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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

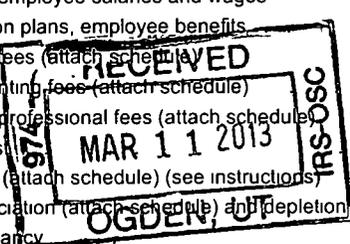
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year **2012** 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 <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 11,359,191	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	83	83		
	4 Dividends and interest from securities	469,658	469,658		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	259,154			
	b Gross sales price for all assets on line 6a 320,875				
	7 Capital gain net income (from Part IV, line 2)		259,154		
	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)					
12 Total. Add lines 1 through 11	728,895	728,895			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	62,500			62,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	11,547			11,547
	16 a Legal fees (attach schedule)	1,025			1,025
	b Accounting fees (attach schedule)	1,175			1,175
	c Other professional fees (attach schedule)	15,317	717		14,600
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,520	2,113		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	4,650			4,650
	21 Travel, conferences, and meetings	2,974			2,974
	22 Printing and publications				
	23 Other expenses (attach schedule)	20,101	1,468		18,633
	24 Total operating and administrative expenses. Add lines 13 through 23	126,809	4,298		117,104
	25 Contributions, gifts, grants paid	448,925			448,925
26 Total expenses and disbursements. Add lines 24 and 25	575,734	4,298		566,029	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	153,161				
b Net investment income (if negative, enter -0-)		724,597			
c Adjusted net income (if negative, enter -0-)					



SCANNED MAR 18 2013

For Paperwork Reduction Act Notice, see instructions.

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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	6,435	32,749	32,749
	2	Savings and temporary cash investments	435,867	231,703	231,703
	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)	9,924,940	10,304,940	10,304,940
	c	Investments—corporate bonds (attach schedule)	746,346	789,799	789,799
	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)	11,113,588	11,359,191	11,359,191	
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 and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	11,113,588	11,359,191	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input 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				
30	Total net assets or fund balances (see instructions)	11,113,588	11,359,191		
31	Total liabilities and net assets/fund balances (see instructions)	11,113,588	11,359,191		

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	11,113,588
2	Enter amount from Part I, line 27a	2	153,161
3	Other increases not included in line 2 (itemize) ▶ Unrealized gains	3	92,442
4	Add lines 1, 2, and 3	4	11,359,191
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	11,359,191

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly traded securities		P	Various	Various
b Capital gain distributions		P	Various	Various
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 317,202		61,721	255,481	
b 3,673			3,673	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			255,481	
b			3,673	
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	259,154
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))	
2011	508,834	10,743,904	0.047360	
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	
2 Total of line 1, column (d)			2	0.203124
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	0.040625
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4	11,393,270
5 Multiply line 4 by line 3			5	462,852
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	7,246
7 Add lines 5 and 6			7	470,098
8 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			8	566,029

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 and payments. Values include 7,246 and 6,000.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes 'Yes' and 'No' columns. Values include 'X' and 'N/A'.

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)	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? Website address ▶	13	X	
14	The books are in care of ▶ <u>Sukey Garcetti</u> Telephone no. ▶ <u>310-471-4441</u> Located at ▶ <u>12021 Wilshire Boulevard Los Angeles CA</u> ZIP+4 ▶ <u>90025</u>			
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 ▶ <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ▶ 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	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 2012?	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)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
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? Yes No **7b** X

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
See Attached Statement				

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	11,306,048
b	Average of monthly cash balances	1b	260,724
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,566,772
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	11,566,772
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	173,502
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,393,270
6	Minimum investment return. Enter 5% of line 5	6	569,664

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	569,664
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,246
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,246
3	Distributable amount before adjustments Subtract line 2c from line 1	3	562,418
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	562,418
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	562,418

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	566,029
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	566,029
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	7,246
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	558,783

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				562,418
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 ____, 20 ____, 20 ____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007	7,342			
b	From 2008	4,374			
c	From 2009	6,195			
d	From 2010				
e	From 2011				
f	Total of lines 3a through e	17,911			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>566,029</u>				
a	Applied to 2011, 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 2012 distributable amount				562,418
e	Remaining amount distributed out of corpus	3,611			
5	Excess distributions carryover applied to 2012 (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	21,522			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)	7,342			
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	14,180			
10	Analysis of line 9				
a	Excess from 2008	4,374			
b	Excess from 2009	6,195			
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012	3,611			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
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 or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See listing attached	None	Public	General support	448,925
Total				▶ 3a 448,925
b <i>Approved for future payment</i>				
Total				▶ 3b

Line 18 (990-PF) - Taxes

		7,520	2,113	
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	2012 Federal excise tax prepayment	5,407		
2	Foreign excise tax	2,113	2,113	
3				

