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

2012

Open to public Inspection

For calendar year 2012 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): 3562 KNOLLWOOD DRIVE | Room/suite:

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: ☒ 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)* ▶$ 14,354,553.

J Accounting method: ☒ 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	583,726.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,229.	4,229.		STATEMENT 1
	4 Dividends and interest from securities	292,961.	292,961.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	372,224.			
	b Gross sales price for all assets on line 6a 6,655,741.				
	7 Capital gain net income (from Part IV, line 2)		372,224.		
	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	73,027.	73,027.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,326,167.	742,441.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,000.	0.		30,000.
	14 Other employee salaries and wages	2,640.	0.		2,640.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	7,250.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	8,379.	6,421.		1,958.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	249,971.	249,952.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	298,240.	256,373.		34,598.
	25 Contributions, gifts, grants paid	471,598.			471,598.
	26 **Total expenses and disbursements.** Add lines 24 and 25	769,838.	256,373.		506,196.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	556,329.			
	b **Net investment income** (if negative, enter -0-)		486,068.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	839,979.	332,733.	332,733.
	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	453,836.	453,836.	679,591.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	11,676,672.	12,740,247.	13,342,229.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	12,970,487.	13,526,816.	14,354,553.
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	9,975,242.	10,531,571.	
	30 **Total net assets or fund balances**	12,970,487.	13,526,816.	
	31 **Total liabilities and net assets/fund balances**	12,970,487.	13,526,816.	

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	12,970,487.
2 Enter amount from Part I, line 27a	2	556,329.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,526,816.
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	13,526,816.

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 STATEMENT			
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	6,655,741.		6,283,517.	372,224.

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				372,224.

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 } 2 372,224.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	480,984.	13,728,834.	.035035
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

2	**Total** of line 1, column (d)	2	.263520
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	.052704
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,947,860.
5	Multiply line 4 by line 3	5	735,108.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,861.
7	Add lines 5 and 6	7	739,969.
8	Enter qualifying distributions from Part XII, line 4	8	506,196.

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	9,721.
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	9,721.
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	9,721.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,988.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	4,988.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4,733.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 2012 or the taxable year beginning in 2012 (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 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)*	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 2012?	4b		X

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

		Line	Yes	No
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	0.	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

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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.

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12-05-12

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	658,557.
b	Average of monthly cash balances		1b	620,268.
c	Fair market value of all other assets		1c	12,881,439.
d	**Total** (add lines 1a, b, and c)		1d	14,160,264.
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	14,160,264.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	212,404.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	13,947,860.
6	**Minimum investment return.** Enter 5% of line 5		6	697,393.

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	697,393.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 9,721.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	9,721.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	687,672.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	687,672.
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	687,672.

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	506,196.
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	506,196.
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	506,196.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				687,672.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 6,923.				
b From 2008 182,631.				
c From 2009 199,483.				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	389,037.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 506,196.				
a Applied to 2011, 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 2012 distributable amount				506,196.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	181,476.			181,476.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	207,561.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	207,561.			
10 Analysis of line 9:				
a Excess from 2008 8,078.				
b Excess from 2009 199,483.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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				
ALLIANCE THEATRE ATLANTA, GA		SERVICE ORG.		2,500.
AMERICAN RED CROSS ATLANTA, GA	N/A	SERVICE ORG.		10,000.
ATLANTA AUDUBON SOCIETY ATLANTA, GA	N/A	ENVIRONMENTAL ORG.		1,000.
ATLANTA BOTANICAL GARDENS ATLANTA, GA	N/A	CIVIC ORG.		13,000.
ATLANTA CHILDRENS' SHELTER ATLANTA, GA	N/A	SOCIAL SERVICE ORG.		10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	471,598.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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					4,229.
4 Dividends and interest from securities					292,961.
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					73,027.
8 Gain or (loss) from sales of assets other than inventory					372,224.
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.	742,441.
13 **Total**. Add line 12, columns (b), (d), and (e)				13	742,441.

