Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2012
Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation: ROBERT AND SUSAN DIAMOND FOUNDATION

A Employer identification number: 41-1890047

Number and street (or P O box number if mail is not delivered to street address): 555 OAKRIDGE PLACE #230 | Room/suite:

B Telephone number: 952-546-3441

City or town, state, and ZIP code: HOPKINS, MN 55305

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 686,059.

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 ▶☐

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	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))	(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			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	8,894.	8,894.		STATEMENT 1
4	Dividends and interest from securities	10,876.	10,876.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	25,897.			
b	Gross sales price for all assets on line 6a 352,433.				
7	Capital gain net income (from Part IV, line 2)		25,897.		
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)				
11	Other income	289.	289.		STATEMENT 3
12	**Total** Add lines 1 through 11	45,956.	45,956.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	3,595.	1,797.		1,798.
c	Other professional fees STMT 5	7,918.	7,895.		23.
17	Interest				
18	Taxes STMT 6	545.	274.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	137.	112.		25.
24	**Total operating and administrative expenses** Add lines 13 through 23	12,195.	10,078.		1,846.
25	Contributions, gifts, grants paid	67,852.			67,852.
26	**Total expenses and disbursements.** Add lines 24 and 25	80,047.	10,078.		69,698.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-34,091.			
b	**Net investment income** (if negative, enter -0-)		35,878.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

921,33

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	10,838.	4,131.	4,131.
	2	Savings and temporary cash investments	23,807.	20,537.	20,537.
	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			
	7	Other notes and loans receivable ▶			
		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 STMT 9	128,873.	146,760.	146,537.
	b	Investments - corporate stock STMT 10	368,370.	364,670.	433,740.
	c	Investments - corporate bonds STMT 11	111,093.	72,792.	81,114.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	642,981.	608,890.	686,059.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	642,981.	608,890.	STATEMENT 8
	30	**Total net assets or fund balances**	642,981.	608,890.	
	31	**Total liabilities and net assets/fund balances**	642,981.	608,890.	

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	642,981.
2	Enter amount from Part I, line 27a	2	-34,091.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	608,890.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	608,890.

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	MARQUETTE ASSET MANAGEMENT	P	VARIOUS	12/31/12
b	MARQUETTE ASSET MANAGEMENT - CASH IN LIEU	P	VARIOUS	12/31/12
c	INITIAL PUBLIC OFFERING SEC. LITIGATION	P	VARIOUS	11/30/12
d	NOVAGOLD RESOURCES INC SEC. LITIGATION	P	VARIOUS	02/17/12
e	CAPITAL GAINS DIVIDENDS			

	(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	351,647.		326,536.	25,111.
b	9.			9.
c	42.			42.
d	16.			16.
e	719.			719.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				25,111.
b				9.
c				42.
d				16.
e				719.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 25,897.

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). If (loss), enter -0- in Part I, line 8 3 N/A

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	59,751.	765,260.	.078079
2010	62,576.	757,888.	.082566
2009	61,256.	717,083.	.085424
2008	58,700.	872,411.	.067285
2007	76,761.	1,005,232.	.076361

2	**Total** of line 1, column (d)	2	.389715
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	.077943
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	710,799.
5	Multiply line 4 by line 3	5	55,402.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	359.
7	Add lines 5 and 6	7	55,761.
8	Enter qualifying distributions from Part XII, line 4	8	69,698.

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)

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	359.
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	359.
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	359.
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 ☐ 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** SEE STATEMENT 12 ▶			9	359.
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
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 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. ▶ $ 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.*	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? N/A	4b		
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) ▶ MN			
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 2012 or the taxable year beginning in 2012 (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

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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 ▶ N/A

14 The books are in care of ▶ ROBERT DIAMOND Telephone no. ▶952 546-3441

Located at ▶555 OAKRIDGE PLACE, HOPKINS, MN ZIP+4 ▶55305

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 N/A

			Yes	No
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		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)?	N/A	1b		
	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 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A **5b**

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? N/A ☐ 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** No: 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? 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.

