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**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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation <b>RICHARD ROTH FOUNDATION</b>		<b>A Employer identification number</b> 20-5706189
Number and street (or P O box number if mail is not delivered to street address) C/O PRICEWATERHOUSECOOPERS LLP 2020 MAIN STREET, SUITE 400		<b>B Telephone number (see instructions)</b> (949) 437-5200
Room/suite		
City or town, state, and ZIP code IRVINE, CA 92614		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 1,757,380.		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method		
<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	1,000,000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	169.	169.		
	4 Dividends and interest from securities	24,083.	24,083.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-66,573.			
	b Gross sales price for all assets on line 6a	1,268,847.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	18.	18.		ATCH 1	
12 <b>Total.</b> Add lines 1 through 11	957,697.	24,270.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	2,468.	2,468.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) *	626.	626.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	110.	100.		10.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	3,204.	3,194.		10.
	25 Contributions, gifts, grants paid	121,500.			121,500.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	124,704.	3,194.		121,510.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	832,993.				
b Net investment income (if negative, enter -0-)		21,076.			
c Adjusted net income (if negative, enter -0-)					

SCANNED BY 2012 Operating and Administrative Expenses

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STATE OF CALIFORNIA

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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	3,423.	18,280.	18,280.
	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 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) <b>ATCH 5</b>	572,437.	1,050,965.	1,009,603.
	c	Investments - corporate bonds (attach schedule) <b>ATCH 6</b>	344,421.	670,952.	689,065.
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) <b>ATCH 7</b>	26,887.	39,933.	40,401.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe <b>ATCH 8</b> )		31.	31.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	947,168.	1,780,161.	1,757,380.	
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	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>				
	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	947,168.	1,780,161.	
30	<b>Total net assets or fund balances</b> (see instructions)	947,168.	1,780,161.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	947,168.	1,780,161.		

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)	947,168.
2	Enter amount from Part I, line 27a	832,993.
3	Other increases not included in line 2 (itemize)	
4	Add lines 1, 2, and 3	1,780,161.
5	Decreases not included in line 2 (itemize)	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	1,780,161.

**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.)
<b>1a</b>	SEE PART IV SCHEDULE			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	-66,573.
<b>3</b> 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 instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>3</b>	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	47,943.	845,560.	0.056700
2009	41,799.	746,925.	0.055961
2008	41,420.	910,641.	0.045484
2007	35,905.	1,037,172.	0.034618
2006		994,539.	

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.192763
<b>3</b> 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	<b>3</b>	0.038553
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	1,891,609.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	72,927.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	211.
<b>7</b> Add lines 5 and 6	<b>7</b>	73,138.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	<b>8</b>	121,510.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits/payments. Total tax due is 413.00, with 413.00 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, expenditures, and state reporting. Includes sub-rows 6a-6b for state requirements.

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 instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of PRICewaterhouseCOOPERS, LLP Telephone no 949-437-5200
Located at 2020 MAIN STREET, SUITE 400 IRVINE, CA ZIP + 4 92614
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
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?

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.

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 instructions)?
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
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
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

5 a 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 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 instructions)?  Yes  No  
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)

6 a 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?  Yes  No  
If "Yes" to 6b, file Form 8870

7 a 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?  Yes  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 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
ATTACHMENT 9		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 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 instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,840,233.
b	Average of monthly cash balances	1b	80,182.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,920,415.
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	1,920,415.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,806.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,891,609.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	94,580.

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

1	Minimum investment return from Part X, line 6	1	94,580.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	211.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	211.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	94,369.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	94,369.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	94,369.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	121,510.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	121,510.
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 instructions)	5	211.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	121,299.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				94,369.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			25,547.	
b Total for prior years 20 09, 20 08, 20 07 . . . . .				
3 Excess distributions carryover, if any, to 2011.				
a From 2006 . . . . .				
b From 2007 . . . . .				
c From 2008 . . . . .				
d From 2009 . . . . .				
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 121,510.				
a Applied to 2010, but not more than line 2a . . . . .			25,547.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2011 distributable amount . . . . .				94,369.
e Remaining amount distributed out of corpus . . . . .	1,594.			
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 . . . . .	1,594.			
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 instructions . . . . .				
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	1,594.			
10 Analysis of line 9.				
a Excess from 2007 . . . . .				
b Excess from 2008 . . . . .				
c Excess from 2009 . . . . .				
d Excess from 2010 . . . . .				
e Excess from 2011 . . . . .	1,594.			

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

NOT APPLICABLE

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

Empty box for ruling date

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Table with columns: Tax year (a) 2011, Prior 3 years (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, and alternative tests (Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

NOT APPLICABLE

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

NOT APPLICABLE

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

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

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

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

c Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 10</p>				
<b>Total</b> .....				<b>3a</b> 121,500.
<p><i>b Approved for future payment</i></p>				
<b>Total</b> .....				<b>3b</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: 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.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for (b) and (d).

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 [X]

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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

Signature of officer or trustee: [Handwritten Signature] Date: 9/20/12 Title: Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only section containing fields for Preparer's name (KATHLEEN MCMANUS), Signature (Kathleen McManus), Date (SEP 05 2012), Firm's name (PRICEWATERHOUSECOOPERS LLP), Firm's address (2020 MAIN STREET, SUITE 400 IRVINE, CA 92614), Firm's EIN (13-4008324), and Phone no (949-437-5200).

Schedule of Contributors

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

2011

Name of the organization  
RICHARD ROTH FOUNDATION

Employer identification number  
20-5706189

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization RICHARD ROTH FOUNDATION

Employer identification number  
20-5706189

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FLORENCE ROTH ----- 9302 S. GARFIELD AVENUE ----- SOUTH GATE, CA 90280 -----	\$ 1,000,000. -----	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization RICHARD ROTH FOUNDATION

Employer identification number  
20-5706189

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

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

Name of organization RICHARD ROTH FOUNDATION

Employer identification number

20-5706189

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.**

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
_____		_____	
_____		_____	
_____		_____	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	18.	18.
TOTALS	<u>18.</u>	<u>18.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	2,468.	2,468.
TOTALS	<u>2,468.</u>	<u>2,468.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	626.	626.
TOTALS	<u>626.</u>	<u>626.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATE FILING FEE	10.		
PORTFOLIO DEDUCTIONS	100.	100.	
TOTALS	<u>110.</u>	<u>100.</u>	<u>10.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #XXX755-2	364,522.	369,509.
GOLDMAN SACHS #XXX756-0	367,665.	368,732.
GOLDMAN SACHS #XXX857-0	318,778.	271,362.
TOTALS	<u>1,050,965.</u>	<u>1,009,603.</u>



