Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
MORGENS WEST FOUNDATION

A Employer identification number
31-6090957

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
3562 KNOLLWOOD DRIVE

B Telephone number
4043640967

City or town, state, and ZIP code
ATLANTA, GA 30305-1022

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 13,326,965.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	320,550.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19,021.	19,021.		STATEMENT 1
	4 Dividends and interest from securities	191,651.	191,651.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	57,703.			
	b Gross sales price for all assets on line 6a 5,833,150.				
	7 Capital gain net income (from Part IV, line 2)		57,703.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	80,934.	80,934.		STATEMENT 3
	12 **Total**. Add lines 1 through 11	669,859.	349,309.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,000.	0.		30,000.
	14 Other employee salaries and wages	2,695.	0.		2,695.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	8,250.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	8,544.	3,397.		2,501.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	272,247.	272,211.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	321,736.	275,608.		35,196.
	25 Contributions, gifts, grants paid	445,788.			445,788.
	26 **Total expenses and disbursements.** Add lines 24 and 25	767,524.	275,608.		480,984.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<97,665.>			
	b **Net investment income** (if negative, enter -0-)		73,701.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
NOV 2 1 2012
OGDEN, UT
IRS-OSC

SCANNED NOV 27 2012

123501
12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2011) 12

09461112 144521 8883CS 2011.05000 MORGENS WEST FOUNDATION 8883CS1 918

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	85,423.	839,979.	839,979.
2 Savings and temporary cash investments			
3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 7	453,977.	453,836.	618,306.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 8	12,528,752.	11,676,672.	11,868,680.
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	13,068,152.	12,970,487.	13,326,965.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds	2,995,245.	2,995,245.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	10,072,907.	9,975,242.	
30 **Total net assets or fund balances**	13,068,152.	12,970,487.	
31 **Total liabilities and net assets/fund balances**	13,068,152.	12,970,487.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,068,152.
2 Enter amount from Part I, line 27a	2	<97,665.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,970,487.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,970,487.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,833,150.		5,775,447.	57,703.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				57,703.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 57,703.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	503,952.	12,966,776.	.038865
2009	727,230.	10,570,582.	.068798
2008	782,550.	12,018,756.	.065111
2007	726,757.	13,045,168.	.055711
2006	598,050.	11,001,816.	.054359

2	**Total** of line 1, column (d)	2	.282844
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.056569
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	13,728,834.
5	Multiply line 4 by line 3	5	776,626.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	737.
7	Add lines 5 and 6	7	777,363.
8	Enter qualifying distributions from Part XII, line 4	8	480,984.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,474.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,474.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,474.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,083.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5,700.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	6,783.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	5.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,304.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	5,304.	**Refunded** ▶	11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JIM MORGENS Telephone no. ▶ 404-364-0967

Located at ▶ SAME ADDRESS AS PAGE 1, ATLANTA, GA ZIP+4 ▶ 30305

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES MORGENS	AVAILABLE UPON REQUEST			
	25.00	30,000.	0.	0.
S. F. MORGENS	AVAILABLE UPON REQUEST			
	0.00	0.	0.	0.
E. H. MORGENS	AVAILABLE UPON REQUEST			
	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 AVAILABLE UPON REQUEST	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	624,449.
b	Average of monthly cash balances	1b	1,118,314.
c	Fair market value of all other assets	1c	12,195,140.
d	**Total** (add lines 1a, b, and c)	1d	13,937,903.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,937,903.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	209,069.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,728,834.
6	**Minimum investment return.** Enter 5% of line 5	6	686,442.

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

1	Minimum investment return from Part X, line 6	1	686,442.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 1,474.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,474.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	684,968.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	684,968.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	684,968.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	480,984.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	480,984.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	480,984.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				684,968.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 — 106,124.				
b From 2007 — 104,473.				
c From 2008 — 182,631.				
d From 2009 — 199,483.				
e From 2010				
f **Total** of lines 3a through e	592,711.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 480,984.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				480,984.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	203,984.			203,984.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	388,727.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	388,727.			
10 Analysis of line 9:				
a Excess from 2007 — 6,613.				
b Excess from 2008 — 182,631.				
c Excess from 2009 — 199,483.				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN RED CROSS ATLANTA, GA	N/A	SERVICE ORG.		15,000.
ATLANTA BOTANICAL GARDENS ATLANTA, GA	N/A	CIVIC ORG.		5,000.
ATLANTA CHILDRENS' SHELTER ATLANTA, GA	N/A	SOCIAL SERVICE ORG.		10,000.
ATLANTA COMMUNITY FOODBANK ATLANTA, GA	N/A	SOCIAL SERVICE		10,000.
ATLANTA ENTERPRISE CENTER ATLANTA, GA	N/A	SOCIAL SERVICE ORG.		40,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	445,788.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					19,021.
4 Dividends and interest from securities					191,651.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					80,934.
8 Gain or (loss) from sales of assets other than inventory					57,703.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	349,309.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 349,309.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	ALL INCOME IS FROM INVESTMENTS AND IS USED TO FUND
	CONTRIBUTIONS TO CHARITABLE ORGANIZATIONS.

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

▶ [signature] 11/13/12 ▶ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
[signature]	[signature] CPA	11/13/12		P01240918

Firm's name ▶ CBIZ MHM, LLC — Firm's EIN ▶ 34-1851358

Firm's address ▶ 3625 CUMBERLAND BLVD SE SUITE 800 ATLANTA, GA 30339 — Phone no. 770-858-4500

Form 990-PF (2011)

123622 12-02-11

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

MORGENS WEST FOUNDATION

Employer identification number

31-6090957

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
MORGENS WEST FOUNDATION	31-6090957

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MORGENS WEST CHARITABLE LEAD ANNUITY TRUST 3562 KNOLLWOOD DR NW ATLANTA, GA 30305	$ 320,550.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization

MORGENS WEST FOUNDATION

Employer identification number

31-6090957

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: MORGENS WEST FOUNDATION

Employer identification number: 31-6090957

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

[redacted]

Recipient's Name and Address:

THE MORGENS WEST FOUNDATION
3562 KNOLLWOOD DR.

