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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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation Rosen Family Foundation		A Employer identification number 95-4619237
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
930 Stradella Road		
City or town, state, and ZIP code Los Angeles CA 90077		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) \$ 1,733,137	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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	57	57		
	4 Dividends and interest from securities	33,779	33,779		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-27,747			
	b Gross sales price for all assets on line 6a	97,524			
	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)					
12 Total. Add lines 1 through 11	6,089	33,836	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,922			2,922
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,766	1,071		10
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	9,522	95		9,427
	24 Total operating and administrative expenses. Add lines 13 through 23	14,210	1,166	0	12,359
	25 Contributions, gifts, grants paid	84,825			84,825
26 Total expenses and disbursements. Add lines 24 and 25	99,035	1,166	0	97,184	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-92,946				
b Net investment income (if negative, enter -0-)		32,670			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

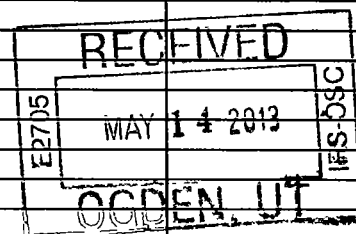
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Form **990-PF** (2012)

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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	44,553		
	2 Savings and temporary cash investments	7,966	84,844	84,844
	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)	927,840	802,569	1,648,293
	c Investments—corporate bonds (attach schedule)			
	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)	980,359	887,413	1,733,137	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	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	980,359	887,413	
30 Total net assets or fund balances (see instructions)	980,359	887,413		
31 Total liabilities and net assets/fund balances (see instructions)	980,359	887,413		

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	980,359
2 Enter amount from Part I, line 27a	2	-92,946
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	887,413
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	887,413

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				
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 97,524		125,271	-27,747	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			-27,747	
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	-27,747
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	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.

(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	72,640	1,211,548	0.059956
2010	58,100	916,270	0.063409
2009	48,750	778,760	0.062600
2008	53,200	682,330	0.077968
2007	48,000	433,294	0.110779
2 Total of line 1, column (d)			2 0.374712
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 0.074942
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,703,843
5 Multiply line 4 by line 3			5 127,689
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 327
7 Add lines 5 and 6			7 128,016
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 97,184

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	653	
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	0	
3 Add lines 1 and 2		3	653	
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	653	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	650		
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	650		
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	3		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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?		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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		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?	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	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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
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? ☐ 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 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)?☐**5b**

N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

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**

N/A

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 ATTACHMENT				

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				
	00			
	00			
	00			
	00			
	00			

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

▶

0

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	
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 ▶	0

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	1,666,082
b	Average of monthly cash balances	1b	63,708
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,729,790
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	1,729,790
4	Cash deemed held for charitable activities. Enter 1 1/4 % of line 3 (for greater amount, see instructions)	4	25,947
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,703,843
6	Minimum investment return. Enter 5% of line 5	6	85,192

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	85,192
2a	Tax on investment income for 2012 from Part VI, line 5	2a	653
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	653
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	84,539
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	84,539
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	84,539

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	97,184
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	97,184
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	97,184

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				84,539
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	27,723			
b From 2008	21,123			
c From 2009	16,320			
d From 2010	16,529			
e From 2011	12,598			
f Total of lines 3a through e	94,293			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 97,184				
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				84,539
e Remaining amount distributed out of corpus	12,645			
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	106,938			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
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)	27,723			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	79,215			
10 Analysis of line 9				
a Excess from 2008	21,123			
b Excess from 2009	16,320			
c Excess from 2010	16,529			
d Excess from 2011	12,598			
e Excess from 2012	12,645			

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>				
A PLACE CALLED HOME 2830 S CENTRAL AVE LOS ANGELES, CA 90011	N/A	509(a)(1)	General & Unrestricted	2,000
AMERICAN FRIENDS OF KESHET EILON INC 25 TRINITY PASS RD POUND RIDGE, NY 10576	N/A	509(a)(1)	General & Unrestricted	1,000
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD W HOLLYWOOD, CA 90048	N/A	509(a)(1)	General & Unrestricted	2,000
CLARE FOUNDATION INC 1871 9TH ST SANTA MONICA, CA 90404	N/A	509(a)(2)	Women's and Children's Sober Living	5,000
COOP FOR ASSISTANCE & RELIEF EVERYWHERE PO BOX 1871 MERRIFIELD, VA 22116	N/A	509(a)(1)	General & Unrestricted	2,000
COVENANT HOUSE CALIFORNIA 1325 N WESTERN AVE HOLLYWOOD, CA 90027	N/A	509(a)(1)	General & Unrestricted	3,000
CRI-HELP INC 8330 LANK BLVD N HOLLYWOOD, CA 91605	N/A	509(a)(1)	General & Unrestricted	500
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK, NY 10001	N/A	509(a)(1)	General & Unrestricted	5,000
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DR RANCHO MIRAGE, CA 92270	N/A	509(a)(1)	General & Unrestricted	1,000
FISHER HOUSE FOUNDATION INC 111 ROCKVILLE PIKE, STE 420 ROCKVILLE, MD 20850	N/A	509(a)(1)	General & Unrestricted	2,000
GOODWILL INDUSTRIES INTERNATIONAL INC 15810 INDIANOLA DR ROCKVILLE, MD 20855	N/A	509(a)(1)	General & Unrestricted	2,000
Total See Attached Statement			3a	84,825
b <i>Approved for future payment</i>				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	57	
4	Dividends and interest from securities			14	33,779	
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	-27,747	
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)		0		6,089	0
13	Total. Add line 12, columns (b), (d), and (e)				13	6,089

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

[illegible]