**RICHARD ROTH FND. ROTHSCCHILD: LCV**  
Holdings

Period Ended December 31, 2011

**PUBLIC EQUITY**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
<b>US EQUITY</b>								
ROTHSCCHILD LARGE CAP VALUE								
U S DOLLAR	(2,688 16)	1 0000	(2,688 16)		(2,688 16)			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)*	7,650 12	1 0000	7,650 12	1 0000	7,650 12		0 1903	14 56
<b>Market Value /</b>								
ACTIVISION BLIZZARD INC CMN (ATVI)	324 00	12 3200	3,991 68	12 8200	4,153 68	(162 00)	1 3393	53 46
ALASKA AIR GROUP INC(DEL HLDG) CMN (ALK)	38 00	75 0900	2,853 42	67 8700	2,579 06	274 36		
AMERICAN FINANCIAL GROUP INC CMN (AFG)	103 00	36 8900	3,799 67	36 0761	3,715 84	83 83	1 8975	72 10
AMERIPRISE FINANCIAL INC CMN (AMP)	115 00	49 6400	5,708 60	47 1200	5,418 80	289 80	2 2562	128 80
AMERISOURCEBERGEN CORPORATION CMN (ABC)	106 00	37 1900	3,942 14	39 6600	4,203 96	(261 82)	1 3982	55 12
AMGEN INC CMN (AMGN)	36 00	64 2100	2,311 56	57 9563	2,086 43	225 13	2 2426	51 84
ARMSTRONG WORLD INDUSTRIES, INC CMN (AWI)	74 00	43 8700	3,246 38	40 0849	2,966 28	280 10		
AT&T INC CMN (T)	259 00	30 2400	7,832 16	29 3600	7,604 24	227 92	5 8201	455 84
BANK OF AMERICA CORP CMN (BAC)	359 00	5 5600	1,996 04	6 2000	2,225 80	(229 76)	0 7194	14 36
BERKSHIRE HATHAWAY INC. CLASS B (BRKB)	46 00	76 3000	3,509 80	76 7400	3,530 04	(20 24)		
BIAGEN DEC INC CMN (BIIB)	24 00	110 0500	2,641 20	113 5800	2,725 92	(84 72)		
BRISTOL-MYERS SQUIBB COMPANY CMN (BMY)	155 00	35 2400	5,462 20	31 7800	4,925 90	536 30	3 8593	210 80
CAPITAL ONE FINANCIAL CORP CMN (COF)	70 00	42 2900	2,960 30	45 0200	3,151 40	(191 10)	0 4729	14 00
CBS CORPORATION CMN CLASS B (CBS)	191 00	27 1400	5,183 74	26 1421	4,993 15	190 59	1 4738	76 40
			20 20					
CELGENE CORPORATION CMN (CELG)	68 00	67 6000	4,596 80	61 9780	4,214 51	382 29		
CENTERPOINT ENERGY, INC CMN (CNP)	182 00	20 0900	3,656 38	19 7500	3,594 50	61 88	3 9323	143 78
CHEVRON CORPORATION CMN (CVX)	104 00	106 4000	11,065 60	106 8300	11,110 32	(44 72)	3 0451	336 96
CHUBB CORP CMN (CB)	47 00	69 2200	3,253 34	67 6600	3,180 02	73 32	2 2537	73 32
			18 33					
CISCO SYSTEMS, INC CMN (CSCO)	418 00	18 0800	7,557 44	18 8147	7,864 54	(307 10)	1 3274	100 32
CITIGROUP INC. CMN (C)	218 00	26 3100	5,735 58	29 3100	6,389 58	(654 00)		
CMS ENERGY CORPORATION CMN (CMS)	161 00	22 0800	3,554 88	21 1500	3,405 15	149 73	3 8043	135 24



**Statement Detail**  
**RICHARD ROTH FND. ROTHSCHILD: LCV**  
 Holdings (Continued)

Period Ended December 31, 2011

**PUBLIC EQUITY (Continued)**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>US EQUITY</b>								
ROTHSCHILD - LARGE CAP VALUE								
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	301.00	23.7100	7,136.71 33.86	22.5300	6,781.53	355.18	1.8979	135.45
CONOCOPHILLIPS CMN (COP)	79.00	72.8700	5,756.73	71.1703	5,622.45	134.28	3.6229	208.56
CONSOLIDATED EDISON INC CMN (ED)	59.00	62.0300	3,659.77	59.5400	3,512.86	146.91	3.8691	141.60
COOPER COMPANIES INC (NEW) CMN (COO)	52.00	70.5200	3,667.04	67.1775	3,493.23	173.81	0.0851	3.12
CUMMINS INC COMMON STOCK (CMI)	31.00	88.0200	2,728.62	98.8600	3,064.66	(336.04)	1.8178	49.60
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	81.00	62.0000	5,022.00	66.5577	5,391.17	(369.17)	1.0968	55.06
DIRECTV CMN (DTV)	73.00	42.7600	3,121.48	45.8800	3,349.24	(227.76)		
DISCOVER FINANCIAL SERVICES CMN (DFS)	152.00	24.0000	3,648.00 15.20	24.6900	3,752.88	(104.88)	1.6667	60.80
DTE ENERGY COMPANY CMN (DTE)	91.00	54.4500	4,954.95 53.46	52.0700	4,738.37	216.58	4.3159	213.85
EAST WEST BANCORP INC CMN (EWBC)	166.00	19.7500	3,278.50	19.6600	3,263.56	14.94	1.0127	33.20
EXXON MOBIL CORPORATION CMN (XOM)	62.00	84.7600	5,255.12	79.5500	4,932.10	323.02	2.2180	116.56
FORD MOTOR COMPANY CMN (F)	187.00	10.7600	2,012.12	11.1300	2,081.31	(69.19)	1.8587	37.40
FREEPORT-MCMORAN COPPER & GOLD CMN (FCX)	102.00	36.7900	3,752.58	39.8500	4,064.70	(312.12)	2.7181	102.00
GENERAL ELECTRIC CO CMN (GE)	485.00	17.9100	8,686.35 82.45	16.3100	7,910.35	776.00	3.7968	329.80
HELMERICH & PAYNE INC CMN (HP)	74.00	58.3600	4,318.64	55.3200	4,093.68	224.96	0.4798	20.72
HEWLETT-PACKARD CO CMN (HPQ)	213.00	25.7600	5,486.88 26.64	27.6500	5,889.45	(402.57)	1.8634	102.24
HONEYWELL INTL INC CMN (HON)	40.00	54.3500	2,174.00	54.8600	2,194.40	(20.40)	2.7415	59.60
IAC/INTERACTIVECORP CMN (IAC)	90.00	42.6000	3,834.00	41.4389	3,729.50	104.50	0.2817	10.80
INTEL CORPORATION CMN (INTC)	281.00	24.2500	6,814.25	24.8486	6,982.46	(168.21)	3.4639	236.04
JOHNSON & JOHNSON CMN (JNJ)	103.00	65.5800	6,754.74	65.2800	6,723.84	30.90	3.4767	234.84
JPMORGAN CHASE & CO CMN (JPM)	237.00	33.2500	7,880.25	33.1400	7,854.18	26.07	3.0075	237.00