(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 STATEMENT 15		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	686,933.
b	Average of monthly cash balances	1b	34,690.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	721,623.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	721,623.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,824.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	710,799.
6	**Minimum investment return** Enter 5% of line 5	6	35,540.

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	35,540.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 359.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	359.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,181.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	35,181.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	35,181.

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	69,698.
b	Program-related investments - total from Part IX-B	1b	0.
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	69,698.
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	5	359.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	69,339.

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.

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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					35,181.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	28,535.				
b From 2008	15,522.				
c From 2009	25,722.				
d From 2010	25,870.				
e From 2011	21,759.				
f **Total** of lines 3a through e		117,408.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $	69,698.				
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					35,181.
e Remaining amount distributed out of corpus		34,517.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		151,925.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		28,535.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		123,390.			
10 Analysis of line 9:					
a Excess from 2008	15,522.				
b Excess from 2009	25,722.				
c Excess from 2010	25,870.				
d Excess from 2011	21,759.				
e Excess from 2012	34,517.				

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

N/A

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 16

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN CANCER SOCIETY 2520 PILOT KNOB ROAD #150 MENDOTA HEIGHTS, MN 55120	NONE	PUBLIC	GENERAL FUNDING	35.
AMERICAN HEART 7272 GREENVILLE AVE DALLAS, TX 75231	NONE	PUBLIC	GENERAL FUNDING	20.
A BREATH OF HOPE LUNG FOUNDATION P.O. BOX 387 WAYZATA, MN 55391	NONE	PUBLIC	GENERAL FUNDING	100.
BEIT T'SHUVAH 8831 VENICE BOULEVARD LOS ANGELES, CA 90034	NONE	PUBLIC	GENERAL FUNDING	25.
BETTY FORD CENTER 41990 COOK STREET SUITE C-301 PALM DESERT, CA 92211	NONE	PUBLIC	GENERAL FUNDING	25.
Total SEE CONTINUATION SHEET(S)			▶ 3a	67,852.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

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
	(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	8,894.	
4 Dividends and interest from securities			14	10,876.	
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			01	289.	
8 Gain or (loss) from sales of assets other than inventory			18	25,897.	
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.		45,956.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 45,956.

(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).

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
		N/A	

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
N/A		

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

▶ Robert Diamond | 6/9/13 | ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANNE M. LEDWEIN		4/5/2013		P00448677
Firm's name ▶ CBIZ MHM, LLC			Firm's EIN ▶ 34-1873282	
Firm's address ▶ 222 SOUTH 9TH STREET, SUITE 1000 MINNEAPOLIS, MN 55402			Phone no. 612-339-7811	

Form **990-PF** (2012)

