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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
SADIE AND LOUIS ROTH FOUNDATION
C/O GEORGE F HEINRICH MD
% GEORGE F HEINRICH MD

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 367

Room/suite

A Employer identification number
13-3071645

B Telephone number (see page 10 of the instructions)
(212) 794-2155

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 ☐

City or town, state, and ZIP code
ELMWOOD PARK, NJ 07407

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)

\$ 1,262,718

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)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25	25		
	4 Dividends and interest from securities.	16,460	16,460		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	118,652			
	b Gross sales price for all assets on line 6a _____ 524,236				
	7 Capital gain net income (from Part IV, line 2)		118,652		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	135,137	135,137		
	13 Compensation of officers, directors, trustees, etc	2,050	1,025		1,025
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,000	4,000	0	1,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	79	79		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	22,939	23,664		275
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	30,068	28,768	0	2,300
	25 Contributions, gifts, grants paid	140,000			140,000
	26 Total expenses and disbursements. Add lines 24 and 25	170,068	28,768	0	142,300
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-34,931			
	b Net investment income (if negative, enter -0-)		106,369		
	c Adjusted net income (if negative, enter -0-)				

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	81,621	23,160	23,160
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	975,926	1,045,287	1,239,558
	c	Investments—corporate bonds (attach schedule).	45,831	0	0
	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)	1,103,378	1,068,447	1,262,718

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)		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	1,103,378	1,068,447	
	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)	1,103,378	1,068,447	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,103,378	1,068,447	

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	1,103,378
2	Enter amount from Part I, line 27a	2	-34,931
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,068,447
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	1,068,447

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)
1 a	MORGAN STANLEY SMITH BARNEY A/C 313-38564-13 SEE ATT STMT	P		
b	MORGAN STANLEY SMITH BARNEY A/C 313-38564-13 SEE ATT STMT	P		
c	172 SH INTEL CORP	P	2002-04-11	2011-11-16
d	300 SH ISHARES TR LEHMAN 1-3 TEAR T-BOND FUND	P	2002-08-13	2011-11-16
e	20,000 TRICON GLOBAL RESTAURANTS, INC 8 875%	P	2001-07-02	2011-04-15

(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 41,262		39,462	1,800
b 434,070		315,290	118,780
c 4,153		5,000	-847
d 24,751		24,727	24
e 20,000		21,105	-1,105

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			1,800
b			118,780
c			-847
d			24
e			-1,105

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	118,652
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	

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))
2010	142,400	1,399,324	0 101763
2009	143,100	1,334,929	0 107197
2008	143,959	1,631,386	0 088243
2007	145,971	1,988,371	0 073412
2006	142,993	1,977,564	0 072308

2 Total of line 1, column (d).	2	0 442923
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 088585
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,415,939
5 Multiply line 4 by line 3.	5	125,431
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,064
7 Add lines 5 and 6.	7	126,495
8 Enter qualifying distributions from Part XII, line 4.	8	142,300

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,064
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	1,064
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	1,064
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,129	
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	2,129
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	1,065
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 1,065	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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? ☒		Yes	No
	1a			No
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)?			No
	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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T. ☒			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ _____			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of GEORGE F HEINRICH MD Telephone no Located at PO BOX 367 ELMWOOD PARK NJ ZIP +4 07407			
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		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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 20 of the instructions).	2b		No
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?			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		☐ Yes	☐ No	
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b No		
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 No		

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
DR GEORGE HEINRICH	V PRES	1,025	0	0
PO BOX 367	0			
ELMWOOD PARK,NJ 07407				
ANTHONY P LEICHTER	PRES	1,025	0	0
565 FIFTH AVENUE	0			
NEW YORK,NY 10017				
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
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
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 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	1,332,568
b	Average of monthly cash balances.	1b	104,934
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,437,502
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	0
3	Subtract line 2 from line 1d.	3	1,437,502
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	21,563
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,415,939
6	Minimum investment return. Enter 5% of line 5.	6	70,797

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	70,797
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,064
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,064
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	69,733
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	69,733
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	69,733

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	142,300
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	142,300
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	1,064
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	141,236
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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				69,733
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.			0	
b	Total for prior years 2009 , 2008 , 2007				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				46,169
b	From 2007.				50,810
c	From 2008.				62,452
d	From 2009.				76,354
e	From 2010.				72,434
f	Total of lines 3a through e.	308,219			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 142,300				
a	Applied to 2010, but not more than line 2a			0	
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 2011 distributable amount.				69,733
e	Remaining amount distributed out of corpus	72,567			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	380,786			
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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	46,169			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	334,617			
10	Analysis of line 9				
a	Excess from 2007. . . .				50,810
b	Excess from 2008. . . .				62,452
c	Excess from 2009. . . .				76,354
d	Excess from 2010. . . .				72,434
e	Excess from 2011. . . .				72,567

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	140,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	25	
4 Dividends and interest from securities.			14	16,460	
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	118,652	
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).				135,137	
13 Total. Add line 12, columns (b), (d), and (e).			13		135,137

[illegible]

Part XVII

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

[illegible]

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				
	*****			2012-03-29	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature		Date	Check if self-employed ☒
		Firm's name		K R A N Z & C O M P A N Y L L P	
Firm's address		145 EAST 57th STREET NEW YORK, NY 10022			
		Firm's EIN		PTIN	
		Phone no (212) 355-4990			

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

Additional Data

Software ID:
Software Version:
EIN: 13-3071645
Name: SADIE AND LOUIS ROTH FOUNDATION
C/O GEORGE F HEINRICH MD

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
YESHIVA UNIVERSITY500 WEST 185TH NEW YORK,NY 10038	NONE	PUBLIC CHARITY	SCHOLARSHIP	10,000
THE NY HOSPITAL56-45 MAIN STREET FLUSHING,NY 11355	NONE	PUBLIC CHARITY	RESEARCH	50,000
THE SKIN CANCER FOUNDATION 245 FIFTH AVENUE NEW YORK,NY 10016	NONE	PUBLIC CHARITY	RESEARCH	5,000
JEWISH FAMILY & CHILDREN SERVICES705 SUMMERFIELD AVENUE ASBURY PARK,NJ 07712	NONE	PUBLIC CHARITY	GENERAL FUND	200
TRUSTEE OF THE UNIVERSITY OF PENNSYLVANIAPENN TOWER SUITE 1400 PHILADELPHIA,PA 19104	NONE	PUBLIC CHARITY	RESEARCH	1,000
JEWISH FEDERATION OF PALM BEACH4601 COMMUNITY DRIVE WEST PALM BEACH,FL 33417	NONE	PUBLIC CHARITY	GENERAL FUND	3,000
JEWISH FEDERATION OF MONMOUTH COUNTY100 GRAND AVENUE DEAL,NJ 07723	NONE	PUBLIC CHARITY	GENERAL FUND	1,000
FRIENDS OF KAREN118 TITICUS ROAD PURDYS,NY 10578	NONE	PUBLIC CHARITY	GENERAL FUND	1,000
PALM BEACH COUNTY CLUB FONDATION760 NORTH OCEAN BLVD PALM BEACH,FL 33480	NONE	PUBLIC	GENERAL FUND	500
FOUNDATION OF UNI MEDICINE AND DENTISTRY OF NJ120 Albany Street New Brunswick,NJ 08901	NONE	PUBLIC	SCHOLARSHIP	5,000
BEN GURION UNIVERSITY1114 AVENUE OF AMERICAS NEW YORK,NY 10038	NONE	PUBLIC CHARITY	EDUCATIONAL-GENERAL FUND	6,700
JOHN HOPKINS UNIVERSITY1101 E 33RD ST STE C202 BALTIMORE,MD 21218	NONE	PUBLIC CHARITY	SCHOLARSHIP	38,250
HILLEL HOUSE OF JOHN HOPKINS UNIVERSITY1101 E 33RD ST STE C202 BALTIMORE,MD 21218	NONE	PUBLIC CHARITY	GENERAL FUND	3,000
ROCKEFELLER UNIVERSITY1230 YORK AVE NEW YORK,NY 10021	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
LOS ANGELES PHILHARMONIC ASSOCIATION151 SOUTH GRAND AVE LOS ANGELES,CA 90012	NONE	PUBLIC	GENERAL FUND	2,500
NEW YORK UNIVERSITY730 Broadway Suite 9TH Floor NEW YORK,NY 10003	NONE	PUBLIC	GENERAL FUND	650
UNITED WAY OF PALM BEACH2600 QUANTUM ROAD BOYNTON Beach,FL 33426	NONE	PUBLIC	GENERAL FUND	1,000
AMERICAN FRIENDS OF MAGEN DAVID ADOM352 Seventh Avenue Suite 400 NEW YORK,NY 10001	none	Public	GENERAL FUND	600
TEMPLE BETH MIRIAM180 LINCOLN AVENUE ELBERON,NJ 07740	NONE	PUBLIC	GENERAL FUND	300
CONGREGATION OF BROTHERS OF ISRAEL250 Park Ave Long Beach,NJ 07740	NONE	PUBLIC	GENERAL FUND	300
Total  3a				140,000