(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

Signature of officer or trustee: [signature] Date: 10/18/13 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
[signature]	[signature]	10/15/13		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	

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

2012

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	$ 583,726.	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	Employer identification number
MORGENS WEST FOUNDATION	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. 31-6090957

2012 TAX and YEAR-END STATEMENT
As of 02/25/2013

Summary Of Transactions We Do Not Report To The IRS (See instructions for additional information)

	Amount
Advisory Fees	73,663.53

Advisory Fees. Certain advisory fees charged to your account will be summarized in the "Summary of Transactions We Do Not Report to The IRS" section of the tax information statement. This amount represents the total amount for advisory fees charged in 2012 Advisory fees are generally deductable to the extent they exceed 2% of your AGI on IRS Form 1040, Schedule A, line 23

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715
(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked								
Covered (Box 6b)								
Description (Box 8): ISHARES TR RUSSELL 1 000 VALUE INDEX FD					**CUSIP (Box 1d):** 464287598			
3,150	SELL	HIGH COST	06/19/2012	09/11/2012	227,719 14	213,752.20		13,966.94
Description (Box 8): ISHARES TR RUSSELL 1 000 GROWTH INDEX FD					**CUSIP (Box 1d):** 464287614			
6,850	SELL	HIGH COST	06/19/2012	11/12/2012	436,902 76	436,424.25		478.51
1,600	SELL	HIGH COST	09/11/2012	11/12/2012	102,050.28	106,840.00	2,095.50 W	(2,694.22)
700	SELL	HIGH COST	11/09/2012	11/12/2012	44,647.00	46,818.03		(2,171.03)
Wash sale 62 day(s) added to holding period								
9,150	SALE DATE TOTAL		VARIOUS	11/12/2012	583,600 04	590,082 28	2,095.50	(4,386 74)
	SECURITY TOTAL				583,600 04	590,082.28	2,095.50	(4,386 74)

TEFRA-ROLL

[redacted]

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

Account Number: N10-002066

Recipient's Identification Number 31-6090957

2012 TAX and YEAR-END STATEMENT
As of 02/25/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*
(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked

Covered (Box 6b) *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium R=Return of Capital	Realized Gain or (Loss)
Description (Box 8): ISHARES TR RUSSELL 2 000 INDEX FD					**CUSIP (Box 1d):** 464287655			
3,953	SELL	HIGH COST	02/08/2012	06/13/2012	297,148.16	326,759 79		(29,611 63)
3,997	SELL	HIGH COST	02/08/2012	11/12/2012	316,748 58	330,396.89		(13,648.31)
1,712	SELL	HIGH COST	02/22/2012	11/12/2012	135,670 15	139,714.39		(4,044.24)
5,709	SALE DATE TOTAL		VARIOUS	11/12/2012	452,418.73	470,111.28		(17,692.55)
	SECURITY TOTAL				749,566 89	796,871.07		(47,304.18)
Description (Box 8): TORTOISE MLP AND PIP ELINE FUND INSTITUTI ONAL CLASS					**CUSIP (Box 1d):** 56166Y404			
5,486	SELL	HIGH COST	01/03/2012	02/22/2012	64,166.20	63,145 36		1,020.84
67,717.303	SELL	HIGH COST	01/03/2012	09/24/2012	868,115 82	779,444.66		88,671.16
	SECURITY TOTAL				932,282 02	842,590 02		89,692.00
Description (Box 8): MARKET VECTORS ETF T R GOLD MINERS ETF FD					**CUSIP (Box 1d):** 57060U100			
15,576	SELL	HIGH COST	09/24/2012	12/18/2012	718,529.29	827,908.07		(109,378 78)
130	SELL	HIGH COST	11/09/2012	12/18/2012	5,996 97	6,623.54		(626.57)
15,706	SALE DATE TOTAL		VARIOUS	12/18/2012	724,526.26	834,531.61		(110,005.35)
	SECURITY TOTAL				724,526.26	834,531.61		(110,005 35)
Description (Box 8): PIMCO TOTAL RETURN F UND INSTITUTIONAL CL ASS					**CUSIP (Box 1d):** 693390700			
83.705	SELL	HIGH COST	01/31/2012	02/22/2012	929 73	930 80	0.96 W	(0.11)

TEFRA-ROLL

007400 X58B9A02 024374

[redacted]