Account Number: N10-002066

Recipient's Identification Number: 31-6080957

2011 TAX and YEAR-END STATEMENT

Box 6–Covered or Noncovered Security. This box indicates if the sale of your security is or is not a covered security under the new IRS cost basis reporting program. For 2011, a covered security is defined as the sale of a stock in a corporation that was acquired in 2011. Cost basis information contained in boxes 1b, 3, 5 and 8 will only be provided for the sale of covered securities.

Box 8–Type of Gain or Loss. For covered securities transactions, this field shows type of gain or loss, short term or long term. For noncovered transactions, this will be blank.

Box 9–Description. Shows a brief description of the item or service for which the proceeds or bartering income are being reported.

Box 15–Loss Not Allowed. If "Y" is displayed, you cannot take a loss on your tax return based on the gross proceeds from a reportable change in control or capital structure reported in box 2. Do not report this loss on Schedule D (Form 1040)

U.S. Treasury Bills. Proceeds from U.S. Treasury bill sales are reported in this section. The discount on Treasury bills maturing during 2011 is reported in the 1099-INT section. Refer to the 1099-INT section of these instructions for additional information.

Accrued Interest Received. Accrued interest received on notes and bonds sold between interest payments is not reported in the 1099-B section. It is reported on a settlement-date basis in the 1099-INT section of your Tax Information Statement.

Short Sales. For 2011, the new cost basis reporting rules require brokers to report short sales in the year you closed the short sale rather than when you opened it. Therefore, to avoid duplicate reporting in 2011, we will only report your short sale if you opened and closed it during 2011. All short sales opened but not closed in 2011 will only be reported in the year that they close. A short sale will be denoted with a symbol "II" in the 1099-B section of your Tax Information Statement. Consult your tax professional or IRS Pub. 550 for information on reporting proceeds from closed short sales on your tax return.

Trade Date. Transactions are reported on a trade-date basis. Therefore, your Tax Information Statement only includes transactions with a 2011 trade date. The date on the trust sale may be different from the date on your monthly statements for a trust sale because we are reporting the date the trust made the sale.

If you held an interest in a unit investment trust (UIT), mortgage-backed security, royalty trust, HOLDRS trust or commodities trust, we are required to report certain details regarding transactions for these securities on IRS Form 1099-B because these products are considered to be widely held fixed investment trusts (WHFITs). IRS rules governing reporting for WHFITs require us to provide more detailed and comprehensive information than was previously required on 1099 forms, but does not impact the total amount of income or expenses that we report to you. Information reported to you for WHFITs on IRS Form 1099-B is generally reportable to you on IRS Forms 8949 and 1040, Schedule D

Please note that we are also required to furnish you with an additional tax information statement by March 15, 2012. This information is reported in the Additional Written Statement included in your Tax Information Statement. You need this information to complete your tax return. The Additional Written Statement is provided only to you, and not to the IRS. It has detailed information on income and expenses for WHFITs. Please refer to the Additional Written Statement provided and to the Tax Guide for other important WHFITs information. An explanation of items reflected on your IRS Form 1099-B is provided below

Trust Sale. A trust sale represents the total amount paid to a selling trust interest holder for the sale of a trust interest and should be reported on Schedule D of your IRS Form 1040. This includes principal payments that completely retire a debt instrument (other than a final scheduled principal payment) and pro rata partial principal prepayments. It does not include pro rata sales by non-mortgage widely held fixed investment trusts (NMWHFITs) to affect redemptions or assets received in any corporate reorganization.

Option Premium. Option premiums for maturities redeemed for cash in 2011 and on reverse convertibles sold in 2011 are reported on IRS Form 1099-B. The interest on reverse convertibles that did not mature in 2011 will be reported on IRS Form 1099-INT. However, the option premium for that payment will be reported in the tax year of the maturity. When stock is purchased based upon the exercise of an option, the option premium reduces the cost of the acquired stock. When stock is sold based upon the assignment of an option, the proceeds of that sale are increased by the option premium and reported on Form 1099-B for covered securities ONLY. For noncovered securities the proceeds amount is reported on Form 1099-B excluding the option premium.

Please consult with your tax professional regarding the proper reporting of items of income and expense for WHFITs and widely held mortgage trusts (WHMTs)

Schedule of Realized Gains and Losses
(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Short-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered)								
Description: AGIC EQUITY & CONV INCOME FD					CUSIP: 00119P102			
01/12/2011	05/19/2010	SELL	607	11,512 66	9,622 88		1,889 78	HC
Description: AGIC CONV & INCOME FD II COM					CUSIP: 001191105			
01/12/2011	05/19/2010	SELL	499	4,787 30	4,214 57		572.73	HC

Recipient's Name and Address:

THE MORGENS WEST FOUNDATION
3562 KNOLLWOOD DR.

Account Number: N10-002066

Recipient's Identification Number: 31-6080957

2011 TAX and YEAR-END STATEMENT

Schedule of Realized Gains and Losses *(Continued)*

(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Short-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered) *(continued)*