TY 2011 Accounting Fees Schedule**Name:** SADIE AND LOUIS ROTH FOUNDATION

C/O GEORGE F HEINRICH MD

EIN: 13-3071645

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,000	4,000		1,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: SADIE AND LOUIS ROTH FOUNDATION
C/O GEORGE F HEINRICH MD

EIN: 13-3071645

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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TY 2011 General Explanation Attachment

Name: SADIE AND LOUIS ROTH FOUNDATION

C/O GEORGE F HEINRICH MD

EIN: 13-3071645

Identifier	Return Reference	Explanation
schedule D attachment	schedule D- Capital Gain and Losses	Capital Gain and Losses
securities schedule	Part II Balance Sheets	Investments Schedule

**TY 2011 Investments Corporate
Bonds Schedule**

Name: SADIE AND LOUIS ROTH FOUNDATION
C/O GEORGE F HEINRICH MD
EIN: 13-3071645

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE SCHEDULE ATTACHED	0	0

TY 2011 Investments Corporate Stock Schedule

Name: SADIE AND LOUIS ROTH FOUNDATION
C/O GEORGE F HEINRICH MD

EIN: 13-3071645

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE	1,045,287	1,239,558

TY 2011 Land, Etc. Schedule

Name: SADIE AND LOUIS ROTH FOUNDATION
C/O GEORGE F HEINRICH MD
EIN: 13-3071645

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
--------------------	-----------------------	-----------------------------	---------------	----------------------------------

TY 2011 Other Expenses Schedule**Name:** SADIE AND LOUIS ROTH FOUNDATION

C/O GEORGE F HEINRICH MD

EIN: 13-3071645

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	325	300		25
NYS DEPT OF LAW	250			250
INVESTMENT ADVISORY FEES	22,364	23,364		

TY 2011 Taxes Schedule**Name:** SADIE AND LOUIS ROTH FOUNDATION

C/O GEORGE F HEINRICH MD

EIN: 13-3071645

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	79	79		

SADIE AND LOUIS ROTH FOUNDATION
STOCKS
DECEMBER 31, 2011

SECURITIES	COST BASIS BEGINNING OF YEAR	COST BASIS END OF YEAR	MARKET VALUE END OF YEAR
AUTODESK INC	7,142 42	7,142 42	5,580 72
AUTODESK INC	1,552 70	0 00	0 00
AUTODESK INC	1,009 26	0 00	0 00
AUTODESK INC	1,649 99	1,649 99	1,516 50
AUTODESK INC	1,155 10	1,155 10	1,971 45
AKAMAI TECHNOLOGIES INC	9,264 47	9,264 47	12,524 64
AKAMAI TECHNOLOGIES INC	1,623 67	0 00	0 00
AKAMAI TECHNOLOGIES INC	1,050 61	0 00	0 00
AKAMAI TECHNOLOGIES INC	1,974 41	1,974 41	1,614 00
AKAMAI TECHNOLOGIES INC	0 00	3,222 52	4,519 20
AMAZON COM INC	2,804 28	2,804 28	13,674 90
AMAZON COM INC	1,490 88	0 00	0 00
AMAZON COM INC	1,952 34	0 00	0 00
AMAZON COM INC	141 99	0 00	0 00
AMAZON COM INC	3,272 80	3,272 80	17,310 00
AMAZON COM INC	0 00	1,962 61	1,557 90
AMAZON COM INC	0 00	7,145 60	6,924 00
AMC NETWORKS INC - A	902 99	902 99	1,753 73
AMC NETWORKS INC - A	270 90	0 00	0 00
AMC NETWORKS INC - A	270 90	0 00	0 00
AMC NETWORKS INC - A	535 54	535 54	935 32
AMC NETWORKS INC - A	279 90	279 90	467 66
AMC NETWORKS INC - A	6 45	0 00	0 00
AMC NETWORKS INC - A	2 39	0 00	0 00
AMC NETWORKS INC - A	1 25	0 00	0 00
AMGEN INC	2,261 77	2,261 77	10,080 97
AMGEN INC	86 44	0 00	0 00
AMGEN INC	1,527 06	0 00	0 00
AMGEN INC	1,368 59	0 00	0 00
AMGEN INC	2,088 91	0 00	0 00
AMGEN INC	158 47	0 00	0 00
AMGEN INC	109 50	0 00	0 00
ANADARKO PETROLIUM CORP	9,131 04	9,131 04	15,647 65
ANADARKO PETROLIUM CORP	133 63	0 00	0 00
ANADARKO PETROLIUM CORP	1,648 04	0 00	0 00
ANADARKO PETROLIUM CORP	2,533 92	0 00	0 00
ANADARKO PETROLIUM CORP	0 00	147 13	152 66
ANHUESER-BUSCH	8,563 37	8,563 37	9,087 51
ANHUESER-BUSCH	804 61	0 00	0 00
ANHUESER-BUSCH	632 20	0 00	0 00
ANHUESER-BUSCH	0 00	5,359 59	5,672 07
ANHUESER-BUSCH	0 00	4,019 54	4,513 26
APACHE CORP	7,810 98	7,810 98	7,699 30
APACHE CORP	459 47	0 00	0 00

APACHE CORP	4,187 25	4,187 25	4,076 10
APACHE CORP	0 00	3,764 19	2,898 56
APACHE CORP	0 00	10,852 52	9,239 16
APACHE CORP	0 00	2,021 33	1,902 18
APACHE CORP	0 00	2,019 72	2,083 34
APPLE INC	0 00	4,847 85	5,265 00
APPLE INC	0 00	4,718 31	5,265 00
APPLE INC	0 00	3,659 02	4,050 00
BED BATH & BEYOND	4,975 00	4,975 00	7,246 25
BED BATH & BEYOND	1,432 80	0 00	0 00
BED BATH & BEYOND	1,552 20	0 00	0 00
BED BATH & BEYOND	6,630 88	6,630 88	14,492 50
BERKSHIRE HATHAWAY INC CL B	4,232 04	0 00	0 00
BERKSHIRE HATHAWAY INC CL B	1,961 19	0 00	0 00
BERKSHIRE HATHAWAY INC CL B	2,133 23	0 00	0 00
BIOGEN IDEC INC	15,518 33	15,518 33	37,527 05
BIOGEN IDEC INC	1,501 77	0 00	0 00
BIOGEN IDEC INC	1,183 22	0 00	0 00
BIOGEN IDEC INC	2,920 34	0 00	0 00
BIOGEN IDEC INC	14,926 17	0 00	0 00
BIOGEN IDEC INC	2,132 85	2,132 85	5,062 30
BIOGEN IDEC INC	3,662 95	0 00	0 00
BLACKROCK INC	571 70	571 70	891 20
BLACKROCK INC	800 38	0 00	0 00
BLACKROCK INC	1,486 42	0 00	0 00
BLACKROCK INC	3,025 02	3,025 02	4,277 76
BLACKROCK INC	2,827 52	2,827 52	3,921 28
BLACKROCK INC	8,870 30	8,870 30	9,624 96
BLACKROCK INC	0 00	4,640 20	5,525 44
BROADCOM CORP	8,846 70	8,750 70	8,808 00
BROADCOM CORP	2,894 40	2,854 40	3,670 00
BROADCOM CORP	0 00	4,048 27	3,552 56
BROADCOM CORP	0 00	4,466 17	3,875 52
BROADCOM CORP	0 00	3,552 12	2,906 64
BROADCOM CORP	0 00	5,345 32	5,226 08
BROADCOM CORP	0 00	228 06	234 88
CABLEVISION SYSTEMS CORP	3,795 36	3,795 36	4,223 34
CABLEVISION SYSTEMS CORP	38 34	0 00	0 00
CABLEVISION SYSTEMS CORP	1,421 04	1,421 04	1,422 00
CABLEVISION SYSTEMS CORP	742 69	742 69	711 00
CABLEVISION SYSTEMS CORP	0 00	2,507 92	2,346 30
CABLEVISION SYSTEMS CORP	0 00	547 48	554 58
CAMERON INTERNATIONAL CORP	0 00	7,264 68	7,772 02
CAMERON INTERNATIONAL CORP	0 00	2,483 40	2,459 50
CAMERON INTERNATIONAL CORP	0 00	3,970 32	4,082 77
CAMERON INTERNATIONAL CORP	0 00	3,243 22	3,049 78
CAMERON INTERNATIONAL CORP	0 00	1,812 95	1,918 41
CELGENE CORP	2,376 35	2,376 35	3,244 80
CELGENE CORP	198 03	0 00	0 00
CELGENE CORP	544 58	0 00	0 00
CELGENE CORP	3,174 27	3,174 27	4,191 20
CELGENE CORP	5,323 33	5,323 33	6,760 00