223622
12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHAI LIFELINE 151 WEST 30TH STREET NEW YORK, NY 10001	NONE	PUBLIC	GENERAL FUNDING	100.
CHILDREN'S CANCER RESEARCH FUND 7801 EAST BUSH LAKE ROAD SUITE 130 EDINA, MN 55439	NONE	PUBLIC	GENERAL FUNDING	1,050.
CITY OF HOPE FOUNDATION 1500 E. DUARTE ROAD DUARTE, CA 91010	NONE	PUBLIC	GENERAL FUNDING	20.
COMMON HOPE 550 VANDALIA STREET ST. PAUL, MN 55114	NONE	PUBLIC	GENERAL FUNDING	500.
DESERT COMMUNITY FOUNDATION 75105 MERLE DRIVE PLAM DESERT, CA 92211	NONE	PUBLIC	GENERAL FUNDING	850.
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE	PUBLIC	GENERAL FUNDING	25.
EVAN'S SCHOLARS FOUNDATION 1 BRIAR ROAD GOLF, IL 60029	NONE	PUBLIC	GENERAL FUNDING	250.
GUTTMACHER INSTITUTE 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10005	NONE	PUBLIC	GENERAL FUNDING	3,100.
HADLEY SCHOOL FOR THE BLIND 700 ELM STREET WINNETKA, IL 60093	NONE	PUBLIC	GENERAL FUNDING	25.
HERZL CAMP ASSOCIATION 7204 W. 27TH STREET #226 ST. LOUIS PARK, MN 55426	NONE	PUBLIC	GENERAL FUNDING	100.
Total from continuation sheets				67,647.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HOME FIRST 905 WATCHUNG AVENUE PLAINFIELD, NJ 07060	NONE	PUBLIC	GENERAL FUNDING	1,000.
HUMOR TO FIGHT THE TUMOR 8550 W. BRYN MAWR AVENUE #550 CHICAGO, IL 60631	NONE	PUBLIC	GENERAL FUNDING	50.
JCRC 12 NORTH 12TH STREET SUITE 480 MINNEAPOLIS, MN 55403	NONE	PUBLIC	GENERAL FUNDING	300.
JEWISH FEDERATION COUNCIL OF GREATER LOS ANGELES GOLDSMITH CENTER, 6505 WILSHIRE BLVD LOS ANGELES, CA 90048	NONE	PUBLIC	GENERAL FUNDING	10,000.
JEWISH FAMILY AND CHILDREN'S SERVICES-MINNEAPOLIS 13100 WAYZATA BOULEVARD SUITE 400 MINNETONKA, MN 55305	NONE	PUBLIC	GENERAL FUNDING	1,870.
JEWISH FAMILY SERVICES OF CENTRAL NJ 655 WESTFIELD AVENUE ELIZABETH, NJ 07208	NONE	PUBLIC	GENERAL FUNDING	2,000.
JEWISH FEDERATION OF PALM SPRINGS & DESERT AREA 69930 HIGHWAY 111 SUITE 204 RANCHO MIRAGE, CA 92270	NONE	PUBLIC	GENERAL FUNDING	3,980.
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEW YORK, NY 10021	NONE	PUBLIC	GENERAL FUNDING	20.
JEWISH VOCATIONAL SERVICES SCHOLARSHIP FUND 6505 WILSHIRE BOULEVARD LOS ANGELES, CA 90048	NONE	PUBLIC	GENERAL FUNDING	1,800.
MACKAY SCHOLARSHIP FUND U OF MN MINNEAPOLIS, MN 55402	NONE	PUBLIC	GENERAL FUNDING	100.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MINNEAPOLIS JEWISH FEDERATION 13100 WAYZATA BOULEVARD SUITE 200 MINNETONKA, MN 55305	NONE	PUBLIC	GENERAL FUNDING	30,020.
MINNESOTA MEDICAL FOUNDATION PO BOX 86 MINNEAPOLIS, MN 55486	NONE	PUBLIC	GENERAL FUNDING	1,000.
OXLAJUJ B'ATZ MAYA WOMEN'S CENTER CALLE 14 DE FEBRERO PANAJACHEL, SOLOLA, GUATEMALA	NONE	PUBLIC	GENERAL FUNDING	100.
PALM SPRINGS ART MUSEUM 101 NORTH MUSEUM DRIVE PALM SPRINGS, CA 92262	NONE	PUBLIC	GENERAL FUNDING	735.
PAUL ADELMAN CHILDREN WITH DIASABLITIES 13100 WAYZATA BOULEVARD MINNETONKA, MN 55305	NONE	PUBLIC	GENERAL FUNDING	100.
PEOPLE FOR THE AMERICA WAY 2000 M STREET NW SUITE 400 WASHINGTON, DC 20036	NONE	PUBLIC	GENERAL FUNDING	150.
PHILLIP'S EYE INSTITUTE 2215 PARK AVENUE MINNEAPOLIS, MN 55404	NONE	PUBLIC	GENERAL FUNDING	150.
PLANNED PARENTHOOD 1200 LAGOON AVENUE MINNEAPOLIS, MN 55408	NONE	PUBLIC	GENERAL FUNDING	1,025.
SHOLOM HOME 3620 PHILLIPS PARKWAY MINNEAPOLIS, MN 55426	NONE	PUBLIC	GENERAL FUNDING	51.
SPECIAL OLYMPICS 1133 19TH STREET NW WASHINGTON, DC 20036	NONE	PUBLIC	GENERAL FUNDING	25.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305	NONE	PUBLIC	GENERAL FUNDING	100.
TEEN WISE MINNESOTA 1619 DAYTON AVE SUITE 111 ST PAUL, MN 55104	NONE	PUBLIC	GENERAL FUNDING	125.
TEMPLE EMANU-EL 756 E BROAD STREET WESTFIELD, NJ 07090	NONE	PUBLIC	GENERAL FUNDING	1,400.
TEMPLE ISRAEL 2324 EMERSON AVE SOUTH MINNEAPOLIS, MN 55405	NONE	PUBLIC	GENERAL FUNDING	4,926.
UNITED STATES HOLOCAUST MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 20024	NONE	PUBLIC	GENERAL FUNDING	75.
VISTA DEL MAR 3200 MOTOR AVENUE LOS ANGELES, CA 90034	NONE	PUBLIC	GENERAL FUNDING	25.
ZBT FRATERNITY 3905 VINCENNES ROAD SUITE 300 INDIANAPOLIS, IN 46268	NONE	PUBLIC	GENERAL FUNDING	500.
Total from continuation sheets				