Portfolio No XXX-XX755-2

**RICHARD ROTH FND. ROTHSCCHILD: LCV**  
Holdings (Continued)

Period Ended December 31, 2011

**PUBLIC EQUITY (Continued)**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>US EQUITY</b>								
ROTHSCCHILD LARGE CAP VALUE								
KEYCORP CMN (KEY)	389 00	7.6900	2,991.41	7.4625	2,902.92	88.49	1.5605	46.68
M&T BANK CORPORATION CMN (MTB)	62 00	76.3400	4,733.08	73.7100	4,570.02	163.06	3.6678	173.60
MACY'S INC. CMN (M)	181.00	32.1800	5,824.58	30.9300	5,598.33	226.25	1.2430	72.40
			18.10					
MARATHON OIL CORPORATION CMN (MRO)	256 00	29.2700	7,493.12	28.3300	7,252.48	240.64	2.0499	153.60
MCKESSON CORPORATION CMN (MCK)	60 00	77.9100	4,674.60	82.7900	4,967.40	(292.80)	1.0268	48.00
			12.80					
MICROSOFT CORPORATION CMN (MSFT)	202 00	25.9600	5,243.92	26.9779	5,449.53	(205.61)	3.0817	161.60
NASDAQ OMX GROUP, INC CMN (NDAQ)	148 00	24.5100	3,627.48	26.2952	3,891.69	(264.21)		
NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN (NOV)	98 00	67.9900	6,663.02	70.9648	6,954.56	(291.54)	0.7060	47.04
NORTHROP GRUMMAN CORP CMN (NOC)	40 00	58.4800	2,339.20	59.2700	2,370.80	(31.60)	3.4200	80.00
PARKER-HANINFIN CORP. CMN (PH)	66 00	76.2500	5,032.50	84.2200	5,558.52	(526.02)	1.9410	97.68
PFIZER INC. CMN (PFE)	359 00	21.6400	7,768.76	19.9900	7,176.41	592.35	4.0865	315.92
PHILIP MORRIS INTL INC CMN (PM)	77.00	78.4800	6,042.96	71.5371	5,508.36	534.60	3.9246	237.16
			59.29					
PNC FINANCIAL SERVICES GROUP CMN (PNC)	91.00	57.6700	5,247.97	53.7200	4,888.52	359.45	2.4276	127.40
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	125 00	66.7100	8,338.75	63.9100	7,988.75	350.00	3.1480	262.50
PRUDENTIAL FINANCIAL INC CMN (PRU)	71 00	50.1200	3,558.52	53.9400	3,829.74	(271.22)	2.8931	102.95
RAYMOND JAMES FINANCIAL INC CMN (RJF)	117.00	30.9600	3,622.32	30.1800	3,531.06	91.26	1.6796	60.84
			15.21					
SYMANTEC CORP CMN (SYMC)	297 00	15.6500	4,648.05	17.1200	5,084.64	(436.59)		
TECO ENERGY INC CMN (TE)	183 00	19.1400	3,502.62	18.7700	3,434.91	67.71	4.4932	157.38
THE HERSHEY COMPANY CMN (HSY)	48.00	61.7800	2,965.44	57.0726	2,739.49	225.95	2.2337	66.24
THE TRAVELERS COMPANIES, INC CMN (TRV)	86 00	59.1700	5,088.62	58.3400	5,017.24	71.38	2.7717	141.04
TIME WARNER INC CMN (TWX)	216.00	36.1400	7,806.24	35.0319	7,566.90	239.34	2.6010	203.04
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	121 00	50.6800	6,132.28	47.2000	5,711.20	421.08	1.2826	78.65
VERIZON COMMUNICATIONS INC. CMN (VZ)	250 00	40.1200	10,030.00	37.4300	9,357.50	672.50	4.9850	500.00
VISA INC. CMN CLASS A (V)	68 00	101.5300	6,904.04	94.0146	6,392.99	511.05	0.8667	59.84
WATSON PHARMACEUTICALS INC CMN (WPI)	65 00	60.3400	3,922.10	65.8300	4,278.95	(356.85)		



Statement Detail  
**RICHARD ROTH FND. ROTHSCCHILD: LCV**  
 Holdings (Continued)

Period Ended December 31, 2011

<b>PUBLIC EQUITY (Continued)</b>									
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income	
<b>US EQUITY</b>									
<b>ROTHSCCHILD LARGE CAP VALUE</b>									
WELLS FARGO & CO (NEW) CMN (WFC)	182.00	27.5600	5,015.92	25.5600	4,655.56	360.36	1.7417	87.36	
WESTERN DIGITAL CORP CMN (WDC)	105.00	30.9500	3,249.75	31.0111	3,256.17	(6.42)			
THE HOME DEPOT, INC CMN (HD)	148.00	42.0400	6,221.92	37.9671	5,619.13	602.79	2.7593	171.68	
ALEXANDRIA REAL ESTATE EQUITIES, INC (ARE)	63.00	68.9700	4,345.11	68.4202	4,310.47	34.64	2.8418	123.48	
			30.87						
PUBLIC STORAGE CMN (PSA)	23.00	134.4600	3,082.58	123.8361	2,848.23	244.35	2.8261	87.40	
SIMON PROPERTY GROUP INC CMN (SPG)	38.00	128.9400	4,899.72	126.2892	4,798.99	100.73	2.7920	136.80	
ALLIED WORLD ASSURANCE COMPANY CMN (AWH)	49.00	62.9300	3,083.57	59.8627	2,933.27	150.30			
			18.38						
LYONDELLBASELL INDUSTRIES N.V. CMN CLASS A (LYB)	161.00	32.4900	5,230.89	35.0929	5,649.95	(419.06)	3.0779	161.00	
TOTAL ROTHSCCHILD LARGE CAP VALUE			369,104.64		364,521.68	4,582.96	2.5298	8,286.44	
			404.79						
<b>TOTAL PORTFOLIO</b>									
			<b>369,509.43</b>		<b>364,521.68</b>	<b>4,582.96</b>		<b>8,286.44</b>	



