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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**, 2012, and ending****, 20**

Name of foundation

KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION

A Employer identification number

26-1309605

Number and street (or P.O. box number if mail is not delivered to street address)

3579 Apple Mill Cove

Room/suite

B Telephone number (see instructions)

(801) 943-7421

City or town, state, and ZIP code

Salt Lake City UT 84109

C If exempt 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)

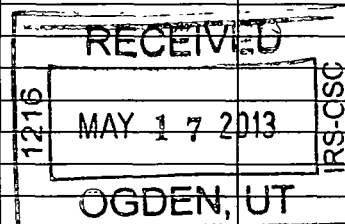
\$ 585,171

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month
termination under section
507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**
(The total of amounts in columns (b),
(c), & (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)**

R E V E N U E	1 Contributions, gifts, grants, etc., received (attach schedule) <input type="checkbox"/> if the foundation is not required to attach Sch. B	101,402			
	2 Check <input type="checkbox"/> Interest on savings and temp cash investments	65			
	4 Dividends and interest from securities	4,060			
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10	50,819			
	b Gross sales price for all assets on line 6a	421,793 #1			
	7 Capital gain net income (from Part IV, line 2)		50,819		
	8 Net short-term capital gain			80	
	9 Income modifications			0	
	10 a Gross sales less rtns. & allowances	0			
	b Less Cost of goods sold				
O P E R A T I N G & A D M I N I S T R A T I V E E X P E N S E S	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	156,346	50,819	80	
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) #2	1,007			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) #3	122			
	19 Depreciation (attach sch.) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) #4	2,498	2,498		
	24 Total operating and administrative expenses. Add lines 13 through 23	3,627	2,498	0	0
	25 Contributions, gifts, grants paid	25,600			25,600
	26 Total exp. & disbursements. Add lines 24 and 25	29,227	2,498	0	25,600
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	127,119			
	b Net investment income (if neg., enter -0-)		48,321		
	c Adjusted net income (if neg., enter -0-)			80	

**For Paperwork Reduction Act Notice, see Instructions.**Form **990-PF** (2012)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See inst.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash -- non-interest-bearing				
	2	Savings and temporary cash investments	132,419	204,280	204,436	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accts ▶				
	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 govt obligations (attach schedule)				
	b	Investments -- corporate stock (attach schedule) #5	317,104	372,362	380,735	
	c	Investments -- corporate bonds (attach schedule) . . #6				
	LIABILITIES	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)	449,523	576,642	585,171	
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 ... <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	449,523	576,642		
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, ck. here <input type="checkbox"/> 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)	449,523	576,642		
	31	Total liabilities and net assets/fund balances (see instructions)	449,523	576,642		

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	449,523
2	Enter amount from Part I, line 27a	2	127,119
3	Other increases not included in line 2 (itemize) ▶ See attachment #7	3	
4	Add lines 1, 2, and 3	4	576,642
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	576,642

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 See attachment #8			
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			
b			
c			
d			
e			

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	50,819
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	80

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 beg in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	27,600	404,299	0.068266
2010	20,975	289,463	0.072462
2009	5,200	180,942	0.028738
2008	5,200	100,980	0.051495
2007		2,828	

2 Total of line 1, column (d)	2	0.220961
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	0.044192
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	489,493
5 Multiply line 4 by line 3	5	21,632
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	483
7 Add lines 5 and 6	7	22,115
8 Enter qualifying distributions from Part XII, line 4	8	25,600

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary -- see inst.)	1	483
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	483
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	483
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a		
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	0
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	483
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? If the answer is "Yes" to 1 a or 1 b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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 \$ 0 (2) On foundation managers \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0		
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 yr? If "Yes," complete Part II, col. (c), & Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) UT		
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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ See attachment #9	Telephone no ▶		
	Located at ▶	ZIP+4 ▶		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -- Check here	15		<input type="checkbox"/>
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			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 type="checkbox"/> Yes <input checked="" 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)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	X
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	X
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		N/A	5b	
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?		N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		N/A	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 avg hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account, other allowances
See attachment #10				

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 avg 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 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 See attachment #11	2,498
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	381,203
b	Average of monthly cash balances	1b	115,744
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	496,947
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	496,947
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	7,454
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	489,493
6	Minimum investment return. Enter 5% of line 5	6	24,475

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	24,475
2a	Tax on investment income for 2012 from Part VI, line 5	2a	483
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b.	2c	483
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,992
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	23,992
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	23,992

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	25,600
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	25,600
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	483
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,117

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.				23,992
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				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 25,600				
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				
e Remaining amount distributed out of corpus				
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				
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				23,992
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a 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)		
2a 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	(d) 2009	
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 exempt act					
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 min. 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)) <u>See attachment # 12</u>
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 <u>None</u>
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here <input checked="" type="checkbox"/> 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	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
Name and address (home or business)				
a Paid during the year See attachment #13				
Total				25,600
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) Excl code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
9 Fees & contracts from government agencies					
2 Membership dues and assessments . . .					
3 Interest on savings and temporary cash investments . . .					65
4 Dividends and interest from securities . . .					4,060
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					50,819
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		0	54,944
13 Total. Add line 12, columns (b), (d), and (e) . . .					54,944