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05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MARQUETTE ASSET MANAGEMENT	8,894.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,894.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MARQUETTE ASSET MANAGEMENT	11,595.	719.	10,876.
TOTAL TO FM 990-PF, PART I, LN 4	11,595.	719.	10,876.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISC. INCOME	289.	289.	
TOTAL TO FORM 990-PF, PART I, LINE 11	289.	289.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CBIZ SK&B LLC	3,595.	1,797.		1,798.
TO FORM 990-PF, PG 1, LN 16B	3,595.	1,797.		1,798.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - MARQUETTE	7,895.	7,895.		0.
BANK FEES - US BANK	23.	0.		23.
TO FORM 990-PF, PG 1, LN 16C	7,918.	7,895.		23.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	274.	274.		0.
FEDERAL TAXES	271.	0.		0.
TO FORM 990-PF, PG 1, LN 18	545.	274.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE OF MINNESOTA	25.	0.		25.
ADR FEES	112.	112.		0.
TO FORM 990-PF, PG 1, LN 23	137.	112.		25.

FORM 990-PF OTHER FUNDS STATEMENT 8

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	642,981.	608,890.
TOTAL TO FORM 990-PF, PART II, LINE 29	642,981.	608,890.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - MARQUETTE ASSET US GOVERNMENT OBLIGATIONS	X		63,963.	64,415.
SEE ATTACHED - MARQUETTE ASSET MUNCIPAL BONDS		X	82,797.	82,122.
TOTAL U.S. GOVERNMENT OBLIGATIONS			63,963.	64,415.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			82,797.	82,122.
TOTAL TO FORM 990-PF, PART II, LINE 10A			146,760.	146,537.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - MARQUETTE ASSET CORPORATE STOCK	364,670.	433,740.
TOTAL TO FORM 990-PF, PART II, LINE 10B	364,670.	433,740.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - MARQUETTE ASSET CORPORATE BONDS	72,792.	81,114.
TOTAL TO FORM 990-PF, PART II, LINE 10C	72,792.	81,114.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT DIAMOND 555 OAKRIDGE PLACE HOPKINS, MN 55305	VP 1.00	0.	0.	0.
SUSAN DIAMOND 555 OAKRIDGE PLACE HOPKINS, MN 55305	PRESIDENT 1.00	0.	0.	0.
LORI FRITZ 11111 MILL RUN MINNETONKA, MN 55305	DIRECTOR 1.00	0.	0.	0.
STEVE DIAMOND 122 HAMILTON AVENUE WESTFIELD, NJ 07090	DIRECTOR 1.00	0.	0.	0.
SCOTT DIAMOND 1700 ROXBURY DRIVE LOS ANGELES, CA 90035	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 16