**Statement Detail**  
**RICHARD ROTH FND. DSM: LCG**  
**Holdings**

Period Ended December 31, 2011

**PUBLIC EQUITY**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
<b>US EQUITY</b>								
DSM. LARGE CAP GROWTH	(2,335.50)	1.0000	(2,335.50)		(2,335.50)			
U.S. DOLLAR	9,457.00	1.0000	9,457.00	1.0000	9,457.00		0.1910	18.06
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)*								
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
3M COMPANY CMN (MIMM)	167.00	81.7300	13,648.91	81.8500	13,668.95	(20.04)	2.6918	367.40
ALLERGAN INC CMN (AGN)	144.00	87.7400	12,634.56	84.1000	12,110.40	524.16	0.2279	28.80
APPLE, INC. CMN (AAPL)	72.00	405.0000	29,160.00	385.4900	27,755.28	1,404.72		
BAKER HUGHES INC CMN (BHI)	233.00	48.6400	11,333.12	58.1000	13,537.30	(2,204.18)	1.2336	139.80
CELGENE CORPORATION CMN (CELG)	329.00	67.6000	22,240.40	64.7984	21,318.67	921.73		
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (CTSH)	231.00	64.3100	14,855.61	68.5051	15,824.68	(969.07)		
DISCOVERY COMMUNICATIONS, INC. CMN SERIES A (DISCA)	173.00	40.9700	7,087.81	42.6500	7,378.45	(290.64)		
DOLLAR GENERAL CORPORATION CMN (DG)	338.00	41.1400	13,905.32	38.8221	13,121.87	783.45		
EXPEDITORS INTL WASH INC CMN (EXPD)	281.00	40.9600	11,509.76	44.4796	12,498.76	(989.00)	1.2207	140.50
F5 NETWORKS INC CMN (FFIV)	98.00	106.1200	10,399.76	109.1946	10,701.07	(301.31)		
FRANKLIN RESOURCES INC CMN (BEN)	61.00	96.0600	5,859.66	107.9400	6,584.34	(724.68)	1.1243	65.88
GENERAL ELECTRIC CO CMN (GE)	772.00	17.9100	13,826.52	16.3700	12,637.64	1,188.88	3.7968	524.96
			131.24					
GOOGLE, INC. CMN CLASS A (GOOG)	13.00	645.9000	8,396.70	600.6800	7,808.84	587.86		
INTUITIVE SURGICAL, INC. CMN (ISRG)	20.00	463.0100	9,260.20	434.6000	8,692.00	568.20		
LAS VEGAS SANDS CORP CMN (LVS)	205.00	42.7300	8,759.65	44.2822	9,077.85	(318.20)		
MONSANTO COMPANY CMN (MON)	148.00	70.0700	10,370.36	69.4890	10,284.37	85.99	1.7126	177.60
NETAPP, INC. CMN (NTAP)	241.00	36.2700	8,741.07	42.4956	10,241.44	(1,500.37)		
NIKE CLASS-B CMN CLASS B (NKE)	83.00	96.3700	7,998.71	95.5000	7,926.50	72.21	1.4942	119.52
			41.40					
PHILIP MORRIS INTL INC CMN (PM)	181.00	78.4800	14,204.88	71.9700	13,026.57	1,178.31	3.9246	557.48
			139.37					
PRAXAIR, INC. CMN SERIES (PX)	89.00	106.9000	9,514.10	101.6800	9,049.52	464.58	1.8709	178.00
PRICELINE COM INC CMN (PCLN)	25.00	467.7100	11,692.75	533.4000	13,335.00	(1,642.25)		

**RICHARD ROTH FND. DSM: LCG**  
Holdings (Continued)

Period Ended December 31, 2011

**PUBLIC EQUITY (Continued)**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>US EQUITY</b>								
DSM LARGE CAP GROWTH								
SCHLUMBERGER LTD CMN (SLB)	225.00	68.3100	15,369.75 59.75	75.3671	16,957.60	(1,587.85)	1.4639	225.00
STARBUCKS CORP. CMN (SBUX)	238.00	46.0100	10,950.38	44.3000	10,543.40	406.98	1.4779	161.84
TIFFANY & CO CMN (TIF)	55.00	66.2600	3,644.30	67.0367	3,687.02	(42.72)	1.7507	63.80
VISA INC CMN CLASS A (V)	209.00	101.5300	21,219.77	94.6500	19,781.85	1,437.92	0.8667	183.92
YUM BRANDS, INC. CMN (YUM)	153.00	59.0100	9,028.53	55.2778	8,457.51	571.02	1.9319	174.42
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	171.00	57.7480	9,874.91	56.4000	9,644.40	230.51	3.0592	302.09
SABMILLER PLC SPONSORED ADR (SBMRY)	271.00	35.2240	9,545.70	35.8423	9,713.25	(167.55)	2.2470	214.49
SHIRE LIMITED SPONSORED ADR CMN (SHPGY)	170.00	103.9000	17,663.00	97.1600	16,517.20	1,145.80	0.3849	67.98
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (TCEHY)	425.00	20.0990	8,542.08	20.3800	8,661.50	(119.42)	0.3018	25.78
TOTAL DSM: LARGE CAP GROWTH			368,359.77 371.76		367,664.73	695.04	1.6522	3,737.32

**TOTAL PORTFOLIO**

Market Value	Adjusted Cost / <sup>a</sup> Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
<b>368,731.53</b>	<b>367,664.73</b>	<b>695.04</b>	<b>3,737.32</b>