(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		X
(2)	Other assets		X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization		X
(2)	Purchases of assets from a noncharitable exempt organization		X
(3)	Rental of facilities, equipment, or other assets		X
(4)	Reimbursement arrangements		X
(5)	Loans or loan guarantees		X
(6)	Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	Signature of officer or trustee <u>Martha R. Humphrey</u> Date <u>5-15-13</u> Title <u>Secretary-Treas</u>				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	<u>Scott B Symes</u>	<u>Scott B Symes</u>	<u>5/16/13</u>		<u>P00123051</u>
	Firm's name <u>SCOTT B SYMES CPA PLLC</u>	Firm's EIN <u>46-2030596</u>	Phone no. <u>(801) 541-9787</u>		
	Firm's address <u>PO BOX 1250</u>				

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION

26-1309605

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ _____

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION

Employer identification number

26-1309605

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Martha Robb Humphrey 3579 Apple Mill Cove Salt Lake City, UT 84109-	\$ 101,402	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

990 SCHEDULE OF GAIN/LOSS FROM SALE OF ASSETS OTHER THAN INVENTORY (Not Included In Part IV)

Attachment 1: page 1 - 990-PF Part I, Page 1, Line 6

Open to Public Inspection		For Calendar year 2012, or tax year period beginning		and ending	
Name of Organization		Employer Identification Number			
KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION		26-1309605			
Name of Security or Description of Property		Acquisition Date	How Acquired	Date Sold	
Other Noninventory Assets:					
To Whom Sold	Gross Sale Price	Basis	Sales Expense	Gain or (Loss)	Accumulated Depreciation
Totals:					

990 SCHEDULE OF ACCOUNTING FEES

Attachment 2: page 1 - 990-PF Page 1, Part I, Line 16b

Open to Public

Inspection

For calendar year 2012, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION

26-1309605

Accounting Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Accounting and tax preparat	1,007			
Total:	1,007			

990 SCHEDULE OF TAXES PAID

Attachment 3: page 1 - 990- PF Page 1, Part I, Line 18

Open to Public

Inspection

For calendar year 2012, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION

26-1309605

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Federal income tax	122			
Total:	122			

990 OTHER EXPENSES SCHEDULE

Attachment 4: page 1 990-PF Page 1, Part I, Line 23

Open to Public

Inspection

For calendar year 2012, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION

26-1309605

Description of Activity	Revenue and Expenses	Net Investment Income	Adjusted Net Income	Disbursements for Charity
Investment Advisory fees	2,423	2,423		
Accrued interest paid	75	75		
Total:	2,498	2,498		

990 SCHEDULE OF INVESTMENTS - CORPORATE STOCKS

Attachment 5: page 1 - 990-PF Page 2, Part II, Line 10b

Open to Public Inspection	For calendar year 2012, or tax period beginning , and ending
Name of Organization KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION	Employer Identification Number 26-1309605

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
IVY FDS Inc Asset Strategy FD	X		71,123	77,980
Wells Fargo FDS Trust WFA Absolute Return Fund	X		75,265	75,632
Royce FD SPL EQ FD RYSEX	X		75,124	76,685
Thornburg INVT Income Builder Fund	X		75,000	75,159
Vanguard Specialized Portfolios Dividend Growth FD	X		75,850	75,279
Total:			372,362	380,735

990 SCHEDULE OF INVESTMENTS – CORPORATE BONDS

Attachment 6: page 1 - 990-PF Page 2, Part II, Line 10c

Open to Public
Inspection

For calendar year 2012, or tax period beginning _____, and ending _____

Name of Organization

Employer Identification Number

KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION

26-1309605

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
		Total:		

Total:

990 SCHEDULE OF OTHER INCREASES

Attachment 7: page 1 - 990- PF Page 2, Part III, Line 3

Open to Public Inspection	For calendar year 2012, or tax period beginning _____, and ending _____
---------------------------	---

Name of Organization

Employer Identification Number

KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION

26-1309605

Description of Increase	Total Amount

990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Attachment 8: page 1 - 990-PF Page 3, Part IV, line 1