NAME OF MANAGER

ROBERT DIAMOND
SUSAN DIAMOND

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MARQUETTE ASSET MANAGEMENT	8,894.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,894.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MARQUETTE ASSET MANAGEMENT	11,595.	719.	10,876.
TOTAL TO FM 990-PF, PART I, LN 4	11,595.	719.	10,876.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISC. INCOME	289.	289.	
TOTAL TO FORM 990-PF, PART I, LINE 11	289.	289.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CBIZ SK&B LLC	3,595.	1,797.		1,798.
TO FORM 990-PF, PG 1, LN 16B	3,595.	1,797.		1,798.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - MARQUETTE	7,895.	7,895.		0.
BANK FEES - US BANK	23.	0.		23.
TO FORM 990-PF, PG 1, LN 16C	7,918.	7,895.		23.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	274.	274.		0.
FEDERAL TAXES	271.	0.		0.
TO FORM 990-PF, PG 1, LN 18	545.	274.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE OF MINNESOTA	25.	0.		25.
ADR FEES	112.	112.		0.
TO FORM 990-PF, PG 1, LN 23	137.	112.		25.

FORM 990-PF OTHER FUNDS STATEMENT 8

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	642,981.	608,890.
TOTAL TO FORM 990-PF, PART II, LINE 29	642,981.	608,890.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - MARQUETTE ASSET US GOVERNMENT OBLIGATIONS	X		63,963.	64,415.
SEE ATTACHED - MARQUETTE ASSET MUNCIPAL BONDS		X	82,797.	82,122.
TOTAL U.S. GOVERNMENT OBLIGATIONS			63,963.	64,415.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			82,797.	82,122.
TOTAL TO FORM 990-PF, PART II, LINE 10A			146,760.	146,537.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - MARQUETTE ASSET CORPORATE STOCK	364,670.	433,740.
TOTAL TO FORM 990-PF, PART II, LINE 10B	364,670.	433,740.

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Asset Detail

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
Cash & Equivalents						
Money Market Funds						
Fidelity Prime Mon Mar-Ins	20,536.85	1.00	$20,536.85	$20,536.85	$0.00	$29.81
Total Cash & Equivalents			$20,536.85	$20,536.85	$0.00	$29.81
Equity						
Consumer Discretionary						
V F Corp	23 00	150.97	$3,472.31	$1,495.69	$1,976.62	$80.04
McDonalds Corp	36 00	88.21	$3,175.56	$1,852.22	$1,323.34	$110.88
			$6,647.87	$3,347.91	$3,299.96	$190.92
Consumer Staples						
Sysco Corp	115.00	31.66	$3,640.90	$2,728 26	$912.64	$128.80
Kraft Foods Group Inc	30 00	45.47	$1,364.10	$885.03	$479.07	$60.00
Mondelez International Inc	90.00	25.45	$2,290.79	$1,637.66	$653.13	$46.80
Altria Group Inc	97 00	31.44	$3,049.68	$1,541.42	$1,508.26	$170.72
Kimberly Clark Corp	42 00	84 43	$3,546.06	$2,436.84	$1,109 22	$124.32
			$13,891 53	$9,229.21	$4,662.32	$530.64
Energy						
Valero Energy Corp	118.00	34.12	$4,026.16	$3,167.55	$858.61	$82.60
Chevron Corporation	33 00	108.14	$3,568.62	$2,297.00	$1,271.62	$118.80
ConocoPhillips	63.00	57.99	$3,653.37	$2,624.24	$1,029.13	$166.32
Marathon Oil Corp	107.00	30.66	$3,280.62	$2,348 13	$932.49	$72.76