Statement Detail

**RICHARD ROTH FND.**  
Holdings (Continued)

Period Ended December 31, 2011

<b>PUBLIC EQUITY</b>											
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income			
<b>US EQUITY</b>											
GS GROWTH OPPORTUNITIES FUND	967 619	22 0800	21,365 03	22 2249	21,505 21	(140 18)	0 0181	3 87			
GS GROWTH OPPORTUNITES FUND INSTITUTIONAL SHARES (GG0IX)						6,665 04					
<b>NON-US EQUITY</b>											
MSCI EAFE INDEX FUND (ISHARES)	4,191 00	49 5300	207,580 23	60 2864	252,660 26	(45,080 03)	3 4529	7,167 45			
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (EFA)											
MSCI EMERGING MARKETS INDEX FUND (ISHARES)	1,118 00	37 9400	42,416 92	39 9044	44,613 17	(2,196 25)	2 1294	903 23			
ISHARES MSCI EMERGING MKT INDEX FUND ETF (EEM)						(47,276 28)	3 2283	8,070 68			
<b>TOTAL NON-US EQUITY</b>			<b>249,997.15</b>		<b>297,273.43</b>						
<b>TOTAL PUBLIC EQUITY</b>											
			<b>271,362.18</b>		<b>318,778.64</b>						
											<b>8,074.55</b>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MUTUAL FUNDS	670,952.	689,065.
TOTALS	<u>670,952.</u>	<u>689,065.</u>



Statement Detail  
**RICHARD ROTH FND.**  
 Holdings

Period Ended December 31, 2011

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
<b>FIXED INCOME</b>								
<b>INVESTMENT GRADE FIXED INCOME</b>								
GS CORE FIXED INCOME FUND								
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	59,004,834	10.3200	608,929.89	10.0020	590,168.18	18,761.70		14,161.16
						78,919.89		
<b>OTHER FIXED INCOME</b>								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	6,708,481	6.8700	46,087.26	6.3678	42,718.29	3,368.97		3,669.54
						15,207.26		
<b>FIXED INCOME OTHER</b>								
WISDOMTREE TRUST CMN CLASS E Not Rated	700.00	48.6400	34,048.00	54.3800	38,066.00	(4,018.00)		1,595.72
<b>TOTAL OTHER FIXED INCOME</b>			<b>80,135.26</b>		<b>80,784.29</b>	<b>(649.03)</b>		<b>5,265.26</b>
<b>TOTAL FIXED INCOME</b>			<b>689,065.15</b>		<b>670,952.47</b>	<b>18,112.67</b>		<b>19,426.42</b>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ISHARES S&P GSCI INDEX FUND	39,933.	40,401.
TOTALS	<u>39,933.</u>	<u>40,401.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
2011 DIVIDENDS PAID IN 2012	31.	31.
TOTALS	<u>31.</u>	<u>31.</u>

RICHARD ROTH FOUNDATION

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

0 0 0

TRUSTEE  
1.00

RICHARD ROTH  
9302 S GARFIELD AVE  
SOUTH GATE, CA 90280

GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CARNEGIE HALL SOCIETY 881 SEVENTH AVENUE NEW YORK, NY 10019	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019-5497	NONE PUBLIC CHARITY	GENERAL OPERATIONS	30,000.
AMERICAN FRIENDS OF KESHET EILON INC 411 EAST 53RD STREET, SUITE 14TH NEW YORK, NY 10022	NONE PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVE, 2ND FLOOR NEW YORK, NY 10001	NONE PUBLIC CHARITY	SOMALIA NUTRITION	25,000.
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD. WEST HOLLYWOOD, CA 90048	NONE PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
EMPIRE STATE PRIDE AGENDA FOUNDATION 16 WEST 22ND STREET SECOND FLOOR NEW YORK, NY 10010	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD. LOS ANGELES, CA 90036	NONE PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
NEUE GALERIE 1048 5TH AVE NEW YORK, NY 10028	NONE PRIVATE OPERATING FND.	GENERAL OPERATIONS	500.
NEW MUSEUM OF CONTEMPORARY ART 235 BOWERY NEW YORK, NY 10002	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
NEW YORK- PRESBYTERIAN FUND, INC. 525 E 68TH ST, BOX 123 NEW YORK, NY 10065	NONE PUBLIC CHARITY	HEPATITIS C CENTER	5,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AND 42ND STREET NEW YORK, NY 10018	NONE PUBLIC CHARITY	LITERARY PROGRAM	10,000.
TOTAL CONTRIBUTIONS PAID			<u>121,500.</u>

FORM 990PF, PART VII-A QUESTION 10 - SUBSTANTIAL CONTRIBUTOR

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FLORENCE ROTH  
9302 SOUTH GARFIELD AVENUE  
SOUTH GATE, CA 90280

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					10.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					1,677.	
427,431.		ST #977560 SEE ATTACHED DETAIL PROPERTY TYPE: SECURITIES 408,890.				P	VARIOUS	VARIOUS
							18,541.	
446,336.		ST #977552 SEE ATTACHED DETAIL PROPERTY TYPE: SECURITIES 425,746.				P	VARIOUS	VARIOUS
							20,590.	
2,893.		ST #288570 SEE ATTACHED DETAIL PROPERTY TYPE: SECURITIES 3,038.				P	VARIOUS	VARIOUS
							-145.	
390,500.		LT #288570 SEE ATTACHED DETAIL PROPERTY TYPE: SECURITIES 497,746.				P	VARIOUS	VARIOUS
							-107,246.	
TOTAL GAIN(LOSS) .....							<u>-66,573.</u>	