CELGENE CORP	4,161 56	4,161 56	6,760 00
CELGENE CORP	6,734 78	6,734 78	8,450 00
CISCO SYS INC	25,716 40	25,716 40	24,317 60
CISCO SYS INC	191 20	0 00	0 00
CISCO SYS INC	0 00	3,200 40	3,164 00
CISCO SYS INC	0 00	179 59	180 80
CITRIX SYSTEMS INC	5,337 86	5,337 86	5,039 76
CITRIX SYSTEMS INC	450 18	0 00	0 00
CITRIX SYSTEMS INC	0 00	812 94	728 64
CME GROUP INC	0 00	2,741 48	2,193 03
CME GROUP INC	0 00	1,553 82	1,218 35
CME GROUP INC	0 00	4,289 97	3,411 38
CME GROUP INC	0 00	1,532 43	1,218 35
CME GROUP INC	0 00	5,359 27	4,386 06
CME GROUP INC	0 00	1,437 00	1,462 02
COCA-COLA CO	961 80	0 00	0 00
COCA-COLA CO	4,809 00	0 00	0 00
COCA-COLA CO	14,418 72	14,418 72	23,929 74
COCA-COLA CO	1,054 00	0 00	0 00
COCA-COLA CO	505 92	0 00	0 00
COCA-COLA CO	885 36	0 00	0 00
COCA-COLA CO	1,571 86	0 00	0 00
COCA-COLA CO	8,532 98	0 00	0 00
COMCAST CORP CL A	18,147 97	18,147 97	22,971 00
COMCAST CORP CL A	465 33	0 00	0 00
COMCAST CORP CL A	3,536 53	0 00	0 00
COMCAST CORP CL A	2,326 24	2,326 24	3,769 60
COMCAST CORP CL A	0 00	3,219 92	3,227 72
COMCAST CORP CL A	0 00	15,311 94	15,031 28
COVIDIEN PLC	3,938 31	3,938 31	5,206 16
COVIDIEN PLC	136 19	0 00	0 00
COVIDIEN PLC	170 24	0 00	0 00
COVIDIEN PLC	786 48	786 48	915 20
COVIDIEN PLC	1,624 52	0 00	0 00
COVIDIEN PLC	0 00	126 56	135 03
CREE INC	4,528 00	4,528 00	4,408 00
CREE INC	226 40	0 00	0 00
CREE INC	0 00	2,401 62	1,476 68
CREE INC	0 00	2,281 54	2,049 72
CREE INC	0 00	1,033 50	1,035 88
CVS CAREMARK CORP	5,855 40	5,855 40	8,523 02
CVS CAREMARK CORP	252 15	0 00	0 00
CVS CAREMARK CORP	336 20	0 00	0 00
CVS CAREMARK CORP	2,846 75	2,846 75	3,874 10
CVS CAREMARK CORP	4,583 72	4,583 72	7,136 50
CVS CAREMARK CORP	2,934 72	2,934 72	4,078 00
CVS CAREMARK CORP	2,989 80	2,989 80	4,078 00
CVS CAREMARK CORP	1,670 91	1,670 91	2,202 12
CUMMINS INC	0 00	4,357 45	4,136 94
CUMMINS INC	0 00	4,761 54	5,017 14
DEERE & CO	0 00	4,395 97	4,176 90
DEERE & CO	0 00	4,823 28	5,414 50

DIRECTV CL A	2,897 25	2,897 25	5,815 36
DIRECTV CL A	85 21	0 00	0 00
DIRECTV CL A	1,278 20	0 00	0 00
DOLBY LABORATORIES INC	142 34	0 00	0 00
DOLBY LABORATORIES INC	170 81	0 00	0 00
DOLBY LABORATORIES INC	2,706 31	2,706 31	2,776 41
DOLBY LABORATORIES INC	89 22	0 00	0 00
DOLBY LABORATORIES INC	1,071 92	1,071 92	1,067 85
DOLBY LABORATORIES INC	159 32	159 32	152 55
DOLBY LABORATORIES INC	0 00	1,894 29	1,861 11
EATON CORP	0 00	9,921 53	8,923 65
EATON CORP	0 00	9,567 16	9,968 37
EATON CORP	0 00	125 40	130 59
EBAY INC	19,147 63	19,147 63	18,956 25
EBAY INC	2,034 13	2,034 13	2,274 75
EBAY INC	5,183 30	5,183 30	6,975 90
EBAY INC	0 00	2,106 09	1,941 12
EBAY INC	0 00	1,994 25	2,001 78
EMC Corp Mass	0 00	9,183 51	8,379 06
EMC Corp Mass	0 00	6,465 68	5,578 86
EMC Corp Mass	0 00	1,660 34	1,615 50
EOG Resources Inc	0 00	6,765 83	9,456 96
EXPEDIA INC	9,121 77	0 00	0 00
EXPEDIA INC	5,030 21	0 00	0 00
EXPEDIA INC	8,953 30	0 00	0 00
FIRST SOLAR INC	3,191 83	0 00	0 00
FIRST SOLAR INC	2,722 35	0 00	0 00
FIRST SOLAR INC	2,744 35	0 00	0 00
FIRST SOLAR INC	3,678 28	0 00	0 00
FIRST SOLAR INC	1,839 14	0 00	0 00
FIRST SOLAR INC	1,494 30	0 00	0 00
FIRST SOLAR INC	1,379 36	0 00	0 00
FIRST SOLAR INC	1,929 17	0 00	0 00
FIRST SOLAR INC	2,447 85	0 00	0 00
FIRST SOLAR INC	979 14	0 00	0 00
WALT DISNEY HOLDING CO	1,597 29	1,597 29	1,762 50
WALT DISNEY HOLDING CO	883 61	0 00	0 00
WALT DISNEY HOLDING CO	2,344 95	0 00	0 00
WALT DISNEY HOLDING CO	5,301 63	0 00	0 00
WALT DISNEY HOLDING CO	1,427 36	0 00	0 00
WALT DISNEY HOLDING CO	16,560 06	16,560 06	18,750 00
FLUOR CORP	1,263 10	1,263 10	1,909 50
FLUOR CORP	332 39	0 00	0 00
FLUOR CORP	66 48	0 00	0 00
FLUOR CORP	2,285 21	2,285 21	3,768 75
FLUOR CORP	1,047 69	1,047 69	1,256 25
FLUOR CORP	935 91	935 91	1,256 25
FLUOR CORP	0 00	830 85	904 50
FLUOR CORP	0 00	337 86	351 75
FOREST LABORATORIES INC	14,072 94	14,072 94	11,438 28
FOREST LABORATORIES INC	558 45	0 00	0 00
FOREST LABORATORIES INC	260 61	0 00	0 00