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	*Shares/Par Value*	*Current Price*	*Market Value*	*Tax Cost*	*Unrealized G/L*	*Est. Ann. Income*
Royal Dutch Shell Spons ADR	49 00	68.95	$3,378.55	$2,576.94	$801.61	$143.28
			$17,907.32	$13,013 86	$4,893 46	$583.76
Financials						
Bank Montreal Quebec	58.00	61.30	$3,555.40	$2,976.15	$579.25	$167.91
Royal Bank of Canada	59.00	60.30	$3,557.70	$2,815.80	$741.90	$142.72
ACE Limited	47.00	79.80	$3,750.60	$2,488.56	$1,262.04	$92.12
Chubb Corp	51.00	75.32	$3,841.32	$2,436.14	$1,405.18	$83.64
			$14,705.02	$10,716 65	$3,988.37	$486.39
Health Care						
Glaxo Smithkline Spons ADR	76.00	43.47	$3,303.72	$2,917.36	$386.36	$176.24
Lilly Eli & Co	77.00	49.32	$3,797.64	$3,345.50	$452.14	$150.92
Merck & Co Inc	79.00	40.94	$3,234.26	$2,128.41	$1,105.85	$135.88
Pfizer Inc	146.00	25.08	$3,661.58	$1,880.54	$1,781.04	$140.16
Johnson & Johnson	54.00	70.10	$3,785.40	$3,136.55	$648.85	$131.76
Medtronic Inc	86.00	41.02	$3,527.72	$3,324.31	$203.41	$89 44
			$21,310.32	$16,732.67	$4,577 65	$824.40
Industrials						
3M Co	39.00	92.85	$3,621.15	$2,508.66	$1,112.49	$92.04
Northrop Grumman Corporation	56 00	67.58	$3,784.48	$2,860.84	$923.64	$123.20
Hubbell Inc CL B	45.00	84.63	$3,808.35	$1,735.51	$2,072.84	$81.00
Waste Management Inc	98 00	33 74	$3,306 52	$2,947.15	$359.37	$139 16
United Parcel Service CL B	44.00	73.73	$3,244.12	$2,582.46	$661.66	$100.32
			$17,764.62	$12,634.62	$5,130.00	$535.72

Asset Detail (continued)

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
Technology						
Analog Devices Inc	86.00	42.06	$3,617.16	$2,424.60	$1,192.56	$103 20
Kla-Tencor Corp	66.00	47.76	$3,152 16	$2,576.03	$576.13	$105.60
			$6,769.32	$5,000.63	$1,768.69	$208 80
Basic Materials						
PPG Industries Inc	32.00	135.35	$4,331.20	$2,209.03	$2,122.17	$75.52
			$4,331.20	$2,209.03	$2,122.17	$75.52
Telecommunication Services						
BT Group PLC-Spons ADR	100.00	38.03	$3,803.00	$3,383.36	$419.64	$134.90
Centurylink Inc	88.00	39.12	$3,442.56	$2,879.49	$563.07	$255.20
Verizon Communications	79.00	43.27	$3,418.33	$2,273.48	$1,144.85	$162.74
			$10,663.89	$8,536.33	$2,127.56	$552.84
Utilities						
Duke Energy Corp	56.00	63 80	$3,572.80	$2,548 65	$1,024 15	$171.36
			$3,572.80	$2,548.65	$1,024.15	$171.36
Equity Mutual Funds						
iShares TR Russell 1000 Growth Index	551 00	65 49	$36,084.99	$35,947.24	$137 75	$597.28
Guggenheim S&P 500 Pure Growth ETF	692 00	49.28	$34,101.76	$30,809.90	$3,291.86	$270.57
Alerian Mlp ETF	205 00	15.95	$3,269.75	$3,459.62	-$189.87	$204.18
Alger Spectra Fund-I	2,642 14	13 81	$36,488.01	$32,287 00	$4,201.01	$0.00
iShares DJ Select Dividend Index Fd	105.00	57 24	$6,010.20	$5,946.43	$63.77	$222.71
iShares S&P Pref Stk	90.00	39.62	$3,565 80	$3,600.86	-$35 06	$214 47
Powershares FTSE Rafi US 1500 S/M PT	1,350.00	69.54	$93,879.00	$72,378.23	$21,500.77	$1,622.70

