See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: Roth Family Foundation

Number and street (or P O box number if mail is not delivered to street address): 12021 Wilshire Boulevard

Room/suite: 505

City or town: Los Angeles

State: CA

ZIP code: 90025

Foreign country name

Foreign province/state/county

Foreign postal code

A Employer identification number: 88-0352682

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 13,054,709

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

RECEIVED
MAR 1 8 2014
OGDEN, UT
IRS-OSC
SCANNED MAR 2 0 2014

		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	243	243		
	4	Dividends and interest from securities	471,402	471,402		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,938			
	b	Gross sales price for all assets on line 6a 1,938				
	7	Capital gain net income (from Part IV, line 2)		1,938		
	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	473,583	473,583		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	16,226			16,226
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	2,759			2,759
	16a	Legal fees (attach schedule)	4,478			4,478
	b	Accounting fees (attach schedule)	1,200	480		720
	c	Other professional fees (attach schedule)	28,731	531		28,200
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,807	1,961		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	1,830			1,830
	21	Travel, conferences, and meetings	793			793
	22	Printing and publications				
	23	Other expenses (attach schedule)	8,055	1,271		6,784
	24	**Total operating and administrative expenses.** Add lines 13 through 23	74,879	4,243		61,790
	25	Contributions, gifts, grants paid	569,420			569,420
	26	**Total expenses and disbursements.** Add lines 24 and 25	644,299	4,243		631,210
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-170,716			
	b	**Net investment income** (if negative, enter -0-)		469,340		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

HTA

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	32,749	26,909	26,909
	2	Savings and temporary cash investments	231,703	60,068	60,068
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	10,304,940	12,261,486	12,261,486
	c	Investments—corporate bonds (attach schedule)	789,799	706,246	706,246
	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)	11,359,191	13,054,709	13,054,709
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.**			
	24	Unrestricted	11,359,191	13,054,709	
	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)	11,359,191	13,054,709	
	31	**Total liabilities and net assets/fund balances** (see instructions)	11,359,191	13,054,709	

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	11,359,191
2	Enter amount from Part I, line 27a	2	-170,716
3	Other increases not included in line 2 (itemize) ▶ Unrealized gains	3	1,866,234
4	Add lines 1, 2, and 3	4	13,054,709
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	13,054,709

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) Lıst and descrıbe the kınd(s) of property sold (e g , real estate, 2-story brıck warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donatıon	(c) Date acquıred (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Capıtal Gaıns Dıstrıbutıons			
b				
c				
d				
e		-		

	(e) Gross sales prıce	(f) Depreciatıon allowed (or allowable)	(g) Cost or other basıs plus expense of sale	(h) Gaın or (loss) (e) plus (f) mınus (g)
a				
b				
c				
d				
e				

	Complete only for assets showıng gaın ın column (h) and owned by the foundatıon on 12/31/69			(l) Gaıns (Col (h) gaın mınus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basıs as of 12/31/69	(k) Excess of col (ı) over col (j), ıf any	
a				
b				
c				
d				
e				

2	Capıtal gaın net ıncome or (net capıtal loss) { If gaın, also enter ın Part I, lıne 7 / If (loss), enter -0- ın Part I, lıne 7 }	2	1,938
3	Net short-term capıtal gaın or (loss) as defined ın sectıons 1222(5) and (6) If gaın, also enter ın Part I, lıne 8, column (c) (see ınstructıons) If (loss), enter -0- ın Part I, lıne 8	3	

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

(For optıonal use by domestıc prıvate foundatıons subject to the sectıon 4940(a) tax on net ınvestment ıncome)

If sectıon 4940(d)(2) applıes, leave thıs part blank

Was the foundatıon lıable for the sectıon 4942 tax on the dıstrıbutable amount of any year ın the base perıod? ☐ Yes ☒ No
If "Yes," the foundatıon does not qualıfy under sectıon 4940(e) Do not complete thıs part

1 Enter the approprıate amount ın each column for each year, see the ınstructıons before makıng any entrıes

(a) Base perıod years Calendar year (or tax year begınnıng ın)	(b) Adjusted qualıfyıng dıstrıbutıons	(c) Net value of nonchårıtable-use assets	(d) Dıstrıbutıon ratıo (col (b) dıvıded by col (c))
2012	558,783	11,393,270	0 049045
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

