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

2010

For calendar year 2010, or tax year beginning , and ending

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☒ Address change ☐ Name change

Name of foundation: Roth Family Foundation

A Employer identification number: 88-0352682

Number and street (or P O box number if mail is not delivered to street address): 3700 Wilshire Boulevard — Room/suite: 1050A

B Telephone number (see page 10 of the instructions): (213) 383-9207

City or town, state, and ZIP code: Los Angeles CA 90010

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 10,486,006

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(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 (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	307	307		
	4 Dividends and interest from securities	437,185	437,185		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	197,271			
	b Gross sales price for all assets on line 6a 339,106				
	7 Capital gain net income (from Part IV, line 2)		197,271		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	634,763	634,763		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	56,650			56,650
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	9,998			9,998
	16a Legal fees (attach schedule)	185			185
	b Accounting fees (attach schedule)	1,150	460		690
	c Other professional fees (attach schedule)	1,555	1,485		70
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	11,296	2,687		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	6,996			6,996
	21 Travel, conferences, and meetings	2,351			2,351
	22 Printing and publications				
	23 Other expenses (attach schedule)	9,154	2,818		6,336
	24 **Total operating and administrative expenses.** Add lines 13 through 23	99,335	7,450		83,276
	25 Contributions, gifts, grants paid	380,755			380,755
	26 **Total expenses and disbursements.** Add lines 24 and 25	480,090	7,450		464,031
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	154,673			
	b **Net investment income** (if negative, enter -0-)		627,313		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED APR 04 2011 OGDEN, UT E2-682 IRS-OSC

SCANNED APR 06 2011

For Paperwork Reduction Act Notice, see page 30 of the instructions. Form **990-PF** (2010)

(HTA)

10

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	14,532	16,997	16,997
	2 Savings and temporary cash investments	372,137	290,258	290,258
	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 (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	2,597,650	2,734,310	9,525,412
	c Investments—corporate bonds (attach schedule)	552,673	650,100	653,339
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,536,992	3,691,665	10,486,006
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,536,992	3,691,665	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	3,536,992	3,691,665	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,536,992	3,691,665	

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	3,536,992
2	Enter amount from Part I, line 27a	2	154,673
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,691,665
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,691,665

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	Publicly traded securities	P	Various	
b	Capital gain distributions	P	Various	
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	331,947		141,835	190,112
b	7,159			7,159
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) 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				190,112
b				7,159
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	197,271
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	38

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	400,382	8,161,653	0.049056
2008	74,389	8,656,593	0.008593
2007	639,407	12,671,318	0.050461
2006	758,325	15,230,875	0.049789
2005	872,323	13,492,242	0.064654

2	**Total** of line 1, column (d)	2	0.222553
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044511
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,605,885
5	Multiply line 4 by line 3	5	427,568
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,273
7	Add lines 5 and 6	7	433,841
8	Enter qualifying distributions from Part XII, line 4	8	464,031

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	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	6,273
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	6,273
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	6,273
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 7,000		
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	7,000
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	727
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 727 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 page 19 of the 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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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
4 a	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	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ Sukey Garcetti Telephone no ▶ 310-471-4441
Located at ▶ 12021 Wilshire Boulevard Los Angeles CA ZIP+4 ▶ 90025

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*		3b	N/A	
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 2010?		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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

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? ☐ 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** No: 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? **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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Statement #4	Director	56,650	5,552	

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

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

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	9,523,764
b	Average of monthly cash balances	1b	228,404
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,752,168
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,752,168
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	146,283
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,605,885
6	**Minimum investment return.** Enter 5% of line 5	6	480,294

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating *foundations and certain foreign organizations check here* ▶ ☐ *and do not complete this part.)*

1	Minimum investment return from Part X, line 6			1	480,294
2a	Tax on investment income for 2010 from Part VI, line 5	2a	6,273		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,273
3	Distributable amount before adjustments Subtract line 2c from line 1			3	474,021
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	474,021
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	474,021

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	464,031
b	Program-related investments—total from Part IX-B	1b	
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	464,031
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	6,273
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	457,758