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

Account Number: N10-002066

Recipient's Identification Number. 31-6090957

2012 TAX and YEAR-END STATEMENT
As of 02/25/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*
(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked								
Covered (Box 6b) *(continued)*								
Description (Box 8): TCW EMERGING MARKETS INCOME FD CL I					CUSIP (Box 1d): 87234N765			
461.586	SELL	VERSUS PURCHASE	02/29/2012	11/09/2012	4,286 64	4,043 49		243 15
434 557	SELL	VERSUS PURCHASE	03/30/2012	11/09/2012	4,035 63	3,824 10		211.53
435 049	SELL	VERSUS PURCHASE	04/30/2012	11/09/2012	4,040 20	3,841 48		198 72
485.774	SELL	VERSUS PURCHASE	07/31/2012	11/09/2012	4,511 27	4,381 68		129 59
484 438	SELL	VERSUS PURCHASE	08/31/2012	11/09/2012	4,498 87	4,403.54		95.33
482.589	SELL	VERSUS PURCHASE	09/28/2012	11/09/2012	4,481 70	4,425.34		56 36
478.178	SELL	VERSUS PURCHASE	11/01/2012	11/09/2012	4,440 73	4,447.06	5 91 W	(0 42)
3,262.171	SALE DATE TOTAL		VARIOUS	11/09/2012	30,295 04	29,366.69	5.91	934 26
	SECURITY TOTAL				30,295.04	29,366 69	5 91	934.26
Short-Term Covered Total					3,248,919.12	3,308,124.67	2,102.37	(57,103.18)
Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked								
Noncovered (Box 6a)								
Description (Box 8): ISHARES COMEX GOLD T R ISHARES					CUSIP (Box 1d): 464285105			
7,390	SELL	HIGH COST	07/19/2011	02/22/2012	127,922.90	114,582 46		13,340.44
2,326	SELL	HIGH COST	03/23/2011	03/06/2012	37,810 56	32,730.40		5,080.16
18,370	SELL	HIGH COST	07/19/2011	03/06/2012	298,615.65	284,828.13		13,787.52

[redacted]

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

Account Number: N10-002066

Recipient's Identification
Number. 31-6090957

2012 TAX and YEAR-END STATEMENT
As of 02/25/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*
(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked								
Noncovered (Box 6a) *(continued)*								
Description (Box 8): ISHARES COMEX GOLD T R ISHARES					**CUSIP (Box 1d):** 464285105 *(continued)*			
20,696	SALE DATE TOTAL		VARIOUS	03/06/2012	336,426.21	317,558.53		18,867.68
	SECURITY TOTAL				464,349 11	432,140 99		32,208.12
Description (Box 8): ISHARES TR RUSSELL 1 000 VALUE INDEX FD					**CUSIP (Box 1d):** 464287598			
4,079	SELL	HIGH COST	11/22/2011	09/11/2012	294,878.22	242,821.49		52,056.73
Description (Box 8): ISHARES TR RUSSELL 1 000 GROWTH INDEX FD					**CUSIP (Box 1d):** 464287614			
240	SELL	HIGH COST	08/16/2011	02/22/2012	15,278 77	14,589 74		689.03
Wash sale. 139 day(s) added to holding period								
988	SELL	HIGH COST	10/18/2011	02/22/2012	62,897 60	56,644 97		6,252.63
1,228	SALE DATE TOTAL		VARIOUS	02/22/2012	78,176.37	71,234 71		6,941.66
3,845	SELL	HIGH COST	11/22/2011	11/12/2012	245,239.58	214,391 06		30,848 52
	SECURITY TOTAL				323,415 95	285,625 77		37,790 18
Description (Box 8): JPMORGAN CHASE & CO ALERIAN MLP INDEX ET N BASED ON WAP (LEVE					**CUSIP (Box 1d):** 46625H365			
887	SELL	HIGH COST	03/23/2011	01/03/2012	34,643.39	33,119 71		1,523 68
225	SELL	HIGH COST	08/16/2011	01/03/2012	8,787.78	8,105 75		682 03
1,112	SALE DATE TOTAL		VARIOUS	01/03/2012	43,431 17	41,225 46		2,205 71
	SECURITY TOTAL				43,431 17	41,225.46		2,205.71