2	**Total** of lıne 1, column (d)	2	0 201708
3	Average dıstrıbutıon ratıo for the 5-year base perıod—dıvıde the total on lıne 2 by 5, or by the number of years the foundatıon has been ın exıstence ıf less than 5 years	3	0 040342
4	Enter the net value of nonchårıtable-use assets for 2013 from Part X, lıne 5	4	12,496,342
5	Multıply lıne 4 by lıne 3	5	504,127
6	Enter 1% of net ınvestment ıncome (1% of Part I, lıne 27b)	6	4,693
7	Add lınes 5 and 6	7	508,820
8	Enter qualıfyıng dıstrıbutıons from Part XII, lıne 4	8	631,210

If lıne 8 ıs equal to or greater than lıne 7, check the box ın Part VI, lıne 1b, and complete that part usıng a 1% tax rate See the Part VI ınstructıons

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ **(attach copy of letter if necessary—see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,693
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	4,693
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	4,693
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,600		
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	7,600
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	2,907
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,907 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
4a	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	
8a	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 2013 or the taxable year beginning in 2013 (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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **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 2013 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 2013)*	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 2013?	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? **6b** X

If "Yes" to 6b, file Form 8870

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
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	12,378,195
b	Average of monthly cash balances			1b	308,447
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	12,686,642
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	12,686,642
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	190,300
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	12,496,342
6	**Minimum investment return.** Enter 5% of line 5			6	624,817

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	624,817
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,693		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,693
3	Distributable amount before adjustments Subtract line 2c from line 1			3	620,124
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	620,124
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	620,124

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	631,210
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	631,210
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	4,693
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	626,517

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7					620,124
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2013					
a	From 2008	4,374				
b	From 2009	6,195				
c	From 2010					
d	From 2011					
e	From 2012	3,611				
f	**Total** of lines 3a through e		14,180			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 631,210					
a	Applied to 2012, 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 2013 distributable amount					620,124
e	Remaining amount distributed out of corpus		11,086			
5	Excess distributions carryover applied to 2013 *(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		25,266			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
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 2008 not applied on line 5 or line 7 (see instructions)		4,374			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		20,892			
10	Analysis of line 9					
a	Excess from 2009	6,195				
b	Excess from 2010					
c	Excess from 2011					
d	Excess from 2012	3,611				
e	Excess from 2013	11,086				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a 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 or e-mail address 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 listing attached	None	PC		569,420
Total			▶ **3a**	569,420
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) 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	243	
4 Dividends and interest from securities			14	471,402	
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	1,938	
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)				473,583	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 473,583

(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

▶ Signature of officer or trustee | 3/13/14 Date | ▶ President Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Howard Levine		3/10/2014		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

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

		1,200	480		720
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Howard J Levine C P A	1,200	480		720

Part I, Line 16c (990-PF) - Other Professional Fees

		28,731	531		28,200
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Consulting	28,731	531		28,200

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

		10,807	1,961		
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	2012 Federal excise tax	1,246			
2	2013 Federal excise tax	7,600			
3	Foreign excise tax	1,961	1,961		

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

		8,055	1,271		6,784
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Filing fees	135			135
2	Bank charges	55			55
3	Insurance	2,250	900		1,350
4	Dues and subscriptions	1,596	371		1,225
5	Office expenses	2,149			2,149
6	Postage	368			368
7	Telephone	1,502			1,502

© 2013 CCH Small Firm Services All rights reserved

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

			10,304,940	12,261,486	10,304,940	12,261,486
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	Publicly traded securities		10,304,940	12,261,486	10,304,940	12,261,486

© 2013 CCH Small Firm Services All rights reserved

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				789,799	706,246	789,799	706,246
1	Publicly traded mutual funds			789,799	706,246	789,799	706,246

© 2013 CCH Small Firm Services All rights reserved

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

										16,226	1,308	0	
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	Explanation
1	Michael P Roth		12021 Wilshire Boulevard	Los Angeles	CA	90025		President	1 00	0	0	0	
2	Sukey Garcetti		12021 Wilshire Boulevard	Los Angeles	CA	90025		Treasurer	20 00	0	0	0	
3	Gil Garcetti		12021 Wilshire Boulevard	Los Angeles	CA	90025		Vice President	1 00	0	0	0	
4	Dana Boldt		12021 Wilshire Boulevard	Los Angeles	CA	90025		Secretary	1 00	0	0	0	
5	Eric Garcetti		12021 Wilshire Boulevard	Los Angeles	CA	90025		Director	1 00	0	0	0	
6	Andrea Roth		12021 Wilshire Boulevard	Los Angeles	CA	90025		Vice President	1 00	0	0	0	
7	Sarah Roth		12021 Wilshire Boulevard	Los Angeles	CA	90025		Director	1 00	0	0	0	
8	Rachael Roth		12021 Wilshire Boulevard	Los Angeles	CA	90025		Director	30 00	16,226	1,308	0	