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					474,021
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only					
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006	14,309				
c From 2007	19,770				
d From 2008	4,374				
e From 2009	6,195				
f **Total** of lines 3a through e		44,648			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 464,031					
a Applied to 2009, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2010 distributable amount					464,031
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		9,990			9,990
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		34,658			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		34,658			
10 Analysis of line 9					
a Excess from 2006	4,319				
b Excess from 2007	19,770				
c Excess from 2008	4,374				
d Excess from 2009	6,195				
e Excess from 2010					

Part XIV Private Operating Foundations (see page 27 of the 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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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 page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See listing attached	None	Public	General support	380,755
Total			▶ 3a	380,755
b *Approved for future payment*				
Total			▶ 3b	

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 (See page 28 of the instructions)
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			14	307	
4 Dividends and interest from securities			14	437,185	
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					
8 Gain or (loss) from sales of assets other than inventory			18	197,271	
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)				634,763	

13 Total. Add line 12, columns (b), (d), and (e) 13 634,763

(See worksheet in line 13 instructions on page 29 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) (See page 29 of the instructions)

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

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

Sign Here

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

[signature] 3/22/11 SEC/TREAS

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
Howard J. Levine	[signature]	3/5/2011		
Firm's name ▶ Howard J Levine C.P A			Firm's EIN ▶	
Firm's address ▶ 16600 Sherman Way #280, Van Nuys, CA 91406			Phone no (818) 994-5562	

Name as shown on return	ID number
Roth Family Foundation	88-0352682

STATEMENT #1 - OTHER PROFESSIONAL FEES

Investment advisor	1,485
Consulting	70
TOTAL	1,555

STATEMENT #2 - TAXES

Foreign excise taxes withheld	2,687
Prior year Federal excise taxes	1,609
Current year Federal excise taxes	7,000
TOTAL TAXES	11,296

STATEMENT #3 - OTHER EXPENSES

Bank charges	55
Dues and publications	3,048
Filing fees	135
Insurance	2,250
Office supplies	2,444
Postage	442
Telephone	780
TOTAL OTHER EXPENSES	9,154

STATEMENT #4 - OFFICERS AND DIRECTORS

	Title and Hours/week	Compensation	Benefit Plans	Expenses
Michael P Roth 3700 Wilshire Boulevard Los Angeles, CA	President - 1 hour/week	0	0	0
Sukey Garcetti 3700 Wilshire Boulevard Los Angeles, CA	Sec/Treas 20 hours/week	0	0	0
Gil Garcetti 3700 Wilshire Boulevard Los Angeles, CA	Director - 1 hour/week	0	0	0
Dana Garcetti 3700 Wilshire Boulevard Los Angeles, CA	Director - 1 hour/week	0	0	0
Eric Garcetti 3700 Wilshire Boulevard Los Angeles, CA	Director - 1 hour/week	0	0	0
Andrea Roth 3700 Wilshire Boulevard Los Angeles, CA	Director - 1 hour/week	0	0	0
Sarah Roth 3700 Wilshire Boulevard Los Angeles, CA	Director - 1 hour/week	0	0	0
Rachel Roth 3700 Wilshire Boulevard Los Angeles, CA	Director - 30 hours/week	56,650	5,552	0