Line 23 (990-PF) - Other Expenses

		20,101	1,468	18,633
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Filing fees	135		135
2	Bank charges	55		55
3	Insurance	2,250	900	1,350
4	Dues and subscriptions	1,888	568	1,320
5	Office expenses	14,669		14,669
6	Postage	324		324
7	Telephone	780		780

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Line	Description	Num Shares/ Face Value	9,924,940		10,304,940		9,924,940		10,304,940	
			Book Value Beg of Year	Book Value End of Year	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	FMV Beg of Year	FMV End of Year
1	Publicly traded securities		9,924,940	10,304,940	9,924,940	10,304,940	9,924,940	10,304,940	9,924,940	10,304,940

Part VII-A, Line 12 (990-PF) - Distribution to a Donor Advised Fund

The Foundation made a donation to a donor-advised fund over which one Director has advisory privileges. The donation was treated as a qualifying distribution which will be used to accomplish the charitable objectives as set by the Board of Directors.

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		62,500										6,603	
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation	Benefits	Expense Account		
1 Michael P. Roth		3700 Wilshire Boulevard	Los Angeles	CA	90010		President	1 00					
2 Sukey Garcetti		3700 Wilshire Boulevard	Los Angeles	CA	90010		Treasurer	20 00					
3 Gil Garcetti		3700 Wilshire Boulevard	Los Angeles	CA	90010		Vice President	1 00					
4 Dana Boldt		3700 Wilshire Boulevard	Los Angeles	CA	90010		Secretary	1 00					
5 Eric Garcetti		3700 Wilshire Boulevard	Los Angeles	CA	90010		Director	1 00					
6 Andrea Roth		3700 Wilshire Boulevard	Los Angeles	CA	90010		Vice President	1 00					
7 Sarah Roth		3700 Wilshire Boulevard	Los Angeles	CA	90010		Director	1 00					
8 Rachael Roth		3700 Wilshire Boulevard	Los Angeles	CA	90010		Director	30 00	62,500	6,603			

ROTH FAMILY FOUNDATION
GRANTS 1/1/2012-12/31/2012

Organization	City	State	Project	Grant Amount
The Advot Project	Los Angeles	CA	General Operating Support	\$ 1,500
Association of Small Foundations	Washington	DC	General Operating Support	\$ 305
Bellingham Festival of Music	Bellingham	WA	Festival Support. Chamber Music Concert	\$ 2,500
Canine Support Teams	Temecula	CA	Prison Pups Program	\$ 1,500
Children of the Night	Van Nuys	CA	General Operating Support	\$ 1,000
CicLAvia	Los Angeles	CA	Program Support	\$ 5,000
City Year, Inc.	Los Angeles	CA	Program Support in South LA	\$ 15,000
Coalition for Responsible Community Development	Los Angeles	CA	General Operating Support	\$ 10,000
Comfort for Court Kids	Monterey Park	CA	Teddy Bear Program	\$ 1,000
Common Sense Media	San Francisco	CA	GameOn Fundraiser	\$ 2,000
Communities for a Better Environment	Huntington Park	CA	General Operating Support for LA Programs	\$ 10,000
Council on Foundations	Arlington	VA	General Operating Support	\$ 620
Creative Visions Foundation	Malibu	CA	Marissa Roth's "One Person Crying" Project	\$ 500
Diavolo Dance Theatre	Los Angeles	CA	General Operating Support	\$ 2,000
East LA Community Corporation	Los Angeles	CA	Street Vendor Organizing Programs	\$ 7,500
Education Through Music – Los Angeles	Burbank	CA	General Operating Support	\$ 15,000
Enrich LA	Los Angeles	CA	Greening of Walgrove Elementary School	\$ 7,500
Enrich LA	Los Angeles	CA	Home and Garden Economics program	\$ 10,000
FAIR Girls	Washington	DC	General Operating Support	\$ 950
The Foundation Center	New York	NY	General Operating Support	\$ 250
Franklin School PTA	Santa Monica	CA	General Operating Support	\$ 2,000
Friends of LA Animal Shelters	Los Angeles	CA	LA Love & Leashes	\$ 1,000
Friends of the Open School	Los Angeles	CA	General Operating Support	\$ 750
Garment Worker Center	Los Angeles	CA	General Operating Support	\$ 5,000
Green Dot Public Schools	Los Angeles	CA	Funding for 1 student and teacher to attend International Marine Science conference in Santiago, Chile	\$ 5,000
The Harmony Project	Los Angeles	CA	General Operating Support	\$ 10,000
Heart of LA	Los Angeles	CA	Instruments for YOLA orchestra	\$ 7,500
HoPe Veterinary Center	Los Angeles	CA	General Operating Support	\$ 5,000
Immigration Center for Women & Children	Los Angeles	CA	General Operating Support	\$ 2,000
InnerCity Struggle	Los Angeles	CA	General Operating Support	\$ 10,000
International Medical Corps	Santa Monica	CA	Midwifery Program in Afghanistan	\$ 5,000
KCRW Foundation	Santa Monica	CA	Independent Producers Project. Lea Thau's "Stangers"	\$ 1,000
KCRW Foundation	Santa Monica	CA	Independent Producers Project	\$ 10,000
LA Alliance for a New Economy	Los Angeles	CA	General Operating Support	\$ 10,000
LA Community Garden Council	Los Angeles	CA	Urban Agriculture Education & Rehabilitation Program @ Pitchess Detention Center	\$ 5,000
LA Education Partnership	Los Angeles	CA	Community-School Collaboratives	\$ 10,000
LA Music and Art School	Los Angeles	CA	Music Instruction Program	\$ 7,500
LA Neighborhood Land Trust	Los Angeles	CA	General Operating Support	\$ 10,000
Liberty Hill Foundation	Los Angeles	CA	Wakeland/Garcetti Human Rights & Economic Justice Donor Advised Fund	\$ 10,000
Liberty Hill Foundation	Los Angeles	CA	Change LA	\$ 1,000
Liberty Hill Foundation	Los Angeles	CA	KMG DA Fund: Discretionary Funds for Professional Development	\$ 5,000
LIFT LA	Los Angeles	CA	General Operating Support	\$ 5,000
Los Angeles FilmForum	Los Angeles	CA	Shelter Me Project	\$ 2,500