© 2013 CCH Small Firm Services All rights reserved

FISCAL YEAR 2013

ROTH FAMILY FOUNDATION
GRANTS 1/1/2013-12/31/2013

ORGANIZATION	CITY	STATE	PROJECT	GRANT AMOUNT
Adopt the Arts	Los Angeles	CA	General Operating Support	$ 5,000
AFS-USA	New York	NY	General Operating Support	$ 2,000
Bellingham Music Festival	Bellingham	WA	2013 Festival Support	$ 2,500
California Dance Institute	Los Angeles	CA	In-School and After-School Programs	$ 7,500
Children Youth and Families Collaborative	Los Angeles	CA	Academic Remediation, Intervention, Support Services and Education (ARISSE) Program	$10,000
CicLAvia	Los Angeles	CA	General Operating Support	$15,000
City Year Los Angeles	Los Angeles	CA	General Operating Support	$20,000
Coalition for Responsible Community Development	Los Angeles	CA	General Operating Support	$10,000
Communities for a Better Environment	Huntington Park	CA	General Operating Support	$10,000
Communities in Schools of Los Angeles	Los Angeles	CA	General Operating Support	$25,000
Community Partners	Los Angeles	CA	Boyle Heights Community Youth Orchestra	$ 5,000
Concordia Language Villages	Moorhead	MN	General Operating Support	$ 1,000
Council for Watershed Health	Los Angeles	CA	Sustainable Landscapes in Schools Program	$10,000
Council on Foundations	Arlington	VA	General Operating Support	$ 620
Creating Hope International	Dearborn	MI	Afghan Institute of Learning Project	$ 1,000
Crossroads Community Outreach Foundation	Santa Monica	CA	General Operating Support	$ 1,500
Dizzy Feet Foundation	Beverly Hills	CA	Community Programs	$ 2,500
Dramatic Results	Signal Hill	CA	General Operating Support	$ 1,500
EduCare Foundation	Van Nuys	CA	General Operating Support	$ 7,500
Education Through Music- Los Angeles	Los Angeles	CA	General Operating Support	$ 7,500
Enrich LA	Los Angeles	CA	General Operating Support	$ 2,000
Franklin Elementary School PTA	Santa Monica	CA	General Operating Support	$ 1,000
Friends of LA Animal Shelters	Los Angeles	CA	LA Love and Leashes	$ 1,000
Friends of the Open School	Los Angeles	CA	General Operating Support	$ 1,000
Garment Worker Center	Los Angeles	CA	General Operating Support	$ 7,500
Global Green USA	Santa Monica	CA	Bike Share for All Campaign	$ 7,500
Guttmacher Institute	New York	NY	Informing the National Reproductive Health Debate with New Evidence	$10,000
Haitian Education and Leadership Program	New York	NY	Leadership Program	$ 1,500
Heal The Bay	Santa Monica	CA	Creek Education (Compton Creek)	$ 5,000
Health and Development International	Newburyport	MA	Prevent Maternal Death at Childbirth	$ 5,000
Homeboy Industries	Los Angeles	CA	General Operating Support	$ 500
Hope for Paws	Los Angeles	CA	General Operating Support	$ 500
I Am That Girl	Los Angeles	CA	General Operating Support	$ 1,000
Immigration Center for Women and Children	Los Angeles	CA	General Operating Support	$ 1,000
Inner-City Arts	Los Angeles	CA	General Operating Support	$ 1,000
Inner-City Arts	Los Angeles	CA	Inner-City Arts Music Program	$10,000
International Medical Corps	Santa Monica	CA	Midwifery Training Program in Afghanistan	$ 5,000
KCRW Foundation	Los Angeles	CA	Independent Producer Project	$10,000
L.A.C.E.R. Afterschool Programs	Hollywood	CA	Music Rocks!	$ 7,500
LA FilmForum	Los Angeles	CA	Shelter Me Project	$ 1,500
Liberty Hill Foundation	Los Angeles	CA	General Operating Support	$ 1,000
Liberty Hill Foundation	Los Angeles	CA	KMG-DA Fund	$20,000
Liberty Hill Foundation	Los Angeles	CA	Los Angeles Collaborative for Environmental Health and Justice	$15,000
Lincoln Middle School PTSA	Santa Monica	CA	General Operating Support	$ 1,000
Los Angeles Community Garden Council	Los Angeles	CA	Little Green Finger Project	$ 1,000
Los Angeles County Bicycle Coalition	Los Angeles	CA	Activate, Educate and Calculate a More Bike-Friendly LA	$ 7,500
Los Angeles Neighborhood Land Trust	Los Angeles	CA	General Operating Support	$ 5,000