TAXPAYER: RICHARD ROTH FOUNDATION

ATTACHMENT TO PART IV, CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

TAX YEAR ENDING 12/31/2011

EIN: 20-5706189

Symbol	Description	Trade Date	Date Sold / Covered		Proceeds (Base)	Cost (Base)	Gain/Loss (Base)
			Trade Date	Covered			
SPY	SPDR S&P 500 ETF TRUST	16-Aug-2011	11-Nov-2011		31,418	29,967	1,451
IWF	ISHARES RUSSELL 1000 GROWTH ETF	11-Aug-2011	11-Nov-2011		32,577	30,022	2,554
IWF	ISHARES RUSSELL 1000 GROWTH ETF	3-Aug-2011	11-Nov-2011		171,422	170,291	1,131
SPY	SPDR S&P 500 ETF TRUST	9-Aug-2011	11-Nov-2011		631	576	55
IWF	ISHARES RUSSELL 1000 GROWTH ETF	22-Sep-2011	11-Nov-2011		153,467	139,779	13,687
DISCA	DISCOVERY COMMUNICATIONS, INC. CMN SERIES A	11-Nov-2011	16-Nov-2011		3,004	3,071	(67)
DISCA	DISCOVERY COMMUNICATIONS, INC. CMN SERIES A	11-Nov-2011	18-Nov-2011		2,315	2,431	(116)
DISCA	DISCOVERY COMMUNICATIONS, INC. CMN SERIES A	11-Nov-2011	28-Nov-2011		1,773	1,877	(103)
CELG	CELGENE CORPORATION CMN	11-Nov-2011	9-Dec-2011		1,238	1,296	(58)
DG	DOLLAR GENERAL CORPORATION CMN	11-Nov-2011	9-Dec-2011		810	776	34
NTAP	NETAPP, INC. CMN	11-Nov-2011	9-Dec-2011		556	556	-
TCEHY	TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN	11-Nov-2011	9-Dec-2011		497	530	(33)
DISCA	DISCOVERY COMMUNICATIONS, INC. CMN SERIES A	11-Nov-2011	9-Dec-2011		413	427	(14)
AGN	ALLERGAN INC CMN	11-Nov-2011	9-Dec-2011		659	673	(14)
BEN	FRANKLIN RESOURCES INC CMN	11-Nov-2011	9-Dec-2011		294	324	(30)
NKE	NIKE CLASS-B CMN CLASS B	11-Nov-2011	9-Dec-2011		576	573	3
GE	GENERAL ELECTRIC CO CMN	11-Nov-2011	9-Dec-2011		739	737	2
SLB	SCHLUMBERGER LTD CMN	11-Nov-2011	9-Dec-2011		1,015	1,055	(40)
AAPL	APPLE, INC. CMN	11-Nov-2011	9-Dec-2011		1,573	1,542	31
EXPD	EXPEDITORS INTL WASH INC CMN	11-Nov-2011	9-Dec-2011		698	698	-
MMM	3M COMPANY CMN	11-Nov-2011	9-Dec-2011		810	819	(8)
SBUX	STARBUCKS CORP. CMN	11-Nov-2011	9-Dec-2011		736	753	(17)
NSRGY	NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS)	11-Nov-2011	9-Dec-2011		559	564	(5)
BHI	BAKER HUGHES INC CMN	11-Nov-2011	9-Dec-2011		689	813	(125)
FFIV	F5 NETWORKS INC CMN	11-Nov-2011	9-Dec-2011		670	655	15
SHPGY	SHIRE LIMITED SPONSORED ADR CMN	11-Nov-2011	9-Dec-2011		994	972	23
YUM	YUM BRANDS, INC. CMN	11-Nov-2011	9-Dec-2011		818	774	44
MON	MONSANTO COMPANY CMN	21-Nov-2011	9-Dec-2011		489	489	-
PX	PRAXAIR, INC CMN SERIES	11-Nov-2011	9-Dec-2011		513	508	5
CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	11-Nov-2011	9-Dec-2011		816	816	-
GOOG	GOOGLE, INC. CMN CLASS A	11-Nov-2011	9-Dec-2011		621	601	20
SBMRY	SABMILLER PLC SPONSORED ADR	11-Nov-2011	9-Dec-2011		473	473	-
ISRG	INTUITIVE SURGICAL, INC. CMN	11-Nov-2011	9-Dec-2011		434	435	(1)

LVS	LAS VEGAS SANDS CORP CMN	11-Nov-2011	9-Dec-2011	571	576	(4)
PCLN	PRICELINE.COM INC CMN	11-Nov-2011	9-Dec-2011	959	1,067	(107)
PM	PHILIP MORRIS INTL INC CMN	11-Nov-2011	9-Dec-2011	828	792	36
YUM	YUM BRANDS, INC. CMN	11-Nov-2011	20-Dec-2011	1,457	1,382	75
V	VISA INC CMN CLASS A	11-Nov-2011	9-Dec-2011	1,252	1,230	21
SBUX	STARBUCKS CORP CMN	11-Nov-2011	14-Dec-2011	2,102	2,171	(68)
YUM	YUM BRANDS, INC. CMN	11-Nov-2011	14-Dec-2011	3,443	3,317	126
NKE	NIKE CLASS-B CMN CLASS B	11-Nov-2011	21-Dec-2011	2,521	2,483	38
<b>TOTAL ST #977560 GAIN (LOSS)</b>				<b>427,431 30</b>	<b>408,890 03</b>	<b>18,541 28</b>

IWD	ISHARES TRUST - RUSSELL 1000 VALUE INDEX FUND ETF ISHARES RUSSELL 1000 VAL INDE	11-Aug-2011	11-Nov-2011	32,642	30,009	2,633
SPY	SPDR S&P 500 ETF TRUST	9-Aug-2011	11-Nov-2011	32,275	29,353	2,922
IWD	ISHARES TRUST - RUSSELL 1000 VALUE INDEX FUND ETF ISHARES RUSSELL 1000 VAL INDE	3-Aug-2011	11-Nov-2011	170,438	170,104	334
IWD	ISHARES TRUST - RUSSELL 1000 VALUE INDEX FUND ETF ISHARES RUSSELL 1000 VAL INDE	22-Sep-2011	11-Nov-2011	152,120	135,060	17,060
FL	FOOT LOCKER, INC. CMN	11-Nov-2011	15-Nov-2011	408	417	(9)
COF	CAPITAL ONE FINANCIAL CORP CMN	11-Nov-2011	15-Nov-2011	1,559	1,621	(62)
ASH	ASHLAND INC. CMN	11-Nov-2011	15-Nov-2011	1,110	1,099	11
ASH	ASHLAND INC. CMN	11-Nov-2011	15-Nov-2011	978	942	36
BMC	BMC SOFTWARE INC. CMN	11-Nov-2011	17-Nov-2011	820	863	(43)
T	AT&T INC CMN	11-Nov-2011	17-Nov-2011	949	969	(20)
BIIB	BIOGEN IDEC INC. CMN	11-Nov-2011	18-Nov-2011	1,409	1,477	(67)
F	FORD MOTOR COMPANY CMN	11-Nov-2011	21-Nov-2011	1,165	1,313	(149)
LYB	LYONDELLBASELL INDUSTRIES N.V. CMN CLASS A	11-Nov-2011	18-Nov-2011	862	898	(36)
KSS	KOHL'S CORP (WISCONSIN) CMN	11-Nov-2011	6-Dec-2011	2,391	2,638	(247)
TWX	TIME WARNER INC. CMN	11-Nov-2011	12-Dec-2011	443	443	-
BMC	BMC SOFTWARE INC. CMN	11-Nov-2011	21-Nov-2011	906	975	(69)
PG	PROCTER & GAMBLE COMPANY (THE) CMN	11-Nov-2011	22-Nov-2011	1,113	1,150	(37)
COF	CAPITAL ONE FINANCIAL CORP CMN	11-Nov-2011	22-Nov-2011	900	990	(91)
PFE	PFIZER INC. CMN	11-Nov-2011	28-Nov-2011	1,597	1,679	(82)
T	AT&T INC CMN	11-Nov-2011	28-Nov-2011	1,538	1,615	(77)
ABC	AMERISOURCEBERGEN CORPORATION CMN	11-Nov-2011	28-Nov-2011	1,210	1,309	(99)
ATO	ATMOS ENERGY CORPORATION CMN	11-Nov-2011	29-Nov-2011	3,527	3,749	(222)
AMGN	AMGEN INC. CMN	11-Nov-2011	30-Nov-2011	858	869	(12)
JNJ	JOHNSON & JOHNSON CMN	11-Nov-2011	5-Dec-2011	820	849	(29)
FL	FOOT LOCKER, INC CMN	11-Nov-2011	7-Dec-2011	2,005	1,878	126
GE	GENERAL ELECTRIC CO CMN	11-Nov-2011	12-Dec-2011	579	571	8
IACI	IAC/INTERACTIVECORP CMN	11-Nov-2011	12-Dec-2011	411	414	(3)
DTV	DIRECTV CMN	11-Nov-2011	12-Dec-2011	322	321	1
CNP	CENTERPOINT ENERGY, INC. CMN	11-Nov-2011	12-Dec-2011	253	257	(4)
CBS	CBS CORPORATION CMN CLASS B	11-Nov-2011	12-Dec-2011	286	286	-
BRKB	BERKSHIRE HATHAWAY INC. CLASS B	11-Nov-2011	12-Dec-2011	305	307	(2)
CMI	CUMMINS INC COMMON STOCK	11-Nov-2011	12-Dec-2011	184	198	(14)