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Description: ADVENT CLAYMORE CONV SECS & INCOME FD COM					CUSIP: 00764C109			
01/12/2011	05/19/2010	SELL	579	10,641.25	9,538.34		1,102.91	HC
Description: ALLIANCEBERSTEIN GLOBAL HIGH INCOME					CUSIP: 01879R106			
01/12/2011	05/19/2010	SELL	419	5,979.40	5,367 01		612.39	HC
Description: ALLIANCEBERSTEIN INCOME FD INC COM					CUSIP: 01881E101			
01/12/2011	05/19/2010	SELL	2,962	23,060 97	23,354 16		(293 19)	HC
Description: ALPINE GLOBAL PREMIER PPTYS FD					CUSIP: 02083A103			
01/12/2011	05/19/2010	SELL	2,458	17,273.90	14,116 92		3,156 98	HC
02/14/2011	02/03/2011	SELL	85	581.88	603.26		(21.38)	HC
Description: BLACKROCK STRATEGIC EQUITY DIVID TR COM					CUSIP: 09249Y107			
01/12/2011	11/15/2010	SELL	848	9,019.22	8,691 52		327.70	HC
Description: BLACKROCK CREDIT ALLOCATION INCOME TR					CUSIP: 092508100			
01/12/2011	05/19/2010	SELL	361	4,321.84	4,358.05		(36.21)	HC
	11/15/2010	SELL	498	5,961.99	6,282.80		(320.81)	HC
	12/15/2010	SELL	150	1,795.78	1,766.00		29.78	HC
			1,009	12,079.61	12,406.85		(327.24)	
Description: BLACKROCK CREDIT ALLOCATION INCOME TR					CUSIP: 09255H105			
01/12/2011	05/19/2010	SELL	482	4,662.16	4,799 08		(136.92)	HC
Description: BLACKROCK CORPORATE HIGH YIELD FD III					CUSIP: 09255M104			
01/12/2011	11/15/2010	SELL	587	4,083.32	4,075.91		7.41	HC

[redacted]

Recipient's Name and Address:
THE MORGENS WEST FOUNDATION
3562 KNOLLWOOD DR.

Account Number: N10-002066

Recipient's Identification
Number: 31-6080957

2011 TAX and YEAR-END STATEMENT

Schedule of Realized Gains and Losses *(Continued)*

(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Short-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered) *(continued)*								
Description: BLACKROCK CORPORATE HIGH YIELD FD V INC						CUSIP: 09255N102		
01/12/2011	05/19/2010	SELL	668	7,803.79	7,035.36		768.43	HC
Description: BLACKROCK CORPORATE HIGH YIELD FD VI INC						CUSIP: 09255P107		
01/12/2011	05/19/2010	SELL	738	8,676 56	7,683.20		993.36	HC
Description: BLACKROCK FLOATING RATE INCOME						CUSIP: 09255X100		
01/12/2011	05/19/2010	SELL	291	4,304.54	4,207.13		97 41	HC
Description: CALAMOS CONV & HIGH INCOME FD COM						CUSIP: 12811P108		
01/12/2011	05/19/2010	SELL	699	8,771.29	8,497 77		273.52	HC
Description: CALAMOS STRATEGIC TOTAL RETURN FD COM						CUSIP: 128125101		
01/12/2011	11/15/2010	SELL	1,680	15,850 93	15,228 80		622 13	HC
Description: CLOUGH GLOBAL EQUITY FD COM						CUSIP: 18914C100		
01/12/2011	11/15/2010	SELL	297	4,607.30	4,448.15		159.15	HC
Description: CLOUGH GLOBAL OPPORTUNITIES FD SH						CUSIP: 18914E106		
01/12/2011	11/15/2010	SELL	619	8,571.19	8,191.18		380.01	HC
Description: COHEN & STEERS REIT & PFD INCOME FD INC						CUSIP: 19247X100		
01/12/2011	05/19/2010	SELL	1,242	17,293.01	13,990.91		3,302 10	HC
Description: COHEN & STEERS INFRASTRUCTURE FD						CUSIP: 19248A109		
01/12/2011	05/19/2010	SELL	517	8,460.31	6,807.74		1,652 57	HC
Description: DWS HIGH INCOME OPPORTUNITIES FD INC						CUSIP: 23339M204		
01/12/2011	05/19/2010	SELL	697	9,902.06	8,738 42		1,163 64	HC
	12/15/2010	SELL	175	2,486.17	2,463.25		22.92	HC

TEFRA-ROLL

Recipient's Name and Address:
THE MORGENS WEST FOUNDATION
3562 KNOLLWOOD DR.

Account Number: N10-002066

Recipient's Identification
Number: 31-6080957

2011 TAX and YEAR-END STATEMENT

Schedule of Realized Gains and Losses *(Continued)*

(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Short-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered) *(continued)*								
Description: DWS HIGH INCOME OPPORTUNITIES FD INC					CUSIP: 23339M204 *(continued)*			
			872	12,388.23	11,201 67		1,186.56	
Description: EATON VANCE FLOATING RATE INCOME TR COM					CUSIP: 278279104			
01/12/2011	11/15/2010	SELL	552	9,127.44	8,768.24		359.20	HC
Description: EATON VANCE LTD DURATION INCOME FD					CUSIP: 27828H105			
01/12/2011	05/19/2010	SELL	1,287	20,413.25	19,980 16		433.09	HC
Description: EATON VANCE SHORT DURATION DIVERSIFED					CUSIP: 27828V104			
01/12/2011	05/19/2010	SELL	373	6,278.81	6,404.95		(126.14)	HC
Description: FIRST TR ENHANCED EQUITY INCOME FD					CUSIP: 337318109			
01/12/2011	05/19/2010	SELL	668	8,355.68	7,165.38		1,190.30	HC
Description: GABELLI GLOBAL DEAL FD N/C 2/10/11					CUSIP: 36245G103			
01/12/2011	05/19/2010	SELL	807	10,814.89	11,354 42		(539.53)	HC
Description: HANCOCK JOHN PREM DIVID FD					CUSIP: 41013T105			
01/12/2011	11/15/2010	SELL	357	4,072.44	4,070.66		1 78	HC
Description: HIGHLAND CR STRATEGIES FD N/C					CUSIP: 43005Q107			
01/12/2011	05/19/2010	SELL	1,410	10,862.91	10,089 50		773 41	HC
Description: ING PRIME RATE TR SH BEN INT					CUSIP: 44977W106			
01/12/2011	05/19/2010	SELL	1,277	7,449.55	7,005.96		443.59	HC
Description: ING CLARION GLOBAL REAL ESTATE N/C EFF					CUSIP: 44982G104			
01/12/2011	05/19/2010	SELL	738	5,772.58	4,974.74		797.84	HC

[redacted]

Recipient's Name and Address:

THE MORGENS WEST FOUNDATION
3562 KNOLLWOOD DR.