FISCAL YEAR 2013

Los Angeles Team Mentoring	Los Angeles	CA	Leadership Camp	$10,000
M.I.N.D. Research Institute	Santa Ana	CA	School Assistance Fund: Breedstreet Elementary School	$12,500
Medical Students for Choice	Philadelphia	PA	Reproductive Health Training and Advocacy	$25,000
Mr. Holland's Opus Foundation	Studio City	CA	The Michael Kamen Grant	$10,000
Mt. Baker Planned Parenthood	Bellingham	WA	General Operating Support	$ 2,500
Museum of Northwest Art	La Conner	WA	General Operating Support	$ 2,500
Music Unlocks Success in Children	Tarzana	CA	General Operating Support	$ 7,500
National Center on Family Philanthropy	Washington	DC	General Operating Support	
National Public Radio	Washington	DC	NPR Investigative Reporting	$25,000
National Public Radio	Washington	DC	NPR West Interns	$16,000
NatureBridge	Woodland Hills	CA	General Operating Support	$ 5,000
Neighborhood Music School	Los Angeles	CA	General Operating Support	$ 7,500
New Visions Foundation	Santa Monica	CA	General Operating Support	$10,000
Peer Health Exchange	Los Angeles	CA	General Operating Support for Los Angeles Programs	$25,000
Reach Out and Read	Boston	MA	General Operating Support	$ 1,500
RowLA	Santa Monica	CA	General Operating Support	$ 7,500
Santa Monica High School PTSA	Santa Monica	CA	General Operating Support	$ 1,000
Santa Monica-Malibu Education Foundation	Santa Monica	CA	General Operating Support	$ 1,500
Skirball Cultural Center	Los Angeles	CA	General Operating Support	$ 1,000
Slow Foods USA	Brooklyn	NY	General Operating Support	$ 500
South Bay Center for Counseling	El Segundo	CA	Streetcraft LA	$ 7,500
Southern California Grantmakers	Los Angeles	CA	General Operating Support	$ 1,300
Southern California Public Radio	Pasadena	CA	SCPR Investigative News Unit	$10,000
Southern California Streets Initiative	Los Angeles	CA	Los Angeles Bike Train	$ 5,000
Step Afrika!	Washington	DC	General Operating Support	$ 500
Sustainable Conservation	San Francisco	CA	General Operating Support	$10,000
Taking the Reins	Los Angeles	CA	General Operating Support	$ 3,500
The Advot Project	Los Angeles	CA	General Operating Support	$ 5,000
The Foundation Center	New York	NY	General Operating Support	$ 500
The Gabriella Foundation	Los Angeles	CA	General Operating Support	$ 2,500
The Harmony Project	Los Angeles	CA	General Operating Support	$ 7,500
TRUST South Los Angeles	Los Angeles	CA	General Operating Support	$10,000
UCLA Foundation	Los Angeles	CA	General Operating Support	$ 3,500
USC Alumni Association	Los Angeles	CA	50th Anniversary Celebration for Class of 1963	$ 1,000
Venice Arts	Venice	CA	General Operating Support	$ 550
Wells Bring Hope	Los Angeles	CA	General Operating Support	$17,000
Wells Bring Hope	Los Angeles	CA	Support for One Well	$ 6,200
West Los Angeles Symphony	Los Angeles	CA	General Operating Support	$ 1,250
Westside Family Health Center	Los Angeles	CA	Mobile Teen Clinic	$15,000
Women's Reproductive Rights Assistance Project	Los Angeles	CA	General Operating Support	$15,000

TOTAL	$569,420
TOTAL # OF GRANTS	87