Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: Roth Family Foundation

A Employer identification number: 88-0352682

Number and street (or P O box number if mail is not delivered to street address): 3700 Wilshire Boulevard

Room/suite: 1050A

B Telephone number (see instructions): (213) 383-9207

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 11,113,588

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

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

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

Section	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	205	205		
	4	Dividends and interest from securities	432,151	432,151		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	161,256			
	b	Gross sales price for all assets on line 6a 621,923				
	7	Capital gain net income (from Part IV, line 2)		161,256		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	593,612	593,612		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	65,000	5,000		60,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	11,252	489		10,763
	16a	Legal fees (attach schedule)	185			185
	b	Accounting fees (attach schedule)	1,175	470		705
	c	Other professional fees (attach schedule)	2,833	1,333		1,500
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	8,474	2,801		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	5,739			5,739
	21	Travel, conferences, and meetings	1,428			1,428
	22	Printing and publications				
	23	Other expenses (attach schedule)	7,853	2,818		5,035
	24	**Total operating and administrative expenses.** Add lines 13 through 23	103,939	12,911		85,355
	25	Contributions, gifts, grants paid	429,286			429,286
	26	**Total expenses and disbursements.** Add lines 24 and 25	533,225	12,911		514,641
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	60,387			
	b	**Net investment income** (if negative, enter -0-)		580,701		
	c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	16,997	6,435	6,435
	2 Savings and temporary cash investments	290,258	435,867	435,867
	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)	2,734,310	9,924,940	9,924,940
	c Investments—corporate bonds (attach schedule)	650,100	746,346	746,346
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,691,665	11,113,588	11,113,588
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,691,665	11,113,588	
	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 instructions)	3,691,665	11,113,588	
	31 **Total liabilities and net assets/fund balances** (see instructions)	3,691,665	11,113,588	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,691,665
2	Enter amount from Part I, line 27a	2	60,387
3	Other increases not included in line 2 (itemize) ▶ Cumulative unrealized gains	3	7,361,536
4	Add lines 1, 2, and 3	4	11,113,588
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	11,113,588

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	621,923		460,667	161,256
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				161,256
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — **2** — 161,256

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 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 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	457,758	9,605,885	0 047654
2009	400,382	8,161,653	0.049056
2008	74,389	8,656,593	0 008593
2007	639,407	12,671,318	0.050461
2006	758,325	15,230,875	0.049789

2	**Total** of line 1, column (d)	2	0.205553
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	0.041111
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,743,904
5	Multiply line 4 by line 3	5	441,693
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,807
7	Add lines 5 and 6	7	447,500
8	Enter qualifying distributions from Part XII, line 4	8	514,641

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	5,807
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	5,807
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	5,807
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 6,400		
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	6,400
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	593
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 593	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶

14 The books are in care of ▶ Sukey Garcetti Telephone no ▶ 310-471-4441

Located at ▶ 12021 Wilshire Boulevard Los Angeles CA ZIP+4 ▶ 90025

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 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 instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?		**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ 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? *If "Yes" to 6b, file Form 8870*		**6b**		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Statement #5	Director	65,000	5,996	

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	
2	
All other program-related investments See instructions 3	
Total. 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	10,643,540
b	Average of monthly cash balances	1b	263,977
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,907,517
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	10,907,517
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	163,613
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,743,904
6	**Minimum investment return.** Enter 5% of line 5	6	537,195

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	537,195
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,807		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,807
3	Distributable amount before adjustments Subtract line 2c from line 1			3	531,388
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	531,388
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	531,388

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	514,641
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	514,641
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	5,807
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	508,834

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					531,388
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2011					
a	From 2006	4,319				
b	From 2007	19,770				
c	From 2008	4,374				
d	From 2009	6,195				
e	From 2010					
f	**Total** of lines 3a through e		34,658			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 514,641					
a	Applied to 2010, but not more than line 2a					
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					514,641
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*		16,747			16,747
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		17,911			
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		17,911			
10	Analysis of line 9					
a	Excess from 2007	7,342				
b	Excess from 2008	4,374				
c	Excess from 2009	6,195				
d	Excess from 2010					
e	Excess from 2011					

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached	None	Public	See attached	429,286
Total			▶ 3a	429,286
b *Approved for future payment*				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	205	
4 Dividends and interest from securities			14	432,151	
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	161,256	
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)				593,612	

13 Total. Add line 12, columns (b), (d), and (e) 13 593,612

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b *If "Yes," complete the following schedule.*

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

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

Signature of officer or trustee | Date 3.13.12 | Title Sec/Treas

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Howard Levine		3/3/2012		P00009906
Firm's name ▶ Howard J. Levine C.P.A.			Firm's EIN ▶ 95-3535569	
Firm's address ▶ 16600 Sherman Way #280, Van Nuys, CA 91406			Phone no (818) 994-5562	