FOREST LABORATORIES INC	2,307 88	2,307 88	2,420 80
FOREST LABORATORIES INC	1,908 40	1,908 40	2,118 20
FOREST LABORATORIES INC	0 00	28 53	30 26
FREEPORT MCMORAN COPPER & GOLD CL B	1,469 89	1,469 89	4,561 96
FREEPORT MCMORAN COPPER & GOLD CL B	82 98	0 00	0 00
FREEPORT MCMORAN COPPER & GOLD CL B	912 76	0 00	0 00
FREEPORT MCMORAN COPPER & GOLD CL B	118 54	0 00	0 00
GENERAL ELECTRIC CO	23,490 00	23,490 00	14,023 53
GENERAL ELECTRIC CO	3,510 00	0 00	0 00
GENERAL ELECTRIC CO	4,932 90	4,932 90	2,901 42
GENERAL ELECTRIC CO	13,337 10	0 00	0 00
GENERAL ELECTRIC CO	2,305 49	2,305 49	2,776 05
GENZYME CORP	15,250 00	0 00	0 00
GENZYME CORP	3,018 86	0 00	0 00
GOOGLE INC	3,599 77	3,599 77	6,459 00
GOOGLE INC	1,079 93	0 00	0 00
GOOGLE INC	1,799 89	0 00	0 00
GOOGLE INC	6,872 30	6,872 30	12,272 10
GOOGLE INC	0 00	8,899 37	9,688 50
HOME DEPOT INC	4,230 40	4,230 40	5,381 12
HOME DEPOT INC	330 50	0 00	0 00
HOME DEPOT INC	1,718 60	0 00	0 00
HOME DEPOT INC	6,251 09	6,251 09	6,516 20
HOME DEPOT INC	8,230 48	8,230 48	11,561 00
HOME DEPOT INC	3,602 22	3,602 22	5,675 40
HUMAN GENOME SCIENCES INC	0 00	3,731 87	1,315 42
HUMAN GENOME SCIENCES INC	0 00	7,392 73	3,931 48
HUMAN GENOME SCIENCES INC	0 00	1,049 51	1,086 33
IMMUNOGEN INC	69 64	69 64	104 22
IMMUNOGEN INC	162 49	0 00	0 00
IMMUNOGEN INC	7 74	0 00	0 00
IMMUNOGEN INC	0 00	1,944 30	2,536 02
IMMUNOGEN INC	0 00	529 74	544 26
INTEL CORP	6,042 42	0 00	0 00
INTUIT INC	0 00	9,567 10	11,517 21
INTUIT INC	0 00	2,232 54	2,629 50
ISIS PHARMACEUTICALS	2,923 51	2,923 51	2,343 25
ISIS PHARMACEUTICALS	0 00	572 66	533 54
ISIS PHARMACEUTICALS	0 00	83 02	79 31
ISIS PHARMACEUTICALS	0 00	270 69	288 40
JOHNSON & JOHNSON	13,289 69	13,289 69	28,199 40
JOHNSON & JOHNSON	2,287 06	0 00	0 00
JOHNSON & JOHNSON	339 97	0 00	0 00
JUNIPER NETWORKS INC	1,185 17	0 00	0 00
JUNIPER NETWORKS INC	3,201 73	0 00	0 00
JUNIPER NETWORKS INC	201 99	0 00	0 00
JUNIPER NETWORKS INC	1,767 40	1,767 40	2,143 05
JUNIPER NETWORKS INC	2,181 73	2,181 73	2,653 30
JUNIPER NETWORKS INC	1,026 76	1,026 76	1,224 60
JUNIPER NETWORKS INC	342 25	0 00	0 00
JUNIPER NETWORKS INC	6,339 77	6,339 77	8,674 25
JUNIPER NETWORKS INC	0 00	7,857 84	7,959 90

JUNIPER NETWORKS INC	0 00	2,077 72	2,245 10
LIBERTY MEDIA CORP LIBERTY CAP CL A	456 30	456 30	6,478 15
LIBERTY MEDIA CORP LIBERTY CAP CL A	16 49	0 00	0 00
LIBERTY MEDIA CORP LIBERTY CAP CL A	1,176 49	0 00	0 00
LIBERTY MEDIA HLDG CORP INTERACTIVE SEF	2,327 15	2,327 15	2,351 18
LIBERTY MEDIA HLDG CORP INTERACTIVE SEF	304 94	0 00	0 00
LIBERTY MEDIA HLDG CORP INTERACTIVE SEF	1,877 77	0 00	0 00
LIBERTY MEDIA HLDG CORP INTERACTIVE SEF	176 54	0 00	0 00
LIBERTY MEDIA HLDG CORP INTERACTIVE SEF	955 38	0 00	0 00
LIBERTY MEDIA HLDG CORP INTERACTIVE SEF	868 60	868 60	4,053 75
LIBERTY MEDIA HLDG CORP INTERACTIVE SEF	666 68	0 00	0 00
L 3 COMMUNICATIONS HLDGS INC	11,921 97	11,921 97	9,735 28
L 3 COMMUNICATIONS HLDGS INC	326 63	0 00	0 00
L 3 COMMUNICATIONS HLDGS INC	0 00	1,706 59	1,600 32
L 3 COMMUNICATIONS HLDGS INC	0 00	968 88	1,000 20
MADISON SQUARE GARDEN INC	1,082 23	0 00	0 00
MADISON SQUARE GARDEN INC	401 15	0 00	0 00
MADISON SQUARE GARDEN INC	209 65	0 00	0 00
MICROSOFT CORP	7,014 52	7,014 52	7,528 40
MICROSOFT CORP	725 64	0 00	0 00
MICROSOFT CORP	1,693 16	0 00	0 00
MICROSOFT CORP	5,588 00	5,588 00	5,192 00
MICROSOFT CORP	9,305 97	9,305 97	7,788 00
MICROSOFT CORP	0 00	7,471 16	7,268 80
MONSATO CO NEW	2,595 28	2,595 28	2,242 24
MONSATO CO NEW	1,216 54	0 00	0 00
MONSATO CO NEW	648 82	0 00	0 00
MONSATO CO NEW	4,248 91	4,248 91	3,853 85
MONSATO CO NEW	4,209 74	4,209 74	3,853 85
MONSATO CO NEW	1,792 19	1,792 19	1,751 75
MONSATO CO NEW	2,063 71	2,063 71	2,452 45
NASDAQ OMX GROUP INC	6,941 59	0 00	0 00
NASDAQ OMX GROUP INC	5,342 68	0 00	0 00
NASDAQ OMX GROUP INC	4,484 74	0 00	0 00
NASDAQ OMX GROUP INC	1,724 55	1,724 55	1,299 03
NASDAQ OMX GROUP INC	390 47	0 00	0 00
NASDAQ OMX GROUP INC	2,733 25	0 00	0 00
NASDAQ OMX GROUP INC	32 54	0 00	0 00
NASDAQ OMX GROUP INC	3,231 93	3,231 93	3,186 30
NASDAQ OMX GROUP INC	3,535 62	3,535 62	4,656 90
NASDAQ OMX GROUP INC	0 00	145 02	147 06
NATIONAL OILWELL VARGO INC	4,146 38	0 00	0 00
NATIONAL OILWELL VARGO INC	473 97	0 00	0 00
NATIONAL OILWELL VARGO INC	131 66	0 00	0 00
NATIONAL OILWELL VARGO INC	52 66	0 00	0 00
NATIONAL OILWELL VARGO INC	2,475 19	2,475 19	6,391 06
NETAPP INC	0 00	5,072 29	3,627 00
NETAPP INC	0 00	5,084 07	3,518 19
NETAPP INC	0 00	963 68	725 40
NETAPP INC	0 00	5,637 01	5,331 69
NETAPP INC	0 00	296 14	290 16
NIKE INC CL B	0 00	8,416 94	9,926 11