Asset Detail (continued)

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
Wells Fargo Growth Fund	867.70	43.06	$37,363.03	$32,287.00	$5,076.03	$0.00
Powershares FTSE Rafi Developed	657.00	36.45	$23,950.28	$26,115.68	-$2,165.40	$644.52
Powershares FTSE Rafi Emerging	944.00	22.82	$21,542.08	$21,035.91	$506.17	$448.40
iShares MSCI Australia Index Fund	125.00	25.14	$3,142.50	$2,711.28	$431.22	$168.88
iShares MSCI Canada Index Fund	105.00	28.40	$2,982.00	$2,671.67	$310.33	$62.27
iShares MSCI Hong Kong	177.00	19 42	$3,437.34	$2,715.41	$721.93	$88.85
iShares MSCI Singapore Index Fund	243.00	13 69	$3,326.67	$2,705.73	$620.94	$131.71
iShares MSCI Switzerland Index	125.00	26.80	$3,350.00	$2,712.94	$637.06	$79.13
			$312,493.41	$277,384.90	$35,108.51	$4,755.67
REITS						
Plum Creek Timber Co Inc	83 00	44 37	$3,682.71	$3,315 39	$367.32	$139.44
			$3,682.71	$3,315.39	$367.32	$139.44
Other Equity						
Fractional Cusip for Kinder Morgan	826 37	0.00	$0.00	$0.00	$0.00	$0.00
			$0.00	$0.00	$0.00	$0.00
Total Equity			$433,740.01	$364,669.85	$69,070.16	$9,055.46
Fixed Income						
Government Securities						
United States Treasury Bonds DTD 11/30/2008 2.000% 11/30/2013	32,000 00	101.65	$32,527.36	$32,456.38	$70.98	$640.00

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
Federal National Mortgage Assn DTD 02/05/2009 2.750% 02/05/2014 Non Callable	31,000.00	102.86	$31,887.84	$31,506.39	$381.45	$852.50
Total US Govt obligations			$64,415.20	$63,962.77	$452.43	$1,492.50
Municipal Obligations						
Eden Prairie Minnesota Indp Sch Dist School District Revenue DTD 01/14/2009 5.500% 02/01/2016 Non Callable SD Cred Prog	25,000.00	111.82	$27,955.50	$28,774.75	-$819.25	$1,375.00
Metropolitan Council Minnesota General Obligation DTD 02/22/2010 3.000% 02/01/2016 Non Callable	10,000.00	105.79	$10,579.40	$10,000.00	$579.40	$300.00
Massachusetts State General Obligation DTD 05/28/2009 3 500% 07/01/2016 Non Callable	20,000 00	106.90	$21,380.20	$21,517.00	-$136.80	$700.00
Madison Wisconsin General Obligation DTD 10/01/2009 4 350% 10/01/2019 Callable	10,000.00	109.81	$10,980.90	$11,230.80	-$249.90	$435 00

Asset Detail (continued)