Part I, Line 16b (990-PF) - Accounting Fees

		2,922	0	0	2,922
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Accounting and Bookkeeping	2,922	0		2,922

Part I, Line 18 (990-PF) - Taxes

		1,766	1,071	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	650	0		0
2	Excise Tax for 2011	35	0		0
3	Foreign Tax Paid	1,071	1,071		0
4	State or Local Property Taxes	10	0		10

Part I, Line 23 (990-PF) - Other Expenses

		9,522	95	0	9,427
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	4,652	0		4,652
2	Administrative Set-Up Fee	4,750	0		4,750
3	Bank Charges	95	95		0
4	State or Local Filing Fees	25	0		25

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

		927,840	802,569	0	1,648,293	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	BANK OF AMERICA CORP	5,000		64,538		58,050
2	CHINA MOBILE HGK LTD	1,000		50,418		58,720
3	COSTCO WHOLESALE CORP	1,000		19,413		98,730
4	GOOGLE INC CL A	200		120,167		141,476
5	JOHNSON & JOHNSON	1,100		68,057		77,110
6	KRAFT FOODS GROUP, INC	666		21,744		30,283
7	MONDELEZ INTERNATIONAL INC	2,000		40,222		50,906
8	MONSANTO CO	1,000		61,181		94,650
9	PERMIAN BASIN ROY TR	2,500		57,266		30,650
10	PROCTER GAMBLE CO	1,100		69,773		74,679
11	QUALCOMM INC	2,500		123,974		154,649
12	SEGA SAMMY HLDGS INC ORD	10,000		96,688		167,954
13	TENCENT HOLDINGS LIMITED	19,000		9,128		610,436

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

000												
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	David Rosen		930 Stradella Road	Los Angeles	CA	90077		Chairman / Dir	1 00	0	0	0
2	Masako Rosen		930 Stradella Road	Los Angeles	CA	90077		Dir / Sec	1 00	0	0	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

INTREPID FALLEN HEROES FUND

Street

W 46TH ST 12TH AVE

City NEW YORK	State NY	Zip Code 10036	Foreign Country
Relationship N/A	Foundation Status 509(a)(2)		
Purpose of grant/contribution General & Unrestricted			Amount 2,000

Name

JEWISH FEDERATION COUNCIL OF GREATER LOS ANGELES

Street

6505 WILSHIRE BLVD

City LOS ANGELES	State CA	Zip Code 90048	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 15,000

Name

JEWISH FEDERATION COUNCIL OF GREATER LOS ANGELES

Street

6505 WILSHIRE BLVD

City LOS ANGELES	State CA	Zip Code 90048	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution 2012 Campaign			Amount 5,000

Name

KIVA MICROFUNDS

Street

875 HOWARD ST STE 340

City SAN FRANCISCO	State CA	Zip Code 94103	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 2,000

Name

MAKE A WISH FOUNDATION OF GREATER LOS ANGELES

Street

1875 CNTRY PARK E STE 950

City LOS ANGELES	State CA	Zip Code 90067	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 2,000

Name

MERCY CORPS

Street

45 SW ANKENY ST

City PORTLAND	State OR	Zip Code 97204	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 2,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NATIONAL LAW ENFORCEMENT OFFICERS MEMORIAL FUND INC

Street

901 E ST NW STE 100

City

WASHINGTON

State

DC

Zip Code

20004

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

25

Name

OCEAN PARK COMMUNITY CENTER

Street

1453 16TH ST

City

SANTA MONICA

State

CA

Zip Code

90404

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

PRINCIPLES INC

Street

PO BOX 93607

City

PASADENA

State

CA

Zip Code

91109

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

PROJECT ORBIS INTERNATIONAL INC

Street

520 8TH AVE 11TH FL

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC

Street

6955 FERNHILL DR

City

MALIBU

State

CA

Zip Code

90265

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Point Dume Marine Science School

Amount

5,000

Name

SCHWAB CHARITABLE FUND

Street

101 MONTGOMERY ST

City

SAN FRANCISCO

State

CA

Zip Code

94104

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Masako Mera Memorial Fund

Amount

3,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SIMON WIESENTHAL CENTER

Street

1399 S ROXBURY 2ND FL

City LOS ANGELES	State CA	Zip Code 90035	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution General & Unrestricted	Amount 2,000
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Name

SMILE TRAIN INC

Street

41 MADISON AVE 28TH FL

City NEW YORK	State NY	Zip Code 10010	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution General & Unrestricted	Amount 3,000
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Name

SOUTHERN POVERTY LAW CENTER INC

Street

400 WASHINGTON AVE

City MONTGOMERY	State AL	Zip Code 36104	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution General & Unrestricted	Amount 1,000
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Name

THE SAN DIEGO FOUNDATION

Street

12265 EL CAMINO REAL, STE 300

City SAN DIEGO	State CA	Zip Code 92130	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution 2012 Employee Scholarship Program	Amount 300
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Name

THE UCLA FOUNDATION

Street

10920 WILSHIRE BLVD STE 900

City LOS ANGELES	State CA	Zip Code 90024	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution General & Unrestricted	Amount 5,000
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Name

UNION RESCUE MISSION

Street

545 S SAN PEDRO ST

City LOS ANGELES	State CA	Zip Code 90013	Foreign Country
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Relationship N/A	Foundation Status 509(a)(1)
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Purpose of grant/contribution General & Unrestricted	Amount 500
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNITED STATES FUND FOR UNICEF

Street

125 MAIDEN LN 10TH FL

City

NEW YORK

State

NY

Zip Code

10038

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

500

Name

UNIVERSITY SYNAGOGUE

Street

11960 W SUNSET BLVD

City

LOS ANGELES

State

CA

Zip Code

90049

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Capital Campaign

Amount

5,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**