NIKE INC CL B	0 00	3,690 51	4,240 28
NVIDIA CORP	5,408 04	0 00	0 00
NVIDIA CORP	1,527 87	0 00	0 00
NVIDIA CORP	2,896 90	0 00	0 00
NVIDIA CORP	799 60	0 00	0 00
NVIDIA CORP	3,198 38	0 00	0 00
NUCOR CORP	3,060 14	3,060 14	2,967 75
NUCOR CORP	326 41	0 00	0 00
NUCOR CORP	693 63	0 00	0 00
NUCOR CORP	1,016 68	1,016 68	989 25
NUCOR CORP	3,122 79	3,122 79	2,967 75
NUCOR CORP	0 00	2,229 66	2,532 48
ORACLE CORP	8,760 00	8,760 00	7,695 00
ORACLE CORP	0 00	4,462 78	3,642 30
ORACLE CORP	0 00	8,419 64	6,438 15
ORACLE CORP	0 00	2,208 74	1,898 10
PALL CORP	5,630 77	5,630 77	9,372 60
PALL CORP	824 02	0 00	0 00
PALL CORP	446 34	0 00	0 00
PALL CORP	3,399 07	0 00	0 00
PEPSICO INC	9,203 37	9,203 37	23,288 85
PEPSICO INC	996 38	0 00	0 00
PEPSICO INC	288 42	0 00	0 00
PEPSICO INC	0 00	190 76	199 05
PROCTER & GAMBLE CO	1,508 81	0 00	0 00
PROCTER & GAMBLE CO	2,830 51	0 00	0 00
PROCTER & GAMBLE CO	238 72	0 00	0 00
PROCTER & GAMBLE CO	613 85	0 00	0 00
PROCTER & GAMBLE CO	9,616 92	9,616 92	18,812 22
QUALCOMM INC	0 00	4,407 65	4,376 00
QUALCOMM INC	0 00	2,246 22	2,406 80
QUALCOMM INC	0 00	4,687 44	5,087 10
QUALCOMM INC	0 00	2,217 90	2,570 90
SANDISK CORP	10,005 40	0 00	0 00
SANDISK CORP	3,178 96	3,178 96	3,198 65
SANDISK CORP	537 98	0 00	0 00
SANDISK CORP	635 79	0 00	0 00
SANDISK CORP	537 98	0 00	0 00
SANDISK CORP	1,435 39	1,435 39	2,460 50
SANDISK CORP	1,654 85	1,654 85	3,690 75
SCHLUMBERGER LTD	6,103 73	6,103 73	7,172 55
SCHLUMBERGER LTD	0 00	11,069 00	11,134 53
SCHLUMBERGER LTD	0 00	7,493 69	6,694 38
SCHLUMBERGER LTD	0 00	2,943 84	3,005 64
SCHWAB CHARLES CORP	5,591 64	5,591 64	4,504 00
SCHWAB CHARLES CORP	946 23	946 23	844 50
SCHWAB CHARLES CORP	5,849 87	5,849 87	5,067 00
SCHWAB CHARLES CORP	1,651 86	1,651 86	1,013 40
SCHWAB CHARLES CORP	0 00	1,088 68	957 10
SCHWAB CHARLES CORP	0 00	1,651 20	1,689 00
SEAGATE TECHNOLOGY IRELAND	7,391 22	7,391 22	4,624 80
SEAGATE TECHNOLOGY IRELAND	3,512 14	0 00	0 00

SEAGATE TECHNOLOGY IRELAND	2,201 64	0 00	0 00
SEAGATE TECHNOLOGY IRELAND	2,703 91	2,703 91	2,050 00
SEAGATE TECHNOLOGY IRELAND	1,220 89	1,220 89	1,230 00
SEAGATE TECHNOLOGY IRELAND	3,397 72	3,397 72	5,084 00
TE CONECTIVITY LTD - CHF	3,297 61	3,297 61	3,193 97
TE CONECTIVITY LTD - CHF	433 54	0 00	0 00
TE CONECTIVITY LTD - CHF	156 73	0 00	0 00
TE CONECTIVITY LTD - CHF	2,209 67	2,209 67	1,920 49
TE CONECTIVITY LTD - CHF	3,512 67	3,512 67	3,296 67
TE CONECTIVITY LTD - CHF	2,465 78	2,465 78	2,310 75
TE CONECTIVITY LTD - CHF	1,831 70	1,831 70	1,725 36
TEXAS INSTRUMENTS INC	9,909 40	9,909 40	23,608 21
TEXAS INSTRUMENTS INC	1,307 41	0 00	0 00
TEXAS INSTRUMENTS INC	598 72	0 00	0 00
TEXAS INSTRUMENTS INC	403 22	0 00	0 00
THERMO FISHER SCIENTIFIC INC	2,102 87	2,102 87	1,843 77
THERMO FISHER SCIENTIFIC INC	153 87	0 00	0 00
THERMO FISHER SCIENTIFIC INC	2,577 50	2,577 50	2,248 50
THERMO FISHER SCIENTIFIC INC	8,588 34	8,588 34	8,139 57
THERMO FISHER SCIENTIFIC INC	0 00	4,251 15	3,732 51
THERMO FISHER SCIENTIFIC INC	0 00	750 84	674 55
THERMO FISHER SCIENTIFIC INC	0 00	2,010 49	2,068 62
TYCO INTL LTD CHF	1,659 85	1,659 85	1,852 83
TYCO INTL LTD CHF	2,134 10	0 00	0 00
TYCO INTL LTD CHF	1,422 73	0 00	0 00
TYCO INTL LTD CHF	2,963 06	2,963 06	2,911 59
TYCO INTL LTD CHF	5,719 13	5,719 13	6,492 69
TYCO INTL LTD CHF	4,064 69	4,064 69	4,624 29
UNITEDHEALTH GROUP INC	7,824 09	7,824 09	9,071 72
UNITEDHEALTH GROUP INC	11,801 70	0 00	0 00
UNITEDHEALTH GROUP INC	568 23	0 00	0 00
UNITEDHEALTH GROUP INC	1,660 98	0 00	0 00
UNITEDHEALTH GROUP INC	4,138 38	4,138 38	10,136 00
UNITED PARCEL SERVICE CL B	0 00	7,594 63	7,831 33
UNITED PARCEL SERVICE CL B	0 00	5,229 18	5,123 30
UNITED PARCEL SERVICE CL B	0 00	5,721 12	5,708 82
VERTEX PHARMACEUTICALS INC	230 00	230 00	298 89
VERTEX PHARMACEUTICALS INC	102 22	0 00	0 00
VERTEX PHARMACEUTICALS INC	624 65	624 65	763 83
VERTEX PHARMACEUTICALS INC	108 00	108 00	132 84
VERTEX PHARMACEUTICALS INC	109 68	109 68	132 84
VERTEX PHARMACEUTICALS INC	350 51	350 51	431 73
VERTEX PHARMACEUTICALS INC	1,149 35	1,149 35	1,428 03
VERTEX PHARMACEUTICALS INC	346 17	346 17	431 73
VERTEX PHARMACEUTICALS INC	983 63	983 63	1,228 77
VERTEX PHARMACEUTICALS INC	0 00	1,259 36	1,095 93
VERTEX PHARMACEUTICALS INC	0 00	611 57	664 20
VISA INC COM CL A	6,873 95	6,873 95	9,239 23
VISA INC COM CL A	4,305 66	0 00	0 00
VISA INC COM CL A	2,643 83	0 00	0 00
VISA INC COM CL A	2,794 90	0 00	0 00
VISA INC COM CL A	0 00	14,522 55	19,798 35

WEATHERFORD INTL LTD	16,480 75	16,480 75	9,516 00
WEATHERFORD INTL LTD	2,955 21	2,955 21	3,777 12
WEATHERFORD INTL LTD	0 00	317 85	278 16
WEATHERFORD INTL LTD	0 00	2,849 41	3,118 32
YAHOO INC	2,323 17	0 00	0 00
YAHOO INC	3,621 41	0 00	0 00
YAHOO INC	7,194 04	0 00	0 00
YAHOO INC	2,299 61	0 00	0 00
INTEL CORP	5,000 00	0 00	0 00
TOTAL STOCKS	975,926 25	1,045,286 57	1,239,558 07

**SADIE AND LOUIS ROTH FOUNDATION
CORPORATE BONDS
DECEMBER 31, 2011**

SECURITIES	COST BASIS BEGINNING OF YEAR	COST BASIS END OF YEAR	MARKET VALUE END OF YEAR
ISHARES TR LEHMAN 1-3 TEAR T-BOND FUND	24,726 20	0 00	0 00
TRICON GLOBAL RESTAURANTS, INC 8 875%	21,105 00	0 00	0 00
	0 00	0 00	0 00
TOTAL CORP BONDS	45,831 20	0 00	0 00

SADIE AND LOUIS ROTH FOUNDATION
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SMITH BARNEY - CAPITAL GAINS SCHEDULE
DECEMBER 31, 2011