Account Number: N10-002066

Recipient's Identification Number 31-6080957

2011 TAX and YEAR-END STATEMENT

Schedule of Realized Gains and Losses *(Continued)*

(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Short-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered) *(continued)*

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Description: ISHARES TR BARCLAYS TIPS BD FD					CUSIP: 464287176			
01/12/2011	05/19/2010	SELL	114	12,292 61	12,103.40		189.21	HC
Description: ISHARES TR IBOXX USD INVT GRADE CORP BD					CUSIP: 464287242			
01/12/2011	05/19/2010	SELL	117	12,742.58	12,495.41		247.17	HC
Description: ISHARES TR BARCLAYS 7-10 YR TREAS BD FD					CUSIP: 464287440			
01/12/2011	05/19/2010	SELL	132	12,345.92	12,216.68		129.24	HC
Description: ISHARES TR RUSSELL 1000 VALUE INDEX FD					CUSIP: 464287598			
08/02/2011	03/07/2011	SELL	443	28,254 91	30,135 99	(1,804.65)[3]	(76.43)	HC
	03/23/2011	SELL	1,447	92,290.86	97,781.65		(5,490 79)	HC
			1,890	120,545.77	127,917.64	(1,804 65)	(5,567.22)	
10/18/2011	08/16/2011	SELL	425	25,985 78	27,477.64		(1,491.86)	SL
	Wash sale. 148 days added to holding period							
Description: ISHARES TR RUSSELL 1000 GROWTH INDEX FD					CUSIP: 464287614			
08/09/2011	03/23/2011	SELL	1,023	55,369.61	60,576 86	(1,221.64)[3]	(3,985.61)	HC
Description: ISHARES TR MSCI ACWI INDEX FD					CUSIP: 464288257			
03/23/2011	01/12/2011	SELL	7,200	342,168.82	341,782.12		386.70	HC
Description: ISHARES TR BARCLAYS INTER CR BD FD					CUSIP: 464288638			
01/12/2011	05/19/2010	SELL	117	12,346.04	12,229.82		116.22	HC
Description: ISHARES TR BARCLAYS 1-3 YR CR BD FD					CUSIP: 464288646			
01/12/2011	05/19/2010	SELL	116	12,094.29	12,051 12		43.17	HC

Schedule of Realized Gains and Losses *(Continued)*

(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Short-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered) *(continued)*								
Description: ISHARES TR S&P U S PFD STK INDEX FD						CUSIP: 464288687		
01/12/2011	05/19/2010	SELL	253	9,853.87	9,090.70		763.17	HC
Description: JPMORGAN CHASE & CO ALERIAN MLP INDEX						CUSIP: 46625H365		
03/07/2011	05/19/2010	SELL	664	25,151.00	19,256.10		5,894.90	HC
Description: LMP CAPITAL & INCOME FD INC						CUSIP: 50208A102		
01/12/2011	11/15/2010	SELL	358	4,420.38	4,268.20		152.18	HC
Description: LIBERTY ALL STAR EQUITY FD SBI						CUSIP: 530158104		
01/12/2011	11/15/2010	SELL	2,576	12,999.82	11,961.40		1,038 42	HC
Description: MFS CHARTER INCOME TRUST NEW						CUSIP: 552727109		
01/12/2011	05/19/2010	SELL	1,769	16,277.84	15,787 48		490.36	HC
Description: MFS MULTIMARKET INCOME TRUST SHARES						CUSIP: 552737108		
01/12/2011	05/19/2010	SELL	2,498	16,963.87	15,945.24		1,018.63	HC
Description: MARKET VECTORS ETF TR GOLD MINERS ETF						CUSIP: 57060U100		
07/19/2011	03/23/2011	SELL	677	40,323.43	40,885.73		(562.30)	HC
Description: NFJ DIVID INT & PREM STRATEGY FD COM						CUSIP: 65337H109		
01/12/2011	05/19/2010	SELL	1,491	26,367 34	21,789.63		4,577 71	HC
Description: NUVEEN GLOBAL VALUE OPPORTUNITIES FD COM						CUSIP: 6706EH103		
01/12/2011	05/19/2010	SELL	335	6,564.58	5,893.95		670 63	HC
Description: NUVEEN EQUITY PREM OPPORTUNITY FD COM						CUSIP: 6706EM102		
01/12/2011	05/19/2010	SELL	923	11,788 94	11,462.43		326.51	HC

[redacted]

Recipient's Name and Address:
THE MORGENS WEST FOUNDATION
3562 KNOLLWOOD DR.

Account Number: N10-002066

Recipient's Identification
Number: 31-6080957

2011 TAX and YEAR-END STATEMENT

Schedule of Realized Gains and Losses *(Continued)*

(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Short-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered) *(continued)*