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
Richfield Minnesota Indep Sch Dist School District Revenue DTD 03/24/2009 5.500% 02/01/2024 Callable SD Cred Prog	10,000.00	112.25	$11,225.40	$11,274.90	-$49.50	$550.00
Total Municipal Bonds			$82,121.40	$82,797.45	-$676.05	$3,360.00
Corporate Bonds						
CSX Corp DTD 09/07/2007 5 750% 03/15/2013 Non Callable	5,000.00	101.03	$5,051.55	$5,002.83	$48.72	$287.50
JPMorgan Chase & Co DTD 04/28/2008 4 750% 05/01/2013 Non Callable	9,000.00	101 44	$9,129.87	$8,992.35	$137.52	$427.50
Wachovia Corp Medium Term Note DTD 04/25/2008 5.500% 05/01/2013 Non Callable	6,000.00	101.66	$6,099.78	$5,640.00	$459.78	$330.00
Wal-Mart Stores Inc DTD 01/23/2009 3.000% 02/03/2014 Non Callable	5,000.00	102.92	$5,145.85	$4,976.85	$169.00	$150.00
Caterpillar Financial Svcs Medium Term Note DTD 02/12/2009 6 125% 02/17/2014 Non Callable	6,000.00	106.62	$6,396.90	$5,992.74	$404.16	$367 50
Goldman Sachs Group Inc Medium Term Note DTD 05/06/2009 6.000% 05/01/2014 Non Callable	6,000.00	106.43	$6,385.50	$6,067.26	$318.24	$360.00

Asset Detail (continued)

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
United Technologies Corp DTD 12/07/2007 5 375% 12/15/2017 Non Callable	6,000 00	118.86	$7,131.66	$6,042.48	$1,089.18	$322.50
General Elec Cap Corp DTD 04/21/2008 5.625% 05/01/2018 Non Callable	9,000 00	118.75	$10,687.77	$9,066.14	$1,621.63	$506.25
Glaxosmithkline Cap Inc DTD 05/13/2008 5.650% 05/15/2018 Non Callable	6,000.00	121.80	$7,308.24	$6,031.32	$1,276.92	$339.00
Pepsico Inc DTD 05/28/2008 5 000% 06/01/2018 Non Callable	9,000.00	118 61	$10,674.45	$8,897.49	$1,776.96	$450.00
Cisco Systems Inc DTD 02/17/2009 4.950% 02/15/2019 Non Callable	6,000.00	118.38	$7,102.92	$6,082.88	$1,020.04	$297.00
Total Corporate Bonds			$81,114 49	$72,792.34	$19,392.24	$3,837.25
Total Fixed Income			$227,651.09	$219,552.26	$8,098.83	$8,689.75
Total All Assets			**$681,927.95**	$604,759.26	$77,168.69	**$17,775.02**

Asset values contained herein are obtained from industry sources believed to be reliable, but are not guaranteed. Prices are provided as a general indication of market value and may differ from actual market prices or resale values. Assets which are not publicly traded may reflect values from external sources other than pricing vendors, and may be valued less frequently than other publicly traded securities. Certain securities such as fixed income may not be valued daily.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - MARQUETTE ASSET CORPORATE BONDS	72,792.	81,114.
TOTAL TO FORM 990-PF, PART II, LINE 10C	72,792.	81,114.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT DIAMOND 555 OAKRIDGE PLACE HOPKINS, MN 55305	VP 1.00	0.	0.	0.
SUSAN DIAMOND 555 OAKRIDGE PLACE HOPKINS, MN 55305	PRESIDENT 1.00	0.	0.	0.
LORI FRITZ 11111 MILL RUN MINNETONKA, MN 55305	DIRECTOR 1.00	0.	0.	0.
STEVE DIAMOND 122 HAMILTON AVENUE WESTFIELD, NJ 07090	DIRECTOR 1.00	0.	0.	0.
SCOTT DIAMOND 1700 ROXBURY DRIVE LOS ANGELES, CA 90035	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 16

NAME OF MANAGER

ROBERT DIAMOND
SUSAN DIAMOND

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. ROBERT AND SUSAN DIAMOND FOUNDATION	Employer identification number (EIN) or 41-1890047
	Number, street, and room or suite no. If a P.O. box, see instructions 555 OAKRIDGE PLACE #230	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOPKINS, MN 55305	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ROBERT DIAMOND
  555 OAKRIDGE PLACE - HOPKINS, MN 55305
  Telephone No ▶ 952 546-3441 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 2012 or

▶ ☐ tax year beginning ______, and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990 PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0.
b	If this application is for Form 990 PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0.
c	Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453 EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions Form 8868 (Rev 1-2013)

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01-21-13