SECURITIES	DATE PURCHASED	NUMBER OF SHARES	NET COST BASIS	DATE SOLD	# SHARES SOLD	INCOME FROM SALES	REALIZED GAIN/(LOSS) ON SALE ST LT
STOCKS							
ANHUESER-BUSCH	12/27/2010	14	804 61	11/28/2011	14	812 82	8 21 0 00
ANHUESER-BUSCH	12/27/2010	11	632 20	12/15/2011	11	639 88	7 68 0 00
CAMERON INTERNATIONAL CORP	06/24/2011	2	91 96	12/15/2011	2	90 46	(1 50) 0 00
CUMMINS INC	09/13/2011	3	278 14	11/28/2011	3	269 45	(8 69) 0 00
DEERE & CO	06/10/2011	7	569 85	11/28/2011	7	531 98	(37 87) 0 00
DEERE & CO	06/10/2011	2	162 81	12/15/2011	2	147 51	(15 30) 0 00
EATON CORP	06/07/2011	3	145 19	11/28/2011	3	126 32	(18 87) 0 00
EATON CORP	06/07/2011	2	96 80	12/15/2011	2	83 91	(12 89) 0 00
EOG Resources Inc	10/04/2011	17	1,198 11	11/28/2011	17	1,614 96	416 85 0 00
EOG Resources Inc	10/04/2011	14	986 68	12/15/2011	14	1,314 82	328 14 0 00
FIRST SOLAR INC	11/29/2010	20	2,447 85	03/28/2011	20	3,080 91	633 06 0 00
FIRST SOLAR INC	11/29/2010	8	979 14	02/25/2011	8	1,266 88	287 74 0 00
HALLIBURTON CO HOLDINGS CO	09/07/2011	225	9,259 58	11/08/2011	225	8,558 45	(701 13) 0 00
HALLIBURTON CO HOLDINGS CO	10/19/2011	45	1,516 41	11/08/2011	45	1,711 69	195 28 0 00
HUMAN GENOME SCIENCES INC	02/28/2011	138	3,449 99	11/08/2011	138	1,321 98	(2,128 01) 0 00
HUMAN GENOME SCIENCES INC	07/26/2011	26	555 06	11/08/2011	26	249 07	(305 99) 0 00
HUMAN GENOME SCIENCES INC	07/29/2011	17	356 42	11/08/2011	17	162 85	(193 57) 0 00
INTUIT INC	08/22/2011	16	698 97	11/28/2011	16	811 98	113 01 0 00
INTUIT INC	08/22/2011	15	655 28	12/15/2011	15	768 61	113 33 0 00
NIKE INC CL B	06/07/2011	14	1,144 05	11/28/2011	14	1,322 55	178 50 0 00
NIKE INC CL B	06/07/2011	10	817 18	12/15/2011	10	939 90	122 72 0 00
NVIDIA CORP	05/21/2010	62	799 60	05/17/2011	62	1,075 43	275 83 0 00
NVIDIA CORP	05/21/2010	248	3,198 38	02/10/2011	248	5,669 10	2,470 72 0 00
PEPSICO INC	03/07/2011	89	5,646 20	08/05/2011	89	5,755 28	109 08 0 00
QUALCOMM INC	07/29/2011	12	661 15	11/28/2011	12	644 62	(16 53) 0 00
QUALCOMM INC	07/29/2011	2	110 19	12/15/2011	2	104 65	(5 54) 0 00
UNITED PARCEL SERVICE CL B	03/16/2011	10	709 78	11/28/2011	10	679 78	(30 00) 0 00
UNITED PARCEL SERVICE CL B	03/16/2011	21	1,490 53	12/15/2011	21	1,506 34	15 81 0 00
TOTAL SHORT TERM			39,462 11			41,262 18	1,800 07 0 00
AUTODESK INC	03/23/2007	40	1,552 70	11/28/2011	40	1,257 57	0 00 (295 13)
AUTODESK INC	03/23/2007	26	1,009 26	12/15/2011	26	808 69	0 00 (200 57)
AKAMAI TECHNOLOGIES INC	11/11/2009	68	1,623 67	11/28/2011	68	1,873 36	0 00 249 69
AKAMAI TECHNOLOGIES INC	11/11/2009	44	1,050 61	12/15/2011	44	1,190 31	0 00 139 70
AMAZON COM INC	04/28/2006	42	1,490 88	10/04/2011	42	8,676 26	0 00 7,185 38

SADIE AND LOUIS ROTH FOUNDATION
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SECURITIES	DATE PURCHASED	NUMBER OF SHARES	NET COST BASIS	DATE SOLD	# SHARES SOLD	INCOME FROM SALES	REALIZED GAIN/(LOSS) ON SALE ST LT	
STOCKS								
AMAZON COM INC	04/28/2006	55	1,952 34	07/14/2011	55	11,746 31	0 00 9,793 97	
AMAZON COM INC	04/28/2006	4	141 99	12/15/2011	4	727 22	0 00 585 23	
AMC NETWORKS INC - A	07/18/2006	14	270 90	11/28/2011	14	492 51	0 00 221 61	
AMC NETWORKS INC - A	07/18/2006	14	270 90	12/15/2011	14	510 83	0 00 239 93	
AMC NETWORKS INC - A	07/18/2006	0 3333	6 45	07/01/2011	0 3333	12 88	0 00 6 43	
AMC NETWORKS INC - A	04/07/2008	0 1111	2 39	07/01/2011	0 1111	4 29	0 00 1 90	
AMC NETWORKS INC - A	11/11/2009	0 0556	1 25	07/01/2011	0 0556	2 15	0 00 0 90	
AMGEN INC	07/09/1997	6	86 44	11/28/2011	6	334 25	0 00 247 81	
AMGEN INC	07/09/1997	106	1,527 06	11/08/2011	106	6,119 40	0 00 4,592 34	
AMGEN INC	07/09/1997	95	1,368 59	10/04/2011	95	5,049 49	0 00 3,680 90	
AMGEN INC	07/09/1997	145	2,088 91	07/14/2011	145	8,120 76	0 00 6,031 85	
AMGEN INC	07/09/1997	11	158 47	12/15/2011	11	647 57	0 00 489 10	
AMGEN INC	11/11/2009	2	109 50	07/14/2011	2	112 01	0 00 2 51	
ANADARKO PETROLIUM CORP	06/28/2006	3	133 63	11/28/2011	3	225 77	0 00 92 14	
ANADARKO PETROLIUM CORP	06/28/2006	37	1,648 04	10/19/2011	37	2,845 30	0 00 1,197 26	
ANADARKO PETROLIUM CORP	08/24/2010	55	2,533 92	10/19/2011	55	4,229 50	0 00 1,695 58	
APACHE CORP	07/23/2010	5	459 47	12/15/2011	5	440 23	0 00 (19 24)	
BED BATH & BEYOND	03/28/2007	36	1,432 80	11/28/2011	36	2,134 75	0 00 701 95	
BED BATH & BEYOND	03/28/2007	39	1,552 20	12/15/2011	39	2,392 07	0 00 839 87	
BERKSHIRE HATHAWAY INC CL B	01/03/2000	123	4,232 04	05/17/2011	123	9,714 98	0 00 5,482 94	
BERKSHIRE HATHAWAY INC CL B	01/03/2000	57	1,961 19	02/02/2011	57	4,721 71	0 00 2,760 52	
BERKSHIRE HATHAWAY INC CL B	01/03/2000	62	2,133 23	02/24/2011	62	5,157 60	0 00 3,024 37	
BIOGEN IDEC INC	04/28/2006	33	1,501 77	11/28/2011	33	3,660 33	0 00 2,158 56	
BIOGEN IDEC INC	04/28/2006	26	1,183 22	12/15/2011	26	2,861 01	0 00 1,677 79	
BIOGEN IDEC INC	04/15/2008	45	2,920 34	10/19/2011	45	4,564 06	0 00 1,643 72	
BIOGEN IDEC INC	04/15/2008	230	14,926 17	08/23/2011	230	20,422 11	0 00 5,495 94	
BIOGEN IDEC INC	11/09/2009	79	3,662 95	10/19/2011	79	8,012 45	0 00 4,349 50	
BLACKROCK INC	03/20/2009	7	800 38	11/28/2011	7	1,112 41	0 00 312 03	
BLACKROCK INC	03/20/2009	13	1,486 42	12/15/2011	13	2,187 93	0 00 701 51	
CABLEVISION SYSTEMS CORP	07/18/2006	3	38 34	12/15/2011	3	41 94	0 00 3 60	
CELGENE CORP	12/02/2008	4	198 03	11/28/2011	4	247 15	0 00 49 12	
CELGENE CORP	12/02/2008	11	544 58	12/15/2011	11	696 20	0 00 151 62	
CISCO SYS INC	06/28/2006	10	191 20	12/15/2011	10	181 01	0 00 (10 19)	
CITRIX SYSTEMS INC	11/01/2010	7	450 18	11/28/2011	7	475 36	0 00 25 18	
COCA-COLA CO	03/15/2004	20	961 80	11/08/2011	20	1,359 34	0 00 397 54	
COCA-COLA CO	03/15/2004	100	4,809 00	08/05/2011	100	6,683 57	0 00 1,874 57	
COCA-COLA CO	02/22/2006	25	1,054 00	11/08/2011	25	1,699 18	0 00 645 18	