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Description: NUVEEN FLTNG RATE INCOME OPPTNTY FD						CUSIP: 6706EN100		
01/12/2011	05/19/2010	SELL	525	6,606.88	5,893.25		713 63	HC
Description: NUVEEN EQUITY PREM INCOME FD COM						CUSIP: 6706ER101		
01/12/2011	05/19/2010	SELL	536	6,799.08	6,627.60		171.48	HC
Description: NUVEEN EQUITY PREM ADVANTAGE FD COM						CUSIP: 6706ET107		
01/12/2011	05/19/2010	SELL	1,005	12,898 59	12,470 00		428.59	HC
Description: NUVEEN EQUITY PREM & GROWTH FD COM						CUSIP: 6706EW100		
01/12/2011	11/15/2010	SELL	338	4,612 38	4,618.32		(5.94)	HC
Description: NUVEEN QUALITY PFD INCOME FD 2 COM						CUSIP: 67072C105		
01/12/2011	05/19/2010	SELL	571	4,485 69	4,027 84		457.85	HC
Description: NUVEEN FLOATING RATE INCOME FD COM						CUSIP: 67072T108		
01/12/2011	05/19/2010	SELL	387	4,639.79	4,230.17		409 62	HC
Description: NUVEEN MULTI CURRENCY SHORT TERM						CUSIP: 67090N109		
01/12/2011	05/19/2010	SELL	475	6,399.64	6,743.50		(343 86)	HC
Description: PIMCO TOTAL RETURN FUND INSTITUTIONAL						CUSIP: 693390700		
03/23/2011	03/23/2010	SELL	9,516	103,530.16	105,176.80		(1,646.64)	HC
	04/05/2010	SELL	149.501	1,626.51	1,650 49		(23.98)	HC
	04/30/2010	SELL	220.973	2,404.10	2,459 42		(55.32)	HC
	06/02/2010	SELL	198.177	2,156.08	2,199 77		(43.69)	HC
	07/02/2010	SELL	203.848	2,217.78	2,295.33		(77.55)	HC
	07/31/2010	SELL	208.944	2,273 22	2,381 96		(108.74)	HC
	08/31/2010	SELL	192.142	2,090 43	2,217.31		(126.88)	HC

Schedule of Realized Gains and Losses *(Continued)*

(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Short-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered) *(continued)*

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Description: PIMCO TOTAL RETURN FUND INSTITUTIONAL					CUSIP: 693390700 *(continued)*			
	09/30/2010	SELL	196 785	2,140.94	2,282.70		(141.76)	HC
	10/31/2010	SELL	215 491	2,344.45	2,519.09		(174.64)	HC
	11/30/2010	SELL	225 748	2,456.05	2,593.84		(137.79)	HC
			11,327.609	123,239.72	125,776 71		(2,536.99)	
08/23/2011	04/30/2011	SELL	101.683	1,116 14	1,121.56		(5.42)	HC
	05/31/2011	SELL	102.284	1,122 73	1,131 26		(8.53)	HC
	07/31/2011	SELL	92.354	1,013 74	1,025.12		(11.38)	HC
			296.321	3,252.61	3,277.94		(25 33)	
Description: PIMCO CORPORATE & INCOME OPPORTUNITY					CUSIP: 72201B101			
01/12/2011	11/15/2010	SELL	302	5,150.07	5,259 78		(109.71)	HC
Description: PIMCO INCOME OPPORTUNITY FD COM					CUSIP: 72202B100			
01/12/2011	05/19/2010	SELL	169	4,360.57	3,979.50		381.07	HC
Description: POWERSHARES DB COMMODITY INDEX					CUSIP: 73935S105			
03/07/2011	11/22/2010	SELL	5,204	157,543.21	128,739.22		28,803.99	HC
06/07/2011	11/22/2010	SELL	8,004	241,853.38	198,007 06		43,846.32	HC
	03/23/2011	SELL	3,207	96,904.52	96,743.32		161.20	HC
			11,211	338,757.90	294,750.38		44,007 52	
Description: PUTNAM PREMIER INCOME TRUST SHARES					CUSIP: 746853100			
01/12/2011	05/19/2010	SELL	767	4,923.72	4,824.76		98.96	HC

[redacted]

Recipient's Name and Address:
THE MORGENS WEST FOUNDATION
3562 KNOLLWOOD DR.

Account Number: N10-002066

Recipient's Identification
Number: 31-6080957

2011 TAX and YEAR-END STATEMENT

Schedule of Realized Gains and Losses *(Continued)*

(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Short-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered) *(continued)*

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Description: PUTNAM MASTER INTER INCOME TRUST SHARES					CUSIP: 746909100			
01/12/2011	05/19/2010	SELL	2,029	11,972.22	11,979.10		(6.88)	HC
Description: SCHRODER QEP GLOBAL QUALITY FUND					CUSIP: 808089403			
03/07/2011	01/14/2011	SELL	442	46,788 81	45,896.26		892.55	SL
Description: VANGUARD BD INDEX FD INC TOTAL BD MARKET					CUSIP: 921937835			
01/12/2011	05/19/2010	SELL	152	12,179 68	12,236.40		(56.72)	HC
Description: VANGUARD INFLATION PROTECTED FUND					CUSIP: 922031737			
08/23/2011	09/28/2010	SELL	23.168	644.09	604.23		39.86	HC
	12/29/2010	SELL	115.627	3,214.51	2,918.43		296 08	HC
	03/07/2011	SELL	1,492	41,478.60	38,623.04		2,855.56	HC
	03/31/2011	SELL	64.363	1,789.33	1,663.13		126.20	HC
	06/30/2011	SELL	145.792	4,053.11	3,847 44		205 67	HC
			1,840 950	51,179.64	47,656.27		3,523 37	
Description: VANGUARD INTL EQUITY INDEX FDS MSCI					CUSIP: 922042858			
03/07/2011	10/13/2010	SELL	75	3,516.71	3,560 08	(43.37)[3]	0.00	HC
	01/04/2011	SELL	668	31,322.21	32,565.85	(1,243 64)[3]	0 00	HC
			743	34,838.92	36,125.93	(1,287.01)	0 00	
10/05/2011	10/13/2010	SELL	7,216	261,863.25	342,526.69		(80,663.44)	SL
	03/23/2011	SELL	668	24,241.22	32,833.33		(8,592.11)	SL
	Wash sale: 62 days added to holding period							
	03/23/2011	SELL	75	2,721 69	3,590 12		(868.43)	SL

Recipient's Name and Address:
THE MORGENS WEST FOUNDATION
3562 KNOLLWOOD DR.