007400 X58B9A02 024375

TEFRA-ROLL

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

Account Number: N10-002066

Recipient's Identification Number 31-6090957

2012 TAX and YEAR-END STATEMENT
As of 02/25/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*
(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked								
Noncovered (Box 6a) *(continued)*								
Description (Box 8): PIMCO TOTAL RETURN F UND INSTITUTIONAL CL ASS					**CUSIP (Box 1d):** 693390700			
83.717	SELL	HIGH COST	09/02/2011	02/22/2012	929 86	921.72		8 14
Description (Box 8): POWERSHARES DB COMMO DITY INDEX TRACKING FD					**CUSIP (Box 1d):** 73935S105			
300	SELL	HIGH COST	08/16/2011	06/13/2012	7,374 53	8,723 54		(1,349.01)
Description (Box 8): SCHRODER QEP GLOBAL QUALITY FUND INSTITU TIONAL CLASS					**CUSIP (Box 1d):** 808089403			
1,265.039	SELL	HIGH COST	03/23/2011	02/08/2012	132,708 77	133,372.78		(664 01)
2,642 961	SELL	HIGH COST	08/02/2011	02/08/2012	277,259 51	277,181 56		77.95
3,908	SALE DATE TOTAL		VARIOUS	02/08/2012	409,968.28	410,554.34		(586 06)
	SECURITY TOTAL				409,968.28	410,554.34		(586 06)
Description (Box 8): VANGUARD INFLATION P ROTECTED FUND ADMIRA L SHARES					**CUSIP (Box 1d):** 922031737			
54.103	SELL	HIGH COST	09/30/2011	02/22/2012	1,527.03	1,485.68		41.35
123 965	SELL	HIGH COST	12/28/2011	02/22/2012	3,498 86	3,428.86		70 00
10.455	SELL	HIGH COST	12/28/2011	02/22/2012	295.09	289 18		5.91
188.523	SALE DATE TOTAL		VARIOUS	02/22/2012	5,320.98	5,203.72		117.26
	SECURITY TOTAL				5,320 98	5,203.72		117.26
Short-Term Noncovered Total					1,549,668.10	1,427,217.03	0.00	122,451.07
Short-Term Total					4,798,587.22	4,735,341.70	2,102.37	65,347.89

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

Account Number: N10-002066

Recipient's Identification
Number 31-6090957

2012 TAX and YEAR-END STATEMENT
As of 02/25/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*
(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Long-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part II, with Box B Checked								
Noncovered (Box 6a)								
Description (Box 8): ISHARES COMEX GOLD T R ISHARES					**CUSIP (Box 1d):** 464285105			
25,554	SELL	HIGH COST	11/22/2010	03/06/2012	415,395.99	341,890.41		73,505.58
Description (Box 8): ISHARES TR RUSSELL 1 000 VALUE INDEX FD					**CUSIP (Box 1d):** 464287598			
5,458	SELL	HIGH COST	03/08/2010	09/11/2012	394,568.59	324,985 37		69,583.22
Description (Box 8): ISHARES TR RUSSELL 1 000 GROWTH INDEX FD					**CUSIP (Box 1d):** 464287614			
2,255	SELL	HIGH COST	10/18/2011	11/12/2012	143,827.11	129,285.84		14,541.27
Description (Box 8): JPMORGAN CHASE & CO ALERIAN MLP INDEX ET N BASED ON WAP (LEVE					**CUSIP (Box 1d):** 46625H365			
9,491	SELL	HIGH COST	05/19/2010	01/03/2012	370,688.19	275,240 43		95,447.76
Description (Box 8): PIMCO TOTAL RETURN F UND INSTITUTIONAL CL ASS					**CUSIP (Box 1d):** 693390700			
7,017.578	SELL	HIGH COST	03/08/2010	02/22/2012	77,945 76	77,125.45		820.31
Description (Box 8): POWERSHARES DB COMMO DITY INDEX TRACKING FD					**CUSIP (Box 1d):** 73935S105			
4,853	SELL	HIGH COST	03/08/2010	06/13/2012	119,295.26	116,100 43		3,194.83
3,422	SELL	HIGH COST	03/23/2010	06/13/2012	84,118 77	79,886 70		4,232.07
4,124	SELL	HIGH COST	05/19/2010	06/13/2012	101,375 16	89,548.86		11,826.30
12,399	SALE DATE TOTAL		VARIOUS	06/13/2012	304,789 19	285,535 99		19,253.20
	SECURITY TOTAL				304,789.19	285,535 99		19,253.20