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SECURITIES	DATE PURCHASED	NUMBER OF SHARES	NET COST BASIS	DATE SOLD	# SHARES SOLD	INCOME FROM SALES	REALIZED GAIN/(LOSS) ON SALE ST	LT
STOCKS								
COCA-COLA CO	02/22/2006	12	505 92	11/28/2011	12	779 14	0 00	273 22
COCA-COLA CO	02/22/2006	21	885 36	12/15/2011	21	1,405 61	0 00	520 25
COCA-COLA CO	11/11/2009	28	1,571 86	08/05/2011	28	1,871 40	0 00	299 54
COCA-COLA CO	11/11/2009	152	8,532 98	05/26/2011	152	10,127 32	0 00	1,594 34
COMCAST CORP CL A	03/14/2008	25	465 33	11/28/2011	25	536 08	0 00	70 75
COMCAST CORP CL A	03/14/2008	190	3,536 53	12/15/2011	190	4,404 41	0 00	867 88
COVIDIEN PLC	06/28/2006	4	136 19	11/28/2011	4	176 91	0 00	40 72
COVIDIEN PLC	06/28/2006	5	170 24	12/15/2011	5	218 00	0 00	47 76
COVIDIEN PLC	01/03/2007	42	1,624 52	10/19/2011	42	1,892 98	0 00	268 46
CREE INC	06/28/2006	10	226 40	12/15/2011	10	220 21	0 00	(6 19)
CVS CAREMARK CORP	10/24/2008	9	252 15	11/28/2011	9	335 06	0 00	82 91
CVS CAREMARK CORP	10/24/2008	12	336 20	12/15/2011	12	448 79	0 00	112 59
DIRECTV CL A	04/24/2007	4	85 21	11/28/2011	4	182 07	0 00	96 86
DIRECTV CL A	04/24/2007	60	1,278 20	10/19/2011	60	2,769 06	0 00	1,490 86
DOLBY LABORATORIES INC	10/16/2008	5	142 34	12/15/2011	5	158 16	0 00	15 82
DOLBY LABORATORIES INC	10/16/2008	6	170 81	11/28/2011	6	186 53	0 00	15 72
DOLBY LABORATORIES INC	10/29/2009	3	89 22	12/15/2011	3	94 89	0 00	5 67
EXPEDIA INC	11/11/2009	379	9,121 77	02/25/2011	379	7,597 06	0 00	(1,524 71)
EXPEDIA INC	11/11/2009	209	5,030 21	02/24/2011	209	4,212 89	0 00	(817 32)
EXPEDIA INC	11/11/2009	372	8,953 30	02/11/2011	372	7,954 43	0 00	(998 87)
FIRST SOLAR INC	12/02/2008	28	3,191 83	04/29/2011	28	3,956 70	0 00	764 87
FIRST SOLAR INC	12/03/2008	22	2,722 35	02/25/2011	22	3,483 93	0 00	761 58
FIRST SOLAR INC	02/25/2009	25	2,744 35	04/29/2010	25	3,532 78	0 00	788 43
FIRST SOLAR INC	03/18/2010	32	3,678 28	04/29/2011	32	4,521 95	0 00	843 67
FIRST SOLAR INC	03/18/2010	16	1,839 14	04/05/2011	16	2,458 59	0 00	619 45
FIRST SOLAR INC	03/18/2010	13	1,494 30	04/06/2011	13	1,958 11	0 00	463 81
FIRST SOLAR INC	03/18/2010	12	1,379 36	03/28/2011	12	1,848 55	0 00	469 19
FIRST SOLAR INC	03/19/2010	17	1,929 17	04/29/2011	17	2,402 28	0 00	473 11
WALT DISNEY HOLDING CO	04/23/1999	26	883 61	11/28/2011	26	880 42	0 00	(3 19)
WALT DISNEY HOLDING CO	04/23/1999	69	2,344 95	11/08/2011	69	2,387 66	0 00	42 71
WALT DISNEY HOLDING CO	04/23/1999	156	5,301 63	08/19/2011	156	4,998 06	0 00	(303 57)
WALT DISNEY HOLDING CO	04/23/1999	42	1,427 36	12/15/2011	42	1,478 87	0 00	51 51
FLUOR CORP	11/19/2008	10	332 39	11/28/2011	10	520 49	0 00	188 10
FLUOR CORP	11/19/2008	2	66 48	12/15/2011	2	96 69	0 00	30 21
FOREST LABORATORIES INC	06/28/2006	15	558 45	11/28/2011	15	435 89	0 00	(122 56)
FOREST LABORATORIES INC	06/28/2006	7	260 61	12/15/2011	7	202 02	0 00	(58 59)
FREEMONT MCMORAN COPPER & GOLD CL B	01/20/2009	7	82 98	11/28/2011	7	249 82	0 00	166 84

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STOCKS								
FREEPORT MCMORAN COPPER & GOLD CL B	01/20/2009	77	912 76	10/19/2011	77	2,651 97	0 00	1,739 21
FREEPORT MCMORAN COPPER & GOLD CL B	01/20/2009	10	118 54	12/15/2011	10	370 21	0 00	251 67
GENERAL ELECTRIC CO	06/24/2003	117	3,510 00	12/15/2011	117	1,962 11	0 00	(1,547 89)
GENERAL ELECTRIC CO	03/15/2004	438	13,337 10	10/04/2011	438	6,253 77	0 00	(7,083 33)
GENZYME CORP	06/28/2006	250	15,250 00	02/17/2011	250	18,827 93	0 00	3,577 93
GENZYME CORP	07/06/2006	50	3,018 86	02/17/2011	50	3,765 59	0 00	746 73
GOOGLE INC	10/13/2008	3	1,079 93	11/28/2011	3	1,757 18	0 00	677 25
GOOGLE INC	10/13/2008	5	1,799 89	12/15/2011	5	3,098 90	0 00	1,299 01
HOME DEPOT INC	09/13/2002	10	330 50	11/28/2011	10	371 62	0 00	41 12
HOME DEPOT INC	09/13/2002	52	1,718 60	12/15/2011	52	2,058 76	0 00	340 16
IMMUNOGEN INC	10/15/2010	21	162 49	11/28/2011	21	246 53	0 00	84 04
IMMUNOGEN INC	10/15/2010	1	7 74	12/15/2011	1	11 21	0 00	3 47
INTEL CORP	10/24/1996	435	6,042 42	01/06/2011	435	8,996 21	0 00	2,953 79
JOHNSON & JOHNSON	07/30/1997	74	2,287 06	09/09/2011	74	4,694 59	0 00	2,407 53
JOHNSON & JOHNSON	07/30/1997	11	339 97	12/15/2011	11	702 90	0 00	362 93
JUNIPER NETWORKS INC	10/23/2008	67	1,185 17	03/10/2011	67	2,817 85	0 00	1,632 68
JUNIPER NETWORKS INC	10/23/2008	181	3,201 73	02/25/2011	181	7,919 39	0 00	4,717 66
JUNIPER NETWORKS INC	10/24/2008	12	201 99	11/28/2011	12	252 95	0 00	50 96
JUNIPER NETWORKS INC	11/07/2008	20	342 25	03/10/2011	20	841 15	0 00	498 90
LIBERTY MEDIA CORP LIBERTY CAP CL A	01/29/2009	3	16 49	11/28/2011	3	225 62	0 00	209 13
LIBERTY MEDIA CORP LIBERTY CAP CL A	01/29/2009	214	1,176 49	10/19/2011	214	15,739 69	0 00	14,563 20
LIBERTY MEDIA HLDG CORP INTERACTIVE SE	03/17/2008	19	304 94	11/28/2011	19	295 82	0 00	(9 12)
LIBERTY MEDIA HLDG CORP INTERACTIVE SE	03/17/2008	117	1,877 77	10/19/2011	117	1,775 79	0 00	(101 98)
LIBERTY MEDIA HLDG CORP INTERACTIVE SE	03/17/2008	11	176 54	12/15/2011	11	169 53	0 00	(7 01)
LIBERTY MEDIA HLDG CORP INTERACTIVE SE	03/19/2008	58	955 38	10/19/2011	58	880 30	0 00	(75 08)
LIBERTY MEDIA HLDG CORP INTERACTIVE SE	04/24/2007	20	666 68	02/23/2011	20	1,392 76	0 00	726 08
L 3 COMMUNICATIONS HLDGS INC	01/03/2007	4	326 63	12/15/2011	4	263 22	0 00	(63 41)
MADISON SQUARE GARDEN INC	07/18/2006	75	1,082 23	03/31/2011	75	2,024 04	0 00	941 81
MADISON SQUARE GARDEN INC	04/07/2008	25	401 15	03/31/2011	25	674 68	0 00	273 53
MADISON SQUARE GARDEN INC	11/11/2009	12	209 65	03/31/2011	12	337 34	0 00	127 69
MICROSOFT CORP	04/28/2006	30	725 64	11/28/2011	30	743 98	0 00	18 34
MICROSOFT CORP	04/28/2006	70	1,693 16	12/15/2011	70	1,797 64	0 00	104 48
MONSATO CO NEW	01/21/2010	15	1,216 54	11/28/2011	15	1,040 08	0 00	(176 46)
MONSATO CO NEW	01/21/2010	8	648 82	12/15/2011	8	549 18	0 00	(99 64)
NASDAQ OMX GROUP INC	05/08/2008	178	6,941 59	10/18/2011	178	4,381 40	0 00	(2,560 19)
NASDAQ OMX GROUP INC	05/08/2008	137	5,342 68	06/23/2011	137	3,178 69	0 00	(2,163 99)
NASDAQ OMX GROUP INC	05/08/2008	115	4,484 74	03/17/2011	115	2,828 10	0 00	(1,656 64)