Account Number: N10-002066

Recipient's Identification
Number. 31-6080957

2011 TAX and YEAR-END STATEMENT

Schedule of Realized Gains and Losses *(Continued)*
(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Short-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered) *(continued)*								
Description: VANGUARD INTL EQUITY INDEX FDS MSCI					CUSIP: 922042858 *(continued)*			
Wash sale: 145 days added to holding period								
	03/23/2011	SELL	1,445	52,437 98	68,333.98		(15,896.00)	SL
	08/16/2011	SELL	410	14,878.59	17,614.88		(2,736 29)	SL
			9,814	356,142.73	464,899 00		(108,756.27)	
Description: VANGUARD INDEX FDS REIT ETF					CUSIP: 922908553			
01/12/2011	05/19/2010	SELL	284	15,624.54	14,003.52		1,621.02	HC
Description: WELLS FARGO ADV INCOME OPP FD					CUSIP: 94987B105			
01/12/2011	11/15/2010	SELL	641	6,337.79	6,334 67		3.12	HC
Description: WELLS FARGO ADVANTAGE GLOBAL					CUSIP: 94987C103			
01/12/2011	05/19/2010	SELL	1,125	10,843.67	10,133.00		710 67	HC
Description: WELLS FARGO ADV MULTI SECTOR INCOME					CUSIP: 94987D101			
01/12/2011	05/19/2010	SELL	1,803	27,429.04	25,628.63		1,800 41	HC
Description: WESTERN ASSET EMERGING MKTS DEBT					CUSIP: 95766A101			
01/12/2011	05/19/2010	SELL	339	6,212.74	5,798.12		414 62	HC
Description: WESTERN ASSET GLOBAL HIGH INCOME FD INC					CUSIP: 95766B109			
01/12/2011	05/19/2010	SELL	588	7,590.12	6,352.52		1,237.60	HC
Description: WESTERN ASSET EMERGING MARKETS					CUSIP: 95766E103			
01/12/2011	05/19/2010	SELL	603	7,856.31	7,328.42		527.89	HC
Description: WESTERN ASSET / CLAYMORE INFLATION					CUSIP: 95766R104			
01/12/2011	05/19/2010	SELL	1,248	15,482.03	15,520.64		(38 61)	HC

[redacted]

Recipient's Name and Address:
THE MORGENS WEST FOUNDATION
3562 KNOLLWOOD DR

Account Number: N10-002066

Recipient's Identification Number. 31-6080957

2011 TAX and YEAR-END STATEMENT

Schedule of Realized Gains and Losses *(Continued)*

(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Short-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered) *(continued)*								
Description: WESTERN ASSET WORLDWIDE INCOME FD					CUSIP: 957668106			
01/12/2011	11/15/2010	SELL	330	4,366.24	4,661 00		(294.76)	HC
Description: ZWEIG TOTAL RETURN FUND INC					CUSIP: 989837109			
01/12/2011	05/19/2010	SELL	1,770	6,328 49	6,576.95		(248.46)	HC
Description: ZWEIG TOTAL RETURN FD INC CONTRA					CUSIP: 989837976			
02/02/2011	12/08/2010	EXPG	1,770	0.00	0.00		0.00	SL
Total Short-Term Noncovered				2,365,001.68	2,371,437.37	(4,313.30)	(2,122.39)	
Total Short-Term				2,365,001.68	2,371,437.37	(4,313.30)	(2,122.39)	
Long-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered)								
Description: ISHARES TR RUSSELL 1000 VALUE INDEX FD					CUSIP: 464287598			
08/02/2011	03/08/2010	SELL	1,830	116,718 90	108,963.58		7,755.32	HC
	03/23/2010	SELL	2,237	142,677.71	137,701.84		4,975.87	HC
			4,067	259,396.61	246,665.42		12,731 19	
08/09/2011	03/08/2010	SELL	3,249	190,348.55	193,455 01		(3,106.46)	HC
10/18/2011	03/08/2010	SELL	2,640	161,417.56	157,193.36		4,224.20	SL
Description: ISHARES TR RUSSELL 1000 GROWTH INDEX FD					CUSIP: 464287614			
08/09/2011	03/23/2010	SELL	2,434	131,739.63	127,477 52		4,262.11	HC
Description: MARKET VECTORS ETF TR GOLD MINERS ETF					CUSIP: 57060U100			
07/19/2011	07/15/2010	SELL	6,004	357,609 90	300,857 85		56,752.05	HC

Schedule of Realized Gains and Losses *(Continued)*

(We do not report this information to the IRS; it is used as the basis for reporting on Form 1099-B.)

Date of Sale or Exchange	Date of Acquisition	Disposition Transaction	Quantity	Gross Proceeds	Cost or Other Basis	Wash Sale Loss Disallowed	Realized Gain or Loss	Disposition Method
Long-Term Transactions for Which Basis Was Not Reported to the IRS (Noncovered) *(continued)*								
Description: PIMCO TOTAL RETURN FUND INSTITUTIONAL					CUSIP: 693390700			
03/23/2011	03/08/2010	SELL	49,354.391	536,955.44	542,420.71		(5,465.27)	HC
08/23/2011	03/08/2010	SELL	5,627 679	61,772.91	61,850.01		(77.10)	HC
Description: POWERSHARES DB COMMODITY INDEX					CUSIP: 73935S105			
06/07/2011	03/08/2010	SELL	15,180	458,687.43	363,157.73		95,529.70	HC
Description: VANGUARD INFLATION PROTECTED FUND					CUSIP: 922031737			
08/23/2011	03/23/2010	SELL	267.428	7,434.68	6,646.50		788.18	HC
	06/29/2010	SELL	34.622	962.51	881.47		81.04	HC
			302.050	8,397 19	7,527.97		869.22	
Description: VANGUARD INTL EQUITY INDEX FDS MSCI					CUSIP: 922042858			
10/05/2011	03/08/2010	SELL	11,705	424,765.71	480,781.54		(56,015.83)	SL
	03/23/2010	SELL	1,555	56,429.79	64,864.41		(8,434 62)	SL
	05/19/2010	SELL	2,372	86,078.11	90,694.54		(4,616.43)	SL
			15,632	567,273.61	636,340.49		(69,066 88)	
Total Long-Term Noncovered				2,733,598.83	2,636,946.07		96,652.76	
Total Long-Term				2,733,598.83	2,636,946.07		96,652.76	
Total Short-Term and Long-Term				5,098,600.51	5,008,383.44	(4,313.30)	94,530.37	