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

Account Number: N10-002066

Recipient's Identification Number. 31-6090957

2012 TAX and YEAR-END STATEMENT
As of 02/25/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*
(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Long-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part II, with Box B Checked								
Noncovered (Box 6a) *(continued)*								
Description (Box 8): TCW EMERGING MARKETS INCOME FD CL I					**CUSIP (Box 1d):** 87234N765			
207.791	SELL	VERSUS PURCHASE	11/01/2010	11/09/2012	1,929 71	1,841 03		88.68
437.069	SELL	VERSUS PURCHASE	03/31/2011	11/09/2012	4,058 97	3,811.24		247 73
581 002	SELL	VERSUS PURCHASE	04/29/2011	11/09/2012	5,395 63	5,170 32		224 71
585.413	SELL	VERSUS PURCHASE	05/31/2011	11/09/2012	5,436 60	5,204 32		232.28
590.528	SELL	VERSUS PURCHASE	06/30/2011	11/09/2012	5,484.10	5,237.98		246.12
536 026	SELL	VERSUS PURCHASE	07/29/2011	11/09/2012	4,977.95	4,813 51		164 44
2,937 829	SALE DATE TOTAL		VARIOUS	11/09/2012	27,282 96	26,079.00		1,203.96
	SECURITY TOTAL				27,282 96	26,079 00		1,203.96
Description (Box 8): VANGUARD INFLATION P ROTECTED FUND ADMIRA L SHARES					**CUSIP (Box 1d):** 922031737			
2,700 046	SELL	HIGH COST	03/08/2010	02/22/2012	76,207 66	66,807 00		9,400.66
799 431	SELL	HIGH COST	03/23/2010	02/22/2012	22,563.60	19,868 60		2,695 00
3,499.477	SALE DATE TOTAL		VARIOUS	02/22/2012	98,771 26	86,675 60		12,095 66
	SECURITY TOTAL				98,771.26	86,675 60		12,095.66
Long-Term Noncovered Total					1,833,269.05	1,546,818.09	0.00	286,450.96
Long-Term Total					1,833,269.05	1,546,818.09	0.00	286,450.96

TEFRA-ROLL

[redacted]

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

Account Number: N10-002066

Recipient's Identification Number 31-6090957

2012 TAX and YEAR-END STATEMENT
As of 02/25/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*
(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Transactions for Which Basis Is Not Reported to the IRS and for Which Short- or Long-Term Determination Is Unknown (to Broker); Report on Form 8949, in either Part I or Part II as appropriate, with Box B Checked								
Noncovered (Box 6a)								
Description (Box 8): ISHARES COMEX GOLD TR ISHARES CASH INCOME 2012					**CUSIP (Box 1d):** 464285105			
53,640	TRUST SALE			01/31/2012	178.73			
46,250	TRUST SALE			02/29/2012	152 82			
	SECURITY TOTAL				331.55			
Other Noncovered Total					331.55	0.00		0.00
Total					6,632,187.82	6,282,159.79	2,102.37	351,798.85

Important Cost Basis Information for 2012 Tax Reporting

Effective January 1, 2012, the cost basis reporting rules have been extended to mutual fund shares, stock in eligible dividend reinvestment plans (DRPs) and exchange-traded funds (ETFs) that are treated like mutual funds for tax purposes. Additional phased-in rules for debt instruments (e.g., bonds) and options will be implemented in 2014, or perhaps later. The new tax rules require us to report the original or adjusted purchase price (cost basis) both to you and the Internal Revenue Service (IRS) when covered mutual fund shares, stock in DRPs and ETFs that are treated like mutual funds for tax purposes, in your taxable (non-retirement) account are disposed of by sale, exchange or redemption. (The rules for reporting of covered securities[1] previously rolled out in 2011 continue to apply.) As a result, you will see changes in your account statement, trade confirmations, Form 1099-B and other reporting documents.[2]

<u>Covered vs. Noncovered Mutual Funds.</u> Similar to 2011 changes for stock, the new tax rules make a distinction between "covered" and "noncovered" in taxable accounts For example, under the new rules, in general, if you own a mutual fund, but the shares were acquired *before* January 1, 2012, those shares may be considered noncovered, and their cost basis generally will not be reported to the IRS. Mutual funds acquired on or after January 1, 2012, including shares acquired by reinvesting dividends or capital gain distributions, will be considered covered and will be reported. This distinction between covered and noncovered, which is required by the IRS, creates two accounts for cost basis--one for covered and one for noncovered shares--held by you Please note that how shares are categorized does not change your responsibility for reporting the correct adjusted cost basis, and there are many reasons why shares are marked as noncovered.

<u>First Time Effects on Mutual Funds.</u> Your 2012 Form 1099-B will now report the cost basis of all covered mutual funds (and other covered securities) that are sold, redeemed or exchanged during the year Additional information for those covered mutual funds will be reported. Along with these changes and other enhancements, it should be easier to use the cost basis information in Pershing's substitute Form 1099-B when completing Form 8949 as part of your tax preparation.