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

STATEMENT #1 - OTHER PROFESSIONAL FEES

Investment advisor	1,333
Consulting	1,500
TOTAL	2,833

STATEMENT #2 - TAXES

Foreign excise taxes withheld	2,801
Current year excise taxes	5,673
TOTAL TAXES	8,474

STATEMENT #3 - OTHER EXPENSES

Bank charges	55
Dues and publications	2,028
Filing fees	135
Insurance	2,250
Office supplies	2,004
Postage	601
Telephone	780
TOTAL OTHER EXPENSES	7,853

STATEMENT #4 - INVESTMENTS

Publicly traded stocks	9,924,940
Publicly traded bonds	746,346
TOTAL INVESTMENTS	10,671,286

STATEMENT #5 - OFFICERS AND DIRECTORS

	Title and Hours/week	Compensation	Benefit Plans	Expenses
Michael P Roth 3700 Wilshire Boulevard Los Angeles, CA	President - 1 hour/week	0	0	0
Sukey Garcetti 3700 Wilshire Boulevard Los Angeles, CA	Sec/Treas 20 hours/week	5,000	0	0
Gil Garcetti 3700 Wilshire Boulevard Los Angeles, CA	Director - 1 hour/week	0	0	0
Dana Garcetti 3700 Wilshire Boulevard Los Angeles, CA	Director - 1 hour/week	0	0	0
Eric Garcetti 3700 Wilshire Boulevard Los Angeles, CA	Director - 1 hour/week	0	0	0
Andrea Roth 3700 Wilshire Boulevard Los Angeles, CA	Director - 1 hour/week	0	0	0
Sarah Roth 3700 Wilshire Boulevard Los Angeles, CA	Director - 1 hour/week	0	0	0
Rachel Roth 3700 Wilshire Boulevard Los Angeles, CA	Director - 30 hours/week	60,000	5,996	0

ROTH FAMILY FOUNDATION
GRANTS 1/1/2011-12/31/2011

Organization	City	State	Project	Grant Amount
The Against Malaria Foundation	Philadelphia	PA	ANTI-MALARIA MOSTQUITO NETS	$ 5,000
Alliance for a Better Community	Los Angeles	CA	LINKED LEARNING PATHWAYS PROJECT	$ 5,000
Association of Small Foundations	Washington	DC	GENERAL OPERATING	$ 305
Audubon California	Los Angeles	CA	"NATURE'S CLASSROOM" ENVIRONMENTAL EDUCATION PROGRAM	$ 7,500
Bellingham Festival of Music	Bellingham	WA	FESTIVAL SUPPORT: CHAMBER MUSIC	$ 2,500
The CA State Summer School for the Arts Foundation	Los Angeles	CA	MUSIC SCHOLARSHIPS	$ 5,000
California Dance Institute	Venice	CA	GENERAL OPERATING	$ 500
City Year Los Angeles	Los Angeles	CA	PROGRAMS IN BOYLE HEIGHTS	$ 10,000
Coalition to Abolish Slavery & Trafficking	Los Angeles	CA	GENERAL OPERATING	$ 1,000
Common Sense Media	San Francisco	CA	PROGRAM SUPPORT FOR LA EXPANSION	$ 10,000
Communities for a Better Environment	Huntington Park	CA	GENERAL OPERATING	$ 10,000
Community Coalition	Los Angeles	CA	GENERAL OPERATING	$ 10,000
Community Partners	Los Angeles	CA	THE WILDWOODS FOUNDATION	$ 5,000
The Earthwatch Institute	Boston	MA	FRANKLIN ELEMENTARY FELLOW GRANT	$ 2,000
Education Through Music Los Angeles	Los Angeles	CA	GENERAL OPERATING	$ 15,000
Families In Schools	Los Angeles	CA	COLLEGE AWARENESS & PREP PROGRAMS	$ 5,000
The Foundation Center	New York	NY	GENERAL OPERATING	$ 250
Franklin School PTA	Santa Monica	CA	GENERAL OPERATING	$ 1,000
Friends of the Open School	Los Angeles	CA	GENERAL OPERATING	$ 500
The Gabriella Axelrad Education Foundation	Los Angeles	CA	GENERAL OPERATING	$ 500
Garment Worker Center	Los Angeles	CA	GENERAL OPERATING	$ 10,000
The Harmony Project	Los Angeles	CA	GENERAL OPERATING	$ 10,000
InnerCity Struggle	Los Angeles	CA	GENERAL OPERATING	$ 10,000
International Medical Corps	Santa Monica	CA	COMMUNITY MIDWIFERY PROGRAM IN AFGHANISTAN	$ 8,000
Jewish Family Service of Los Angeles	Los Angeles	CA	SOVA PANTRY	$ 500
Jewish World Watch	Encino	CA	REPRODUCTIVE HEALTH COMPLEX IN EASTERN CONGO	$ 7,500
Just Detention International	Los Angeles	CA	GENERAL OPERATING	$ 1,000
KCRW Foundation	Santa Monica	CA	INDEPENDENT PRODUCERS PROJECT	$ 10,000
Kitchen Sisters Productions	San Francisco	CA	GENERAL OPERATING	$ 500
LA Alliance for a New Economy	Los Angeles	CA	GENERAL OPERATING SUPPORT	$ 10,000
LA Education Partnership	Los Angeles	CA	COMMUNITY-SCHOOL COLLABORATIVES	$ 15,000
Liberty Hill Foundation	Los Angeles	CA	GARCETTI-WAKELAND HUMAND RIGHTS & ECONOMIC JUSTICE FUND	$ 3,000
Liberty Hill Foundation	Los Angeles	CA	KMG DA FUND	$ 7,500
Los Angeles FilmForum	Los Angeles	CA	GIMME SHELTER PROJECT	$ 2,500
LA County Bicycle Coalition	Los Angeles	CA	CICLA VIA	$ 5,500
LA Unified School District	Los Angeles	CA	68th STREET ELEMENTARY SCHOOL· COMPUTERS	$ 2,500
The Madison Project Foundation	Santa Monica	CA	THE BROAD STAGE: YOUTH PROGRAMS	$ 1,000
The Madison Project Foundation	Santa Monica	CA	THE BROAD STAGE: ARTS INSIGHTS COMMUNITY PROGRAMS	$ 5,000
Medical Students for Choice	Philadelphia	PA	SCHOLARSHIP PROGRAM FOR HEALTH EXTERNSHIPS	$ 15,000
MIND Research Institute	Santa Ana	CA	LA MATH INITIATIVE	$ 10,000
The Mr. Holland's Opus Foundation	Studio City	CA	PROGRAM SUPPORT FOR LA COUNTY	$ 7,500
Museum of Northwest Art	La Conner	WA	EDUCATION OUTREACH PROGRAMS	$ 2,000