3 Realized loss is net of a disallowance due to a wash sale.

Tax Lot Disposition Methods:

HC = HIGH COST

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ATLANTA GIRLS SCHOOL ATLANTA, GA	N/A	EDUCATIONAL INST.		6,000.
ATLANTA HISTORY CENTER ATLANTA, GA	N/A	CIVIC ORG.		4,450.
ATLANTA SYMPHONY ORCHESTRA ATLANTA, GA	N/A	SOCIAL SERVICE ORG.		4,540.
CAMP TWIN LAKES RUTLEDGE, GA	N/A	SOCIAL SERVICE ORG.		880.
CARLOS MUSEUM ATLANTA, GA	N/A	MUSEUM		10,000.
CHASTAIN PARK CONSERVANCY ATLANTA, GA	N/A	ENVIRONMENTAL ORG.		1,000.
CHATTOWAH OPEN LAND TRUST ATLANTA, GA	N/A	ENVIRONMENTAL ORG.		10,000.
CORNELL UNIVERSITY NEW YORK, NY	N/A	EDUCATIONAL INST.		5,500.
EMORY UNIVERSITY - UROLOGY FUND ATLANTA, GA	N/A	EDUCATIONAL INST.		5,000.
FCS URBAN MINISTRIES ATLANTA, GA	N/A	RELIGIOUS ORG.		2,500.
Total from continuation sheets				365,788.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FERNBANK MUSEUM OF NATURAL HISTORY	N/A	MUSEUM		10,000.
FIRST PRESYTERIAN CHURCH ATLANTA, GA	CHURCH MEMBER	RELIGIOUS ORG.		10,000.
G-CAPP	N/A	SOCIAL SERVICE ORG.		2,000.
GEORGIA CONSERVANCY ATLANTA, GA	N/A	ENVIRONMENTAL ORG.		4,868.
GEORGIA TRUST	N/A	ENVIRONMENTAL ORG.		1,000.
HARVARD BUSINESS SCHOOL CAMBRIDGE, MA	N/A	EDUCATIONAL INST.		1,000.
HIGH MUSEUM OF ART ATLANTA, GA	N/A	MUSEUM		36,900.
LAKE TOXAWAY CHARITIES	N/A	CIVIC ORG.		8,000.
LAND TRUST ALLIANCE	N/A	ENVIRONMENTAL ORG.		500.
MIDTOWN ASSISTANCE CENTER	N/A	SOCIAL SERVICE ORG.		20,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOUNT VERNON LADIES ASSOCIATION ATLANTA, GA	N/A	CIVIC ORG.		5,000.
NATURE CONSERVANCY	N/A	ENVIRONMENTAL ORG.		4,750.
ODYSSEY	N/A	EDUCATIONAL INST.		15,000.
PARK PRIDE	N/A	ENVIRONMENTAL ORG.		15,000.
PATH FOUNDATION	N/A	ENVIRONMENTAL ORG.		5,000.
PIEDMONT PARK CONSERVANCY	N/A	ENVIRONMENTAL ORG.		2,500.
PRINCETON THEOLOGICAL SEMINARY	N/A	EDUCATIONAL INST.		10,000.
PUBLIC BROADCASTING/WABE/NPR ATLANTA, GA	N/A	CIVIC ORG.		2,000.
SALVATION ARMY	N/A	SOCIAL SERVICE ORG.		5,000.
SOUTHEASTERN HORTICULTURAL SOCIETY	N/A	CIVIC ORG.		1,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STANFORD UNIVERSITY	N/A	EDUCATIONAL INST.		1,000.
TEACH FOR AMERICA	N/A	EDUCATIONAL INST.		10,000.
TREES ATLANTA	N/A	ENVIRONMENTAL ORG.		5,000.
TRUST FOR PUBLIC LAND	N/A	ENVIRONMENTAL ORG.		39,600.
UNITED WAY	N/A	SOCIAL SERVICE ORG.		25,000.
UPPER CHATTAHOOCHEE RIVERKEEPER	N/A	ENVIRONMENTAL ORG.		1,000.
VETS4VETS ATLANTA, GA	N/A	CIVIC ORG.		12,000.
WESTMINSTER SCHOOLS ATLANTA, GA	N/A	EDUCATIONAL INST.		1,000.
ALLIANCE THEATRE ATLANTA, GA		SERVICE ORG.		2,500.
BREVARD MUSIC CENTER	N/A	SOCIAL SERVICE ORG.		1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ENTREPRENEURSHIP BOOTCAMP FOR VETS	N/A	CIVIC ORG.		5,000.
OAKLAND CEMETERY ATLANTA, GA	N/A	CIVIC ORG.		1,000.
ZOO ATLANTA ATLANTA, GA	N/A	CIVIC ORG.		2,500.
WALNUT HILL HIGH SCHOOL	N/A	EDUCATIONAL INST.		5,000.
YEAR UP	N/A	EDUCATIONAL INST.		14,800.
TRANSYLVANIA COMM. HOSPITAL	N/A	SOCIAL SERVICE ORG.		5,000.
ATLANTA AUDUBON SOCIETY ATLANTA, GA	N/A	ENVIRONMENTAL ORG.		1,000.
ACF STAKEHOLDERS	N/A	ENVIRONMENTAL ORG.		15,000.
BELTLINE ATLANTA, GA	N/A	ENVIRONMENTAL ORG.		2,500.
CATHEDRAL ANTIQUES SHOW	N/A	SOCIAL SERVICE		1,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY - TRANSYLVANIA COUNTY	N/A	SOCIAL SERVICE		5,000.
Total from continuation sheets				