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	POWER SHARES BASIS ADJUSTMENT	P	VARIOUS	12/31/12
b	POWER SHARES BASIS ADJUSTMENT	P	VARIOUS	12/31/12
c	COMMON SENSE K-1	P	VARIOUS	12/31/12
d	COMMON SENSE K-1	P	VARIOUS	12/31/12
e	POWER SHARES K-1	P	VARIOUS	12/31/12
f	POWER SHARES K-1	P	VARIOUS	12/31/12
g	BALENTINE 2066 - SEE ATTACHED	P	VARIOUS	12/31/12
h	BALENTINE 2066 - SEE ATTACHED	P	VARIOUS	12/31/12
i	BALENTINE 2066 - SEE ATTACHED	P	VARIOUS	12/31/12
j	POWER SHARES 1256 ST	P	VARIOUS	12/31/12
k	POWER SHARES 1256 LT	P	VARIOUS	12/31/12
l	COMMON SENSE 1256 ST	P	VARIOUS	12/31/12
m	COMMON SENSE 1256 LT	P	VARIOUS	12/31/12
n	COMMON SENSE 1231 GAIN	P	VARIOUS	12/31/12
o	CAPITAL GAINS DIVIDENDS			

	(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			2,029.	<2,029.>
b			<672.>	672.
c	24,483.			24,483.
d	2,799.			2,799.
e	59.			59.
f	<4,907.>			<4,907.>
g	4,800,689.		4,735,342.	65,347.
h	1,833,269.		1,546,818.	286,451.
i	332.			332.
j	<594.>			<594.>
k	<890.>			<890.>
l	<2,951.>			<2,951.>
m	<4,427.>			<4,427.>
n	30.			30.
o	7,849.			7,849.

	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				<2,029.>
b				672.
c				24,483.
d				2,799.
e				59.
f				<4,907.>
g				65,347.
h				286,451.
i				332.
j				<594.>
k				<890.>
l				<2,951.>
m				<4,427.>
n				30.
o				7,849.

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 — 372,224.

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

223591
05-01-12

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 COMMUNITY FOODBANK ATLANTA, GA	N/A	SOCIAL SERVICE		10,000.
ATLANTA ENTERPRISE CENTER ATLANTA, GA	N/A	SOCIAL SERVICE ORG.		15,000.
ATLANTA GIRLS SCHOOL ATLANTA, GA	N/A	EDUCATIONAL INST.		6,000.
ATLANTA HISTORY CENTER ATLANTA, GA	N/A	CIVIC ORG.		4,450.
ATLANTA POLICE FOUNDATION ATLANTA, GA	N/A	CIVIC ORG.		10,000.
ATLANTA SYMPHONY ORCHESTRA ATLANTA, GA	N/A	SOCIAL SERVICE ORG.		12,138.
BELTLINE ATLANTA, GA	N/A	ENVIRONMENTAL ORG.		5,000.
BREVARD MUSIC CENTER	N/A	SOCIAL SERVICE ORG.		1,000.
CAMP TWIN LAKES RUTLEDGE, GA	N/A	SOCIAL SERVICE ORG.		1,000.
CARLOS MUSEUM ATLANTA, GA	N/A	MUSEUM		10,000.
Total from continuation sheets				435,098.

223631
05-01-12

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
CHASTAIN PARK CONSERVANCY ATLANTA, GA	N/A	ENVIRONMENTAL ORG.		1,000.
CHATTAHOOCHEE NATURE CENTER	N/A	EDUCATIONAL INST.		1,000.
CHATTOWAH OPEN LAND TRUST ATLANTA, GA	N/A	ENVIRONMENTAL ORG.		10,000.
CORNELL UNIVERSITY NEW YORK, NY	N/A	EDUCATIONAL INST.		5,000.
EMORY UNIVERSITY - UROLOGY FUND ATLANTA, GA	N/A	EDUCATIONAL INST.		5,000.
FCS URBAN MINISTRIES ATLANTA, GA	N/A	RELIGIOUS ORG.		10,000.
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.		7,500.
Total from continuation sheets				

223631
05-01-12

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
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		32,900.
LAKE TOXAWAY CHARITIES	N/A	CIVIC ORG.		10,350.
MIDTOWN ASSISTANCE CENTER	N/A	SOCIAL SERVICE ORG.		20,000.
MOVING IN THE SPIRIT	N/A	SOCIAL SERVICE		2,500.
NATURE CONSERVANCY	N/A	ENVIRONMENTAL ORG.		5,000.
OAKLAND CEMETERY ATLANTA, GA	N/A	CIVIC ORG.		1,000.
ODYSSEY	N/A	EDUCATIONAL INST.		15,000.
OVARIAN CANCER INSTITUTE	N/A	CIVIC ORG.		1,500.
Total from continuation sheets				