Roth Family Foundation
Security Detail
December 31, 2010

Quantity	Description	Cost	Market Value
Bonds:			
32,318	Pimco Total Return Fund	350,000	350,658
28,183	Vanguard GNMA Fund	300,100	302,681
	Total bonds	650,100	653,339
Stocks:			
41,236	A T & T Inc. New	154,105	1,211,514
1,500	Abbott Laboratories	77,032	71,865
5,333	Allete Inc	29,923	198,708
2,400	Amer. Electric Power Co.	24,332	86,352
3,000	Arch Chemicals, Inc	18,800	113,790
24,000	Bank of America Corp	40,636	320,160
3,500	Bristol-Myers Squibb Co	72,020	92,680
4,500	Caterpillar Inc	124,518	421,470
363	CenturyTel Inc.	945	16,760
2,000	Coca Cola Company	72,881	131,540
2,000	Consolidated Edison, Inc	77,987	99,140
21,770	Dominion Res Inc.	114,131	930,014
2,224	Duke Energy Corp New	23,819	39,609
7,500	Enerplus Res. Fund	292,493	231,300
2,000	Exxon Mobil Corp	35,566	146,240
2,000	Frontier Communications	9,967	54,420
48,000	General Electric Co	46,267	877,920
6,000	Great Plains Energy	46,433	116,340
8,000	Hancock John Investrs	153,120	160,400
4,000	ITT Corporation	9,129	208,440
1,600	Idacorp Incorporated	25,497	59,168
2,475	Integrys Energy	31,222	120,062
8,000	Intel Corp	58,470	168,240
2,100	Johnson & Johnson	122,184	129,885
5,000	Kraft Foods	133,459	157,550
2,000	Eli Lilly & Company	73,387	70,080
1,200	Merck & Co Inc.	30,533	43,248
9,600	Microsoft Corp	52,803	267,936
6,000	Nisource, Inc	42,288	105,720
4,000	OGE Energy	28,356	182,160
6,000	Olin Corp	30,966	123,120
2,340	Proctor & Gamble	51,077	150,532
4,000	Scana Corporation New	27,853	162,400
1,112	Spectra Energy	17,171	27,789
12,000	Teco Energy, Inc	50,741	213,600
2,884	Telecom NZ	68,690	23,890
10,662	Vectren Corp.	34,761	270,602
23,304	Verizon Communications	147,888	833,817
8,785	Vodafone Group	16,598	232,275
4,000	Westar Energy	34,974	100,640
8,835	Xcel Energy Inc	68,260	208,064
1,250	Commonwealth REIT	56,753	31,888
4,000	HCP Inc.	35,463	147,160
1,335	Rayonier, Inc	3,596	70,114
3,000	Senior Housing Properties	41,589	65,820
1,000	Wash Real Estate	25,627	30,990
	Total stocks	2,734,310	9,525,412
	Total investments	3,384,410	10,178,751