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BALENTINE - ST - SEE ATTACHED	P	VARIOUS	12/31/11
b	BALENTINE - LT - SEE ATTACHED	P	VARIOUS	12/31/11
c	POWERSHARES K-1	P	VARIOUS	12/31/11
d	POWERSHARES K-1	P	VARIOUS	12/31/11
e	54448.87 SHS HOLDBACK GLOBAL HEDGE	P	VARIOUS	07/21/11
f	64551.38 SHS HOLDBACK GLOBAL HEDGE	P	VARIOUS	07/21/11
g	POWERSHARES - BASIS ADJUSTMENT	P	VARIOUS	12/31/11
h	POWERSHARES - BASIS ADJUSTMENT	P	VARIOUS	12/31/11
i	BALENTINE - ST - WASH SALE ADJUSTMENT	P	VARIOUS	12/31/11
j	POWERSHARES - 1256 ST	P	VARIOUS	12/31/11
k	POWERSHARES - 1256 LT	P	VARIOUS	12/31/11
l	COMMON SENSE - 1256 ST	P	VARIOUS	12/31/11
m	COMMON SENSE - 1256 LT	P	VARIOUS	12/31/11
n	COMMON SENSE - ST	P	VARIOUS	12/31/11
o	COMMON SENSE - LT	P	VARIOUS	12/31/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,365,002.		2,371,437.	<6,435.>
b	2,733,599.		2,636,946.	96,653.
c	<3,579.>			<3,579.>
d	13,055.			13,055.
e	53,985.		54,449.	<464.>
f	63,346.		64,551.	<1,205.>
g			113,785.	<113,785.>
h			34,254.	<34,254.>
i	4,313.			4,313.
j	9,418.			9,418.
k	14,128.			14,128.
l	<4,319.>			<4,319.>
m	<6,479.>			<6,479.>
n	49,437.			49,437.
o	21,301.			21,301.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<6,435.>
b				96,653.
c				<3,579.>
d				13,055.
e				<464.>
f				<1,205.>
g				<113,785.>
h				<34,254.>
i				4,313.
j				9,418.
k				14,128.
l				<4,319.>
m				<6,479.>
n				49,437.
o				21,301.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	COMMON SENSE - 1231 GAIN	P	VARIOUS	12/31/11
b	47214.353 SHS ABSOLUTE STRATEGIES FUND	P	06/17/10	05/23/11
c	CAPITAL GAINS DIVIDENDS			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	61.			61.
b	518,861.		500,025.	18,836.
c	1,021.			1,021.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				61.
b				18,836.
c				1,021.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	57,703.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
COMMON SENSE K-1	19,021.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19,021.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BALENTINE 2066	169,894.	1,021.	168,873.
COMMON SENSE	8,175.	0.	8,175.
FIDELITY	13,971.	0.	13,971.
POWERSHARES	626.	0.	626.
WILIMGTON TRUST 1099	6.	0.	6.
TOTAL TO FM 990-PF, PART I, LN 4	192,672.	1,021.	191,651.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - COMMON SENSE LP	80,923.	80,923.	
BALENTINE	11.	11.	
TOTAL TO FORM 990-PF, PART I, LINE 11	80,934.	80,934.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,250.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	8,250.	0.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,397.	3,397.		0.
PAYROLL TAXES	2,501.	0.		2,501.
FEDERAL TAXES	1,789.	0.		0.
STATE TAXES	857.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,544.	3,397.		2,501.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES - COMMON SENSE K-1	89,150.	89,150.		0.
BALENTINE INVESTMENT EXPENSES	79,474.	79,474.		0.
POSTAGE	36.	0.		0.
INVESTMENT EXPENSES - POWERSHARES K-1	6,487.	6,487.		0.
COMMON SENSE - OTHER EXPENSES	64,161.	64,161.		0.
INVESTMENT EXPENSES - BALENTINE 1210	32,939.	32,939.		0.
TO FORM 990-PF, PG 1, LN 23	272,247.	272,211.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PROCTER & GAMBLE	4,233.	208,135.
ISHARES S&P	261,950.	231,263.
ISHARES RUSSELL MIDCAP	74,510.	72,339.
ISHARES RUSSELL 2000	113,143.	106,569.
TOTAL TO FORM 990-PF, PART II, LINE 10B	453,836.	618,306.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON SENSE LP	COST	3,726,658.	3,726,658.
POWERSHARES	COST	341,956.	340,841.
BALENTINE ACCOUNT #1210	COST	44,784.	44,784.
BALENTINE ACCOUNT #2066	COST	7,563,274.	7,756,397.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,676,672.	11,868,680.

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

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

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

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	MORGENS WEST FOUNDATION	[X] 31-6090957
	Number, street, and room or suite no If a P.O. box, see instructions. 3562 KNOLLWOOD DRIVE	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30305-1022	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JIM MORGENS SAME ADDRESS AS PAGE 1 - ATLANTA, GA 30305
  Telephone No. ▶ 404-364-0967 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ____, and ending ____

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 6,783.
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.	**3b**	$ 1,083.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 5,700.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

123841
01-04-12

• 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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions MORGENS WEST FOUNDATION	Employer identification number (EIN) or [X] 31-6090957
	Number, street, and room or suite no. If a P.O. box, see instructions. 3562 KNOLLWOOD DRIVE	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30305-1022	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 ▶ JIM MORGENS SAME ADDRESS AS PAGE 1 - ATLANTA, GA 30305

Telephone No. ▶ 404-364-0967 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 NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 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 IN ORDER TO GATHER THE INFORMATION NECESSARY TO PREPARE 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	$ 6,783.
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	$ 6,783.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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 ▶ Title ▶ CPA Date ▶ 6/1/12

123842
01-08-12

10360604 144521 8883CS 2011.03060 MORGENS WEST FOUNDATION 8883CS1