CMCSA	COMCAST CORPORATION CMN CLASS A VOTING	11-Nov-2011	641	631	11-
HD	THE HOME DEPOT, INC. CMN	12-Dec-2011	356	343	13
CMS	CMS ENERGY CORPORATION CMN	12-Dec-2011	248	254	(6)
JNJ	JOHNSON & JOHNSON CMN	12-Dec-2011	382	392	(10)
WPI	WATSON PHARMACEUTICALS INC CMN	12-Dec-2011	368	395	(27)
UNH	UNITEDHEALTH GROUP INCORPORATE CMN	12-Dec-2011	389	378	12
HPQ	HEWLETT-PACKARD CO. CMN	12-Dec-2011	247	249	(2)
SYMC	SYMANTEC CORP CMN	12-Dec-2011	221	240	(18)
PH	PARKER-HANNIFIN CORP. CMN	12-Dec-2011	316	337	(21)
CB	CHUBB CORP CMN	12-Dec-2011	272	271	1
HSY	THE HERSHEY COMPANY CMN	12-Dec-2011	295	285	10
TE	TECO ENERGY INC CMN	12-Dec-2011	274	282	(8)
BMY	BRISTOL-MYERS SQUIBB COMPANY CMN	12-Dec-2011	367	350	17
CSCO	CISCO SYSTEMS, INC. CMN	12-Dec-2011	425	425	-
PFE	PFIZER INC. CMN	12-Dec-2011	488	480	8
PG	PROCTER & GAMBLE COMPANY (THE) CMN	12-Dec-2011	581	575	6
PNC	PNC FINANCIAL SERVICES GROUP CMN	12-Dec-2011	273	269	4
MSFT	MICROSOFT CORPORATION CMN	12-Dec-2011	280	297	(16)
COO	COOPER COMPANIES INC (NEW) CMN	12-Dec-2011	336	336	(0)
DTE	DTE ENERGY COMPANY CMN	12-Dec-2011	363	364	(1)
ED	CONSOLIDATED EDISON INC CMN	12-Dec-2011	294	298	(3)
AFG	AMERICAN FINANCIAL GROUP INC CMN	12-Dec-2011	179	179	-
ARE	ALEXANDRIA REAL ESTATE EQUITIES, INC.	12-Dec-2011	198	205	(7)
NOV	NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN	12-Dec-2011	210	213	(3)
WFC	WELLS FARGO & CO (NEW) CMN	12-Dec-2011	291	281	9
MCK	MCKESSON CORPORATION CMN	12-Dec-2011	317	331	(14)
FCX	FREEMET-MCMORAN COPPER & GOLD CMN	12-Dec-2011	192	199	(7)
EWBC	EAST WEST BANCORP INC CMN	12-Dec-2011	187	197	(10)
XOM	EXXON MOBIL CORPORATION CMN	12-Dec-2011	320	318	2
M	MACY'S INC. CMN	12-Dec-2011	486	464	22
MRO	MARATHON OIL CORPORATION CMN	12-Dec-2011	219	227	(8)
DVN	DEVON ENERGY CORPORATION (NEW) CMN	12-Dec-2011	193	193	-
T	AT&T INC CMN	12-Dec-2011	580	587	(7)
JPM	JPMORGAN CHASE & CO CMN	12-Dec-2011	451	464	(13)
ABC	AMERISOURCEBERGEN CORPORATION CMN	12-Dec-2011	287	317	(30)
CVX	CHEVRON CORPORATION CMN	12-Dec-2011	927	961	(34)
VZ	VERIZON COMMUNICATIONS INC. CMN	12-Dec-2011	840	823	16
LYB	LYONDELLBASELL INDUSTRIES N.V. CMN CLASS A	12-Dec-2011	226	226	-
NDAQ	NASDAQ OMX GROUP, INC. CMN	12-Dec-2011	200	200	-
PM	PHILIP MORRIS INTL INC CMN	12-Dec-2011	451	429	22
V	VISA INC CMN CLASS A	12-Dec-2011	483	474	9
CELG	CELGENE CORPORATION CMN	12-Dec-2011	188	185	3

