION B, LINE 15: THE PRESIDENT'S COMPENSATION IS BASED ON THE RESULTS OF AN OUTSIDE COMPENSATION REVIEW. ANNUALLY THE PRESIDENT PRESENTS THE FOUNDATION'S ACCOMPLISHMENT OF GOALS TO THE COMPENSATION COMMITTEE AND CHAIRMAN OF THE BOARD WHO DEVELOP A RECOMMENDATION RELATED TO COMPENSATION. SUBSEQUENT TO THE MEETING OF THE COMPENSATION COMMITTEE THE RECOMMENDATION IS PRESENTED FOR REVIEW AND APPROVAL TO THE EXECUTIVE COMMITTEE.

A COMPENSATION REVIEW IS PERFORMED EVERY THREE YEARS BY AN OUTSIDE CONSULTANT. THE REVIEW IS BASED ON INFORMATION FROM A NUMBER OF

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: LAKESHORE FOUNDATION

Employer identification number: 63-0288847

COMPENSATION SURVEYS AND FORM 990 OF SIMILAR ORGANIZATIONS.

FOR EMPLOYEES REPORTING TO THE PRESIDENT, THE PRESIDENT RECOMMENDS THEIR MERIT INCREASE AND BONUS BASED ON COMPLETION OF A PERFORMANCE REVIEW AND GOALS ESTABLISHED AT THE BEGINNING OF THE YEAR. THE OVERALL AMOUNT IS APPROVED BY THE COMPENSATION AND EXECUTIVE COMMITTEES DURING THE BUDGET PROCESS.

FORM 990, PART VI, SECTION C, LINE 19: AS A GENERAL RULE, THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC. ANY WRITTEN REQUEST BY THE PUBLIC WOULD BE REVIEWED AND ACTED UPON BY THE ORGANIZATION.

FORM 990, PART XI, LINE 2C

THE ORGANIZATION MADE NO CHANGES TO ITS OVERSIGHT PROCESS OR SELECTION PROCESS DURING THE TAX YEAR.

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: HEALTHSOUTH, INC.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BD MEMBER, LINDA WILDER, PRESIDENT SOUTHEAST REGION HEALTHSOUTH CORP.

(C) AMOUNT OF TRANSACTION $ 1863789.

(D) DESCRIPTION OF TRANSACTION: RENTAL INCOME FROM HEALTHSOUTH LAKESHORE HOSPITAL

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: LAKESHORE FOUNDATION

Employer identification number: 63-0288847

(A) NAME OF PERSON: HEALTHSOUTH, INC.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BD MEMBER, LINDA WILDER, PRESIDENT SOUTHEAST REGION HEALTHSOUTH CORP.

(C) AMOUNT OF TRANSACTION $ 315729.

(D) DESCRIPTION OF TRANSACTION: SERVICES FROM HEALTHSOUTH HOSPITAL

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: ALABAMA POWER (SOUTHERN COMPANY)

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BD MEMBER, CARRIE KURLANDER, VICE PRESIDENT COMMUNICATIONS, SOUTHERN CO.

(C) AMOUNT OF TRANSACTION $ 342002.

(D) DESCRIPTION OF TRANSACTION: UTILITIES

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: BLUE CROSS BLUE SHIELD (BCBS)

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BD CHAIR, MICHAEL PATTERSON, ASSOCIATE COUNSEL FOR BCBS

(C) AMOUNT OF TRANSACTION $ 263740.

(D) DESCRIPTION OF TRANSACTION: HEALTH INSURANCE COVERAGE FOR EMPLOYEES

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: REGIONS BANK

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BD MEMBER, BILL RITTER, CENTRAL REGION PRES., REGIONS FINANCIAL CORPORATION

(C) AMOUNT OF TRANSACTION $ 6350.

(D) DESCRIPTION OF TRANSACTION: BOND TRUSTEE SERVICES

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: REGIONS BANK LSO

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BD MEMBER, BILL RITTER, CENTRAL REGION PRES., REGIONS FINANCIAL CORPORATION

(C) AMOUNT OF TRANSACTION $ 36911.

(D) DESCRIPTION OF TRANSACTION: INVESTMENT MANAGEMENT SERVICES

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: REGIONS BANK

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BD MEMBER, BILL RITTER, CENTRAL REGION PRES., REGIONS FINANCIAL CORPORATION

(C) AMOUNT OF TRANSACTION $ 1113116.

(D) DESCRIPTION OF TRANSACTION: BOND AND INTEREST PAYMENTS 2005 & 2009 BONDS

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCHEDULE R (Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

LAKESHORE FOUNDATION

Employer identification number

63-0288847

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
LAKESHORE SUPPORT ORGANIZATION - 26-0731767 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	SUPPORT THE PROGRAMS AND ACTIVITIES OF LAKESHORE FOUNDATION	ALABAMA	501(C)(3)	LINE 11A, I	N/A

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule R (Form 990) 2009

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02-04-10

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to other organization(s)	1b		X
c Gift, grant, or capital contribution from other organization(s)	1c	X	
d Loans or loan guarantees to or for other organization(s)	1d		X
e Loans or loan guarantees by other organization(s)	1e		X
f Sale of assets to other organization(s)	1f		X
g Purchase of assets from other organization(s)	1g		X
h Exchange of assets	1h		X
i Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n Sharing of paid employees	1n		X
o Reimbursement paid to other organization for expenses	1o		X
p Reimbursement paid by other organization for expenses	1p		X
q Other transfer of cash or property to other organization(s)	1q		X
r Other transfer of cash or property from other organization(s)	1r		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization(s)	(b) Transaction type (a-r)	(c) Amount involved
(1)	LAKESHORE SUPPORT ORGANIZATION	C	100,000.
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box** . . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print	Name of Exempt Organization		Employer identification number
File by the extended due date for filing the return. See instructions.	LAKESHORE FOUNDATION		63-0288847
	Number, street, and room or suite no. If a P.O. box, see instructions. 4000 RIDGEWAY DRIVE		For IRS use only
	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):

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• 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 is for.

4 I request an additional 3 month extension of time until AUGUST 15, 2011

5 For calendar year _____, or other tax year beginning OCT 1, 2009, and ending SEP 30, 2010

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	$	
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	
c	**Balance Due.** Subtract line 8b from line 8a. 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.	8c	$	N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ C. C. Miller Title ▶ CPA-Pr Date ▶ 7/11/11

COPY