The Madison Project Foundation/Broad Stage	Santa Monica	CA	ARTS INSIGHTS Education & Outreach	\$ 1,000
Medical Students for Choice	Philadelphia	PA	Reproductive Health Externship Program	\$ 15,000
MIND Research Institute	Santa Ana	CA	School Assistance Fund: Breed Street Elementary School	\$ 12,500
Mohawk Valley Resource Center for Refugees	Utica	NY	General Operating Support	\$ 1,000
The Mr. Holland's Opus Foundation	Studio City	CA	The Melody Program	\$ 7,500
Museum of Northwest Art	La Conner	WA	Educational Outreach Programs	\$ 2,500
National Center for Family Philanthropy	Washington	DC	General Operating Support	\$ 1,000
National Public Radio	Washington	DC	Capital Building Campaign	\$ 10,000
National Public Radio	Washington	DC	Veterans Affairs Initiative/NPR Internships	\$ 30,000
Pasadena Arts Council	Pasadena	CA	Libros Schmbros Lendy Library and Used Bookshop	\$ 5,000
Peer Health Exchange	Los Angeles	CA	General Operating Support for LA Programs	\$ 15,000
Pets for Vets, Inc.	Wilmington	NC	California Chapter	\$ 1,500
Planned Parenthood Los Angeles	Los Angeles	CA	General Operating Support	\$ 25,000
Polaris Project	Washington	DC	General Operating Support	\$ 950
Reading is Fundamental of Southern CA	Los Angeles	CA	General Operating Support	\$ 950
Shining Hope for Communities	New York	NY	General Operating Support	\$ 950
Southern CA Public Radio	Pasadena	CA	Madeleine Brand Show	\$ 10,000
Southern California Grantmakers	Los Angeles	CA	General Operating Support	\$ 1,500
SPARK	San Francisco	CA	Expansion for LA Programs	\$ 10,000
Taking the Reins	Los Angeles	CA	General Operating Support	\$ 2,500
TRUST South LA	Los Angeles	CA	General Operating Support	\$ 5,000
UCLA Foundation	Los Angeles	CA	Chancellor's Associates	\$ 2,500
UCLA Foundation	Los Angeles	CA	Fowler Museum: Director's Discretionary Fund	\$ 2,750
UCLA Foundation	Los Angeles	CA	Design for Sharing	\$ 1,000
UCLA Foundation	Los Angeles	CA	UCLA School of Law: Dean's Discretionary Fund	\$ 2,000
UNESCO-IHE Institute for Water Education	Delft	Netherlands	E-Education Fellowships for women from West African countries	\$ 15,000
Vital Voices Global Partnership	Washington	DC	Hawa Fund	\$ 950
Waves for Water	Sherman Oaks	CA	General Operating Support	\$ 1,000
Wells Brng Hope	Los Angeles	CA	General Operating Support	\$ 17,000
West LA Symphony	Los Angeles	CA	Performances/Concerts	\$ 1,000
Westside Family Health Center	Santa Monica	CA	Teen Reproductive Health Services on WFHC's Mobile Medical Unit	\$ 7,500
Women's Reproductive Rights Assistance Project	Los Angeles	CA	General Operating Support	\$ 7,500
Youth Speak! Collective	Pacoima	CA	General Operating Support	\$ 7,500

TOTAL \$448,925

TOTAL # OF GRANTS 76