AMP	AMERIPRISE FINANCIAL, INC. CMN	11-Nov-2011	230	236	(6)
MTB	M&T BANK CORPORATION CMN	12-Dec-2011	286	295	(8)
BIIB	BIOGEN IDEC INC. CMN	12-Dec-2011	220	227	(7)
TRV	THE TRAVELERS COMPANIES, INC CMN	12-Dec-2011	333	350	(17)
ATVI	ACTIVISION BLIZZARD INC CMN	12-Dec-2011	384	410	(26)
COP	CONOCOPHILLIPS CMN	12-Dec-2011	283	283	-
MPC	MARATHON PETROLEUM CORPORATION CMN	12-Dec-2011	240	265	(25)
COF	CAPITAL ONE FINANCIAL CORP CMN	12-Dec-2011	226	225	1
ALK	ALASKA AIR GROUP INC(DELD HLDG) CMN	12-Dec-2011	209	204	5
NOC	NORTHROP GRUMMAN CORP CMN	12-Dec-2011	224	237	(13)
CFI	CUMMINS INC COMMON STOCK	13-Dec-2011	1,621	1,779	(159)
DTV	DIRECTV CMN	13-Dec-2011	833	826	7
MPC	MARATHON PETROLEUM CORPORATION CMN	13-Dec-2011	1,539	1,701	(162)
CVX	CHEVRON CORPORATION CMN	14-Dec-2011	698	748	(50)
MPC	MARATHON PETROLEUM CORPORATION CMN	16-Dec-2011	1,982	2,344	(362)
IACI	IAC/INTERACTIVECORP CMN	20-Dec-2011	1,637	1,616	21
ALK	ALASKA AIR GROUP INC(DELD HLDG) CMN	20-Dec-2011	304	271	32
ACN	ACCENTURE PLC CMN	20-Dec-2011	3,861	4,183	(322)
<b>TOTAL ST #977552 GAIN (LOSS)</b>			<b>446,335 66</b>	<b>425,745 87</b>	<b>20,589.79</b>

GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	29-Jun-2010	345	280	65
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	13-Dec-2010	934	890	44
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	8-Dec-2010	1,400	1,634	(234)
GCRIX	GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	8-Dec-2010	213	234	(21)
<b>TOTAL ST #288570 GAIN (LOSS)</b>			<b>2,892.59</b>	<b>3,037 77</b>	<b>(145 18)</b>

GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	20-Jan-2011	7,500	9,267	(1,767)
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	23-Mar-2011	1,000	1,227	(228)
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	22-Sep-2011	1,771	2,523	(751)
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	22-Sep-2011	7,359	10,481	(3,122)
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	22-Sep-2011	2,228	3,174	(945)
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	9-Dec-2008	2,563	2,200	362
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	15-Nov-2006	44,813	68,383	(23,569)
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	12-Dec-2006	1,176	1,735	(559)
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	12-Dec-2006	1,911	2,819	(908)
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	30-Nov-2006	35,828	55,000	(19,172)
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	12-Dec-2006	1,599	2,359	(760)
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	11-Jan-2007	30,634	45,000	(14,366)
GSLX	GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES	8-Dec-2009	1,821	1,923	(102)
GCRIX	GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	15-Nov-2006	7,500	7,795	(295)
GCRIX	GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	15-Nov-2006	35,989	42,120	(6,131)
GCRIX	GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	11-Jan-2007	39,107	45,000	(5,893)

GCRX	GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	10-Dec-2007	22-Sep-2011	2,608	3,148	(540)
GCRX	GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	10-Dec-2007	22-Sep-2011	10,222	12,340	(2,118)
GCRX	GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	30-Nov-2006	22-Sep-2011	46,831	55,000	(8,169)
GCRX	GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	8-Dec-2006	22-Sep-2011	58	66	(8)
GCRX	GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES	8-Dec-2006	22-Sep-2011	4,476	5,096	(620)
EFA	ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF	15-Nov-2006	20-Jan-2011	5,012	6,073	(1,061)
EFA	ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF	15-Nov-2006	8-Dec-2011	21,276	30,364	(9,088)
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	15-Nov-2006	20-Jan-2011	5,000	8,768	(3,768)
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	30-Nov-2006	15-Apr-2011	3,395	6,100	(2,705)
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	12-Dec-2006	15-Apr-2011	100	181	(81)
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	19-Jan-2007	15-Apr-2011	3,159	6,000	(2,841)
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	28-Jun-2007	15-Apr-2011	112	221	(109)
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	29-Jun-2009	15-Apr-2011	204	180	24
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	11-Dec-2009	15-Apr-2011	2,074	1,920	154
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	27-Jun-2008	15-Apr-2011	193	265	(73)
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	13-Dec-2007	15-Apr-2011	52	93	(40)
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	15-Nov-2006	15-Apr-2011	126	219	(93)
GIRX	GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES	13-Dec-2007	15-Apr-2011	1,001	1,771	(769)
GSFX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	15-Nov-2006	16-May-2011	9,000	8,856	144
GSFX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	15-Nov-2006	7-Jun-2011	4,000	3,917	83
GSFX	GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	15-Nov-2006	8-Dec-2011	45,000	43,078	1,922
GSHX	GS HIGH YIELD FUND INSTITUTIONAL SHARES	7-Oct-2008	10-Mar-2011	3,800	3,084	716
<b>TOTAL LT #288570 GAIN (LOSS)</b>				<b>390,500 03</b>	<b>497,745 98</b>	<b>(107,245 97)</b>

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

**2011**

Name of estate or trust <b>RICHARD ROTH FOUNDATION</b>	Employer identification number <b>20-5706189</b>
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Note: Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	38,986.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
5 <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	38,986.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	-107,246.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	10.
9 Capital gain distributions . . . . .	<b>9</b>	1,677.
10 Gain from Form 4797, Part I . . . . .	<b>10</b>	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
12 <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	-105,559.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		38,986.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		-105,559.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		-66,573.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of			
a	The loss on line 15, column (3) or b \$3,000	<b>16</b>	(	3,000.)

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . .	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20 If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17 If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .			<b>30</b>
<b>31</b>	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>31</b>
<b>32</b>	Add lines 30 and 31 . . . . .			<b>32</b>
<b>33</b>	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .			<b>33</b>
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .			<b>34</b>





- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	RICHARD ROTH FOUNDATION	<input checked="" type="checkbox"/> 20-5706189
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	C/O PRICEWATERHOUSECOOPERS LLP	<input type="checkbox"/>
City, town or post office, state, and ZIP code For a foreign address, see instructions		
IRVINE, CA 92614		

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . .  0  1  2  3  4

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

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

- The books are in the care of  PRICEWATERHOUSECOOPERS, LLP  
Telephone No  949 437-5200 FAX No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 12

5 For calendar year 2011, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

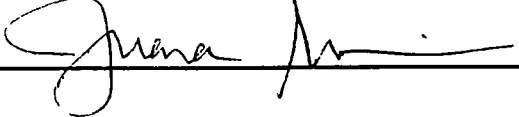
6 If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	212.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	624.
c <b>Balance Due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0

**Signature and Verification must be completed for Part II only.**

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

Signature   Title  attorney Date  8/14/12

Form 8868 (Rev. 1-2012)