ROTH FAMILY FOUNDATION
GRANTS 1/1/2010-12/31/2010

Organization	City	State	Project	Grant Amount
The Aftermath Project	Los Angeles	CA	GENERAL OPERATING	$ 1,500
Association of Small Foundations	Washington	DC	GENERAL OPERATING	$ 505
Bellingham Festival of Music	Bellingham	WA	CONCERT SUPPORT	$ 2,500
The Broad Stage	Santa Monica	CA	ARTS INSIGHT PROGRAM	$ 5,000
CA State Summer School for the Arts Foundation	Los Angeles	CA	MUSIC SCHOLARSHIPS	$ 5,000
Choice USA	Washington	DC	REPRODUCTIVE JUSTICE ORGANIZING ACADEMY IN CA	$ 5,000
Coalition to Abolish Slavery & Trafficking	Los Angeles	CA	GENERAL OPERATING	$ 1,000
Communities for a Better Environment	Huntington Park	CA	GENERAL OPERATING	$ 10,000
Community Coalition	Los Angeles	CA	GENERAL OPERATING	$ 7,500
Community Partners	Los Angeles	CA	THE WILDWOODS FOUNDATION	$ 10,000
Desert AIDS Project	Palm Springs	CA	GENERAL OPERATING	$ 1,500
Dogs Without Borders	Los Angeles	CA	GENERAL OPERATING	$ 500
Education Through Music-LA	Burbank	CA	GENERAL OPERATING	$ 20,000
The Foundation Center	New York	NY	GENERAL OPERATING	$ 250
Franklin School PTA	Santa Monica	CA	GENERAL OPERATING	$ 2,000
Garment Worker Center	Los Angeles	CA	GENERAL OPERATING	$ 10,000
Girls Today Women Tomorrow	Los Angeles	CA	LEADERSHIP MENTORING PROGRAM	$ 5,000
Guttmacher Institute	New York	NY	"IN THE KNOW" MATERIALS	$ 10,000
Human Rights Watch	Los Angeles	CA	GENERAL OPERATING	$ 2,500
Human Rights Watch	Los Angeles	CA	RAPE IN THE MILITARY PROJECT	$ 10,000
InnerCity Struggle	Los Angeles	CA	GENERAL OPERATING	$ 15,000
International Medical Corps	Santa Monica	CA	MIDWIFERY PROGRAM IN AFGHANISTAN	$ 3,500
Jewish Family Service of Los Angeles	Los Angeles	CA	SOVA PANTRY	$ 1,500
KCRW Foundation	Santa Monica	CA	NPR NEWS PROGRAMMING	$ 10,000
LA Alliance for a New Economy	Los Angeles	CA	GENERAL OPERATING	$ 10,000
LA Education Partnership	Los Angeles	CA	VALLEY NEIGHBORHOOD COLLABORATIVE	$ 15,000
LA Neighborhood Land Trust	Los Angeles	CA	GENERAL OPERATING	$ 15,000
Liberty Hill Foundation	Santa Monica	CA	GARCETTI-WAKELAND HUMAN RIGHTS AND ECONOMIC JUSTICE FUND	$ 1,500
Liberty Hill Foundation	Santa Monica	CA	KMG DA FUND: CLINIC SUPPORT	$ 20,000
Medical Students for Choice	Philadelphia	PA	REPRODUCTIVE HEALTH EXTERNSHIPS	$ 10,000
MIND Research Institute	Santa Ana	CA	LA MATH INITIATIVE	$ 10,000
The Mr. Holland's Opus Foundation	Sherman Oaks	CA	THE MELODY PROGRAM	$ 10,000
Museum of Northwest Art	La Conner	WA	EDUCATIONAL OUTREACH PROGRAMS	$ 2,500
National Center for Family Philanthropy	Washington	DC	GENERAL OPERATING	$ 1,000
National Public Radio	Washington	DC	INVESTIGATIVE JOURNALISM	$ 30,000
New Economics for Women	Los Angeles	CA	GENERAL OPERATING	$ 10,000
The Painted Turtle	Santa Monica	CA	GENERAL OPERATING	$ 2,000
Palisades Village Book Friends	Pacific Palisades	CA	GENERAL OPERATING SUPPORT	$ 300
Partners In Health	Boston	MA	DISASTER RELIEF IN HAITI	$ 5,000
Peer Health Exchange	San Francisco	CA	GENERAL SUPPORT FOR LA PROGRAMS	$ 10,000
Planned Parenthood LA	Los Angeles	CA	GENERAL OPERATING	$ 20,000
Progressive Christians Uniting	Los Angeles	CA	GREEN JUSTICE CONNECTION PROJECT	$ 7,500
Proyecto Pastoral	Los Angeles	CA	IMPACTO AFTERSCHOOL PROGRAM	$ 5,000
Rain for the Sahel & Sahara	Newmarket	NH	GENERAL OPERATING	$ 10,000
The Saban Free Clinic	Los Angeles	CA	GENERAL OPERATING	$ 2,500
Santa Monica-Malibu Education Foundation	Santa Monica	CA	SAVE ELEMENTARY TEACHERS CAMPAIGN	$ 2,000
Slow Food USA	Brooklyn	NY	GENERAL OPERATING	$ 500
Southern CA Grantmakers	Los Angeles	CA	GENERAL OPERATING	$ 1,500
Southern CA Public Radio	Pasadena	CA	NEW TALK SHOW W/ MADELEINE BRAND	$ 10,000

Strategic Concepts in Organizing & Policy Education (SCOPE)	Los Angeles	CA	GENERAL OPERATING	$ 7,500
Taking the Reins	Los Angeles	CA	GENERAL OPERATING	$ 3,500
TEAM Survivor Los Angeles	Santa Monica	CA	GENERAL OPERATING	$ 500
UCLA Foundation	Los Angeles	CA	CHANCELLOR'S ASSOCIATES	$ 2,500
Wells Bring Hope	Los Angeles	CA	PROGRAM SUPPORT	$ 5,700
Women's Reproductive Rights Assistance Project	Los Angeles	CA	PROGRAM SUPPORT	$ 10,000

TOTAL $380,755

TOTAL # OF GRANTS 55