National Center for Family Philanthropy	Washington	DC	GENERAL OPERATING	$ 1,000
National Public Radio	Washington	DC	INVESTIGATIVE JOURNALISM	$ 30,000
National Public Radio	Washington	DC	GENERAL OPERATING	$ 1,230 63
New Economics for Women	Los Angeles	CA	GENERAL OPERATING	$ 10,000
New Village Charter School	Los Angeles	CA	GENERAL OPERATING	$ 7,500
Peer Health Exchange, Inc.	San Francisco	CA	GENERAL OPERATING FOR LA PROGRAMS	$ 15,000
Planned Parenthood Federation of America	New York	NY	GENERAL OPERATING	$ 2,500
Planned Parenthood Los Angeles	Los Angeles	CA	GENERAL OPERATING	$ 20,000
Planned Parenthood Los Angeles	Los Angeles	CA	SEXUALITY EDUCATION INITIATIVE	$ 10,000
Proyecto Pastoral	Los Angeles	CA	IMPACTO AFTERSCHOOL PROGRAM	$ 7,500
Reprise Theatre Company	Los Angeles	CA	GENERAL OPERATING	$ 500
RootDown LA	Los Angeles	CA	GENERAL OPERATING	$ 5,000
Skirball Cultural Center	Los Angeles	CA	EXHIBIT SUPPORT: "HALF THE SKY"	$ 10,000
Southern CA Grantmakers	Los Angeles	CA	GENERAL OPERATING	$ 1,500
Southern CA Public Radio	Pasadena	CA	THE MADELEINE BRAND SHOW	$ 10,000
SPARK	San Francisco	CA	EXPANSION OF LA PROGRAMS	$ 5,000
Taking the Reins	Los Angeles	CA	GENERAL OPERATING	$ 2,000
Theodore Payne Foundation for Wildflowers & Native Plants	Sun Valley	CA	GENERAL OPERATING	$ 1,000
TreePeople	Beverly Hills	CA	CAMPUS FORESTRY PROGRAM	$ 7,500
UCLA Foundation	Los Angeles	CA	CHANCELLOR'S ASSOCIATES	$ 2,500
Union Rescue Mission	Los Angeles	CA	GENERAL OPERATING	$ 500
United States Artists	Los Angeles	CA	GENERAL OPERATING	$ 500
The Water Education Foundation	Sacramento	CA	PAT BROWN DOCUMENTARY	$ 500
WellDone	West Hills	CA	GENERAL OPERATING	$ 5,000
Wells Bring Hope	Los Angeles	CA	GENERAL OPERATING & WEBSITE	$ 11,000
West LA Symphony	Los Angeles	CA	GENERAL OPERATING	$ 1,000
Women's Reproductive Rights Assistance Project	Los Angeles	CA	GENERAL PROGRAM SUPPORT	$ 5,000
Youth Policy Institute	Los Angeles	CA	PROMISE NEIGHBORHOOD: PROFESSIONAL DEVELOPMENT PILOT PROJECT	$ 5,000
Youth Radio	Oakland	CA	GENERAL OPERATING	$ 1,000

TOTAL $429,285.63

TOTAL # OF GRANTS 71