223631
05-01-12

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
PARK PRIDE	N/A	ENVIRONMENTAL ORG.		15,000.
PATH FOUNDATION	N/A	ENVIRONMENTAL ORG.		35,000.
PIEDMONT PARK CONSERVANCY	N/A	ENVIRONMENTAL ORG.		3,000.
PRINCETON THEOLOGICAL SEMINARY	N/A	EDUCATIONAL INST.		1,000.
PUBLIC BROADCASTING/WABE/NPR ATLANTA, GA	N/A	CIVIC ORG.		2,000.
SALVATION ARMY	N/A	SOCIAL SERVICE ORG.		5,000.
STANFORD UNIVERSITY	N/A	EDUCATIONAL INST.		1,000.
TRANSYLVANIA COMM. HOSPITAL	N/A	SOCIAL SERVICE ORG.		20,000.
TREES ATLANTA	N/A	ENVIRONMENTAL ORG.		2,500.
TRUST FOR PUBLIC LAND	N/A	ENVIRONMENTAL ORG.		30,760.
Total from continuation sheets				

223631
05-01-12

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	N/A	SOCIAL SERVICE ORG.		25,000.
UNITED WAY - TRANSYLVANIA COUNTY	N/A	SOCIAL SERVICE		5,000.
UPPER CHATTAHOOCHEE RIVERKEEPER	N/A	ENVIRONMENTAL ORG.		1,000.
WALNUT HILL HIGH SCHOOL	N/A	EDUCATIONAL INST.		25,000.
WESTMINSTER SCHOOLS ATLANTA, GA	N/A	EDUCATIONAL INST.		2,500.
W.E.B DU BOIS SOCIETY	N/A	EDUCATIONAL INST.		7,500.
YEAR UP	N/A	EDUCATIONAL INST.		15,000.
ZOO ATLANTA ATLANTA, GA	N/A	CIVIC ORG.		12,500.
Total from continuation sheets				

223631
05-01-12

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

SOURCE	AMOUNT
COMMON SENSE K-1	4,146.
POWERSHARES	83.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,229.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BALENTINE 2066	273,593.	7,849.	265,744.
COMMON SENSE	10,753.	0.	10,753.
FIDELITY	16,464.	0.	16,464.
TOTAL TO FM 990-PF, PART I, LN 4	300,810.	7,849.	292,961.

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	60,756.	60,756.	
OTHER INCOME - FEG INVESTORS	12,271.	12,271.	
TOTAL TO FORM 990-PF, PART I, LINE 11	73,027.	73,027.	

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	7,250.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,250.	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 - BALENTINE 2066	6,421.	6,421.		0.
PAYROLL TAXES	1,958.	0.		1,958.
TO FORM 990-PF, PG 1, LN 18	8,379.	6,421.		1,958.

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	91,977.	91,977.		0.
BALENTINE -2066 INVESTMENT EXPENSES	73,664.	73,664.		0.
POSTAGE	19.	0.		0.
INVESTMENT EXPENSES - POWERSHARES K-1	1,488.	1,488.		0.
COMMON SENSE - OTHER EXPENSES	79,488.	79,488.		0.
INVESTMENT EXPENSES - FEG INVESTORS K-1	914.	914.		0.
BALENTINE -1210 INVESTMENT EXPENSES	2,421.	2,421.		0.
TO FORM 990-PF, PG 1, LN 23	249,971.	249,952.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PROCTER & GAMBLE	4,233.	211,817.
ISHARES S&P	261,950.	262,805.
ISHARES RUSSELL MIDCAP	74,510.	83,129.
ISHARES RUSSELL 2000	113,143.	121,840.
TOTAL TO FORM 990-PF, PART II, LINE 10B	453,836.	679,591.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON SENSE LP	COST	3,798,124.	3,798,124.
BALENTINE ACCOUNT #1210	COST	13,025.	13,025.
BALENTINE ACCOUNT #2066	COST	8,422,989.	9,024,971.
FEG INVESTORS	COST	506,109.	506,109.
POWERSHARES	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,740,247.	13,342,229.