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STOCKS								
NASDAQ OMX GROUP INC	06/04/2008	12	390 47	11/28/2011	12	301 07	0 00	(89 40)
NASDAQ OMX GROUP INC	06/04/2008	84	2,733 25	10/18/2011	84	2,067 63	0 00	(665 62)
NASDAQ OMX GROUP INC	06/04/2008	1	32 54	12/15/2011	1	24 31	0 00	(8 23)
NATIONAL OILWELL VARGO INC	01/16/2008	56	4,146 38	10/19/2011	56	3,576 74	0 00	(569 64)
NATIONAL OILWELL VARGO INC	01/13/2009	18	473 97	10/19/2011	18	1,149 67	0 00	675 70
NATIONAL OILWELL VARGO INC	01/13/2009	5	131 66	11/28/2011	5	325 94	0 00	194 28
NATIONAL OILWELL VARGO INC	01/13/2009	2	52 66	12/15/2011	2	128 43	0 00	75 77
NVIDIA CORP	12/29/2008	715	5,408 04	08/12/2011	715	9,402 70	0 00	3,994 66
NVIDIA CORP	12/29/2008	202	1,527 87	07/14/2011	202	2,894 30	0 00	1,366 43
NVIDIA CORP	12/29/2008	383	2,896 90	05/17/2011	383	6,643 35	0 00	3,746 45
NUCOR CORP	02/15/2009	8	326 41	11/28/2011	8	292 31	0 00	(34 10)
NUCOR CORP	02/15/2009	17	693 63	12/15/2011	17	656 07	0 00	(37 56)
PALL CORP	01/18/2007	24	824 02	12/15/2011	24	1,343 55	0 00	519 53
PALL CORP	01/18/2007	13	446 34	11/28/2011	13	669 35	0 00	223 01
PALL CORP	01/18/2007	99	3,399 07	10/19/2011	99	4,745 36	0 00	1,346 29
PEPSICO INC	10/01/1996	38	996 38	08/05/2011	38	2,457 31	0 00	1,460 93
PEPSICO INC	10/01/1996	11	288 42	12/15/2011	11	713 02	0 00	424 60
PROCTER & GAMBLE CO	08/21/1997	35	1,508 81	08/05/2011	35	2,123 73	0 00	614 92
PROCTER & GAMBLE CO	03/12/2002	83	2,830 51	08/05/2011	83	5,036 26	0 00	2,205 75
PROCTER & GAMBLE CO	03/12/2002	7	238 72	11/28/2011	7	434 27	0 00	195 55
PROCTER & GAMBLE CO	03/12/2002	18	613 85	12/15/2011	18	1,170 37	0 00	556 52
SANDISK CORP	06/28/2006	200	10,005 40	10/19/2011	200	9,005 15	0 00	(1,000 25)
SANDISK CORP	07/06/2006	11	537 98	11/28/2011	11	522 37	0 00	(15 61)
SANDISK CORP	07/06/2006	13	635 79	10/19/2011	13	585 33	0 00	(50 46)
SANDISK CORP	07/06/2006	11	537 98	12/15/2011	11	527 58	0 00	(10 40)
SEAGATE TECHNOLOGY IRELAND	01/18/2007	134	3,512 14	11/28/2011	134	2,132 44	0 00	(1,379 70)
SEAGATE TECHNOLOGY IRELAND	01/18/2007	84	2,201 64	12/15/2011	84	1,298 11	0 00	(903 53)
TE CONECTIVITY LTD - CHF	06/28/2006	16	433 54	11/28/2011	16	491 19	0 00	57 65
TE CONECTIVITY LTD - CHF	06/28/2006	5	156 73	12/15/2011	5	151 05	0 00	(5 68)
TEXAS INSTRUMENTS INC	06/12/1998	107	1,307 41	03/10/2011	107	3,684 35	0 00	2,376 94
TEXAS INSTRUMENTS INC	06/12/1998	49	598 72	11/28/2011	49	1,399 57	0 00	800 85
TEXAS INSTRUMENTS INC	06/12/1998	33	403 22	12/15/2011	33	939 27	0 00	536 05
THERMO FISHER SCIENTIFIC INC	06/10/2010	3	153 87	12/15/2011	3	132 42	0 00	(21 45)
TYCO INTL LTD CHF	06/28/2006	51	2,134 10	11/28/2011	51	2,343 96	0 00	209 86
TYCO INTL LTD CHF	06/28/2006	34	1,422 73	12/15/2011	34	1,529 36	0 00	106 63
UNITEDHEALTH GROUP INC	06/28/2006	270	11,801 70	10/19/2011	270	12,537 93	0 00	736 23
UNITEDHEALTH GROUP INC	06/28/2006	13	568 23	11/28/2011	13	582 77	0 00	14 54

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							ST	LT
STOCKS								
UNITEDHEALTH GROUP INC	06/28/2006	38	1,660 98	12/15/2011	38	1,844 92	0 00	183 94
VERTEX PHARMACEUTICALS INC	10/31/2008	4	102 22	12/15/2011	4	127 45	0 00	25 23
VISA INC COM CL A	06/11/2010	57	4,305 66	07/29/2011	57	4,882 51	0 00	576 85
VISA INC COM CL A	06/11/2010	35	2,643 83	11/28/2011	35	3,253 88	0 00	610 05
VISA INC COM CL A	06/11/2010	37	2,794 90	12/15/2011	37	3,558 71	0 00	763 81
YAHOO INC	03/20/2009	170	2,323 17	07/20/2011	170	2,305 58	0 00	(17 59)
YAHOO INC	03/20/2009	265	3,621 41	07/14/2011	265	3,908 07	0 00	286 66
YAHOO INC	03/27/2009	540	7,194 04	07/20/2011	540	7,323 61	0 00	129 57
YAHOO INC	12/02/2009	150	2,299 61	07/14/2011	150	2,212 11	0 00	(87 50)
TOTAL LONG TERM			315,290 21			434,069 74	0 00	118,779 53