Open to Public Inspection		For calendar year 2012 or tax period beginning , and ending	
Name of Organization KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION			Employer Identification Number 26-1309605
(a) List and Describe the Kind(s) of Property Sold (e.g., Real Estate, 2-story Brck 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)
1 Wells Fargo covered short term capital loss	D	12-12-2012	12-13-2012
2 Wells Fargo Investors noncovered short term	D	12-28-2011	12-13-2012
3 Vanguard Windsor II FD Admiral SHS	P	06-29-2012	12-13-2012
4 Diamond Hill Small Cap Fund CL-1	P	07-01-2012	12-13-2012
5 Blackrock Global Allocation Instit	P	12-21-2009	12-13-2012
6 Diamond Hill Small Cap Fund CL-1	P	12-01-2011	12-13-2012
7 Dodge & Cox FDS	P	01-02-2008	12-13-2012
8 Europacific Growth FD	P	12-01-2011	12-13-2012
9 Fidelity Advisor Midcap II Fund	P	12-01-2011	12-13-2012
10 Growth Fund America	P	12-01-2011	12-13-2012
11 Janus Invt Fd Perkins Midcap value	P	12-01-2011	12-13-2012
12 T Rowe Price New Horizons Fund	P	12-01-2011	12-13-2012
13 Vanguard Windsor II FD Admiral SHS	P	12-01-2011	12-13-2012
(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)
1 100,772		101,809	-1,037
2 7,764		6,776	988
3 682		626	56
4 587		514	73
5 51,989		48,534	3,455
6 14,477		13,285	1,192
7 37,233		33,408	3,825
8 37,598		33,679	3,919
9 21,771		17,076	4,695
10 58,359		43,684	14,675
11 19,874		16,653	3,221
12 13,187		10,141	3,046
13 57,500		44,789	12,711
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 if Col (i) Over Col (j), if Any	
1			-1,037
2			988
3			56
4			73
5			3,455
6			1,192
7			3,825
8			3,919
9			4,695
10			14,675
11			3,221
12			3,046
13			12,711

990 BOOKS ARE IN CARE OF

Attachment 9 - 990-PF Page 5, Part VII-A, Line 14

Open to Public Inspection	For calendar year 2012, or tax period beginning	, and ending
Name of Organization KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION		Employer Identification Number 26-1309605
Part VII-A - Line 14		

Individual Name MARTHA HUMPHREY
or
Business Name

Street Address 3579 Apple Mill Cove

U S Address:

Zip code 84109- City Salt Lake City State UT

or

Foreign Address

City

Province or State

Country

Postal code

Phone Number (801) 943-7421

Fax Number

990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

Attachment 10: page 1 - 990-PF Page 6, Part VIII

Open to Public Inspection	For calendar year 2012, or tax period beginning , and ending
---------------------------	--

Name of Organization KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION	Employer Identification Number 26-1309605
---	--

(A) Name and Address	(B) Title and Average Hrs per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben Plans & Def Comp	(E) Expense Account & Other Allowances
Kent C Difiore 3579 Apple Mill Cove Salt Lake City, UT 84109-	Chair of the Board 0.00			
Martha H Difiore 3579 Apple Mill Cove Salt Lake City, UT 84109-	Secretary-Tre 2.00			
Caroline Difiore 1150 Galapago Street 104 Denver, CO 80204-	Director 0.00			
Cristina Difiore 3579 Apple Mill Cove Salt Lake City, UT 84109-	Director 0.00			
Michael Bearden 1244 East 600 South Salt Lake City, UT 84102	Member 0.00			

990 SUMMARY OF DIRECT CHARITABLE ACTIVITIES

Attachment 11: page 1 - 990-PF Page 7, Part IX-A, Line 1

Open to Public Inspection	For calendar year 2012, or tax period beginning , and ending	
Name of Organization	Employer Identification Number	
KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION	26-1309605	

Charitable Activity

Investing in publically traded stocks and bonds and disbursing income from

990 SUMMARY OF DIRECT CHARITABLE ACTIVITIES

Attachment 11: page 2 - 990-PF Page 7, Part IX-A, Line 1

Open to Public Inspection	For calendar year 2012, or tax period beginning , and ending
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Name of Organization KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION	Employer Identification Number 26-1309605
---	--

Charitable Activity
these investments to other 501(c)(3) organizations

990 INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 12: page 1 - 990-PF Page 10, Part XV, line 1a

Open to Public Inspection	For calendar year 2012, or tax period beginning , and ending
------------------------------	--

Name of Organization KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION	Employer Identification Number 26-1309605
---	--

Contributing Manager Martha H Difiore
--

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Attachment 13: page 1 990-PF Page 11, Part XV Line 3a

Open to Public Inspection For calendar year 2012, or tax period beginning , and ending

Name of Organization KENT C AND MARTHA H DIFIORE FAMILY FOUNDATION Employer Identification Number 26-1309605

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
The Road Home 210 S Rio Grande Street Salt Lake City UT 84101	None	501(c) sh	Unrestricted	1,000
KUED 101 Wasatch Drive STE 215 Salt Lake City UT 84112	None	Public televi	Unrestricted	1,200
KCPW 210 East 400 South STE 7 Salt Lake City UT 84111	None	Public radio	Unrestricted	1,200
KUER 101 Wasatch Drive STE 240 Salt Lake City UT 84112	None	Public radio	Unrestricted	1,200
Ballet West 50 West 200 South Salt Lake City UT 84101	None	501(c) Arts	Unrestricted	20,000
Natural History Museum of Utah 301 Wakara Way Salt Lake City UT 84108	None	501(c)	Unrestricted	1,000
Total:				25,600