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

2010

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

For calendar year 2010, or tax year beginning _____, and ending _____

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

Name of foundation

HJ PROMISE FOUNDATION

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

PO BOX 5628

A Employer identification number

26-2252708

City or town, state, and ZIP code

MINNEAPOLIS, MN 55440-5628

B Telephone number

952-674-2800

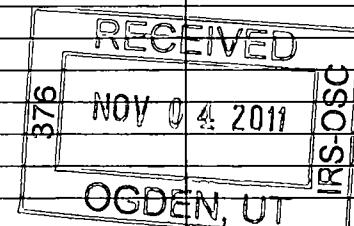
H Check type of organization: Section 501(c)(3) exempt private foundationC If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ►

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 441,698. (Part I, column (d) must be on cash basis)

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	755,893.		N/A	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	Interest on savings and temporary cash investments	3.	3.		STATEMENT 2
	4 Dividends and interest from securities	11,243.	11,243.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<19,390.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	722,551.			
	7 Capital gain net income (from Part IV, line 2)		529,994.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	66.	66.		STATEMENT 4
	12 Total Add lines 1 through 11	747,815.	541,306.		
	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				
	c Other professional fees	STMT 5	2,977.	2,977.	
	17 Interest		26.	0.	0.
	18 Taxes	STMT 6	164.	164.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7	2,253.	1,186.	1,067.
	24 Total operating and administrative expenses. Add lines 13 through 23		5,420.	4,327.	1,067.
	25 Contributions, gifts, grants paid		345,438.		345,438.
	26 Total expenses and disbursements. Add lines 24 and 25		350,858.	4,327.	346,505.
	27 Subtract line 26 from line 12:		396,957.		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		536,979.		
	c Adjusted net income (if negative, enter -0-)			N/A	



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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
	1 Cash - non-interest-bearing		4,829.	18,688.	18,688.
	2 Savings and temporary cash investments				
	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				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	0.	383,098.	423,010.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		4,829.	401,786.	441,698.
	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	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		4,829.	401,786.	
	30 Total net assets or fund balances		4,829.	401,786.	
	31 Total liabilities and net assets/fund balances		4,829.	401,786.	

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	4,829.
2 Enter amount from Part I, line 27a	2	396,957.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	401,786.
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	401,786.

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					
b	SEE ATTACHED STATEMENT				
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	722,551.		192,557.	529,994.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) 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		
a					
b					
c					
d					
e				529,994.	
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	529,994.
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 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))
2009	264,876.	13,723.	19.301610
2008	233,088.	18,588.	12.539703
2007			
2006			
2005			

2 Total of line 1, column (d)

2 31.841313

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 15.920657

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 399,596.

5 Multiply line 4 by line 3

5 6,361,831.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 5,370.

7 Add lines 5 and 6

7 6,367,201.

8 Enter qualifying distributions from Part XII, line 4

8 346,505.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	<div style="display: flex; align-items: center; justify-content: space-between;"> Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) 1 10,740. </div> <div style="display: flex; align-items: center; justify-content: space-between;"> b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b 2 0. </div> <div style="display: flex; align-items: center; justify-content: space-between;"> c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 3 10,740. </div> <div style="display: flex; align-items: center; justify-content: space-between;"> 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 0. </div> <div style="display: flex; align-items: center; justify-content: space-between;"> 3 Add lines 1 and 2 5 10,740. </div> <div style="display: flex; align-items: center; justify-content: space-between;"> 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 6 </div> <div style="display: flex; align-items: center; justify-content: space-between;"> 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- 7 17,000. </div> <div style="display: flex; align-items: center; justify-content: space-between;"> 6 Credits/Payments: <table border="1" style="margin-left: 10px; border-collapse: collapse;"> <tr><td>6a</td><td></td></tr> <tr><td>6b</td><td></td></tr> <tr><td>6c</td><td>17,000.</td></tr> <tr><td>6d</td><td></td></tr> </table> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> 7 Total credits and payments. Add lines 6a through 6d 8 17,000. </div> <div style="display: flex; align-items: center; justify-content: space-between;"> 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached 9 129. </div> <div style="display: flex; align-items: center; justify-content: space-between;"> 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 6,131. </div> <div style="display: flex; align-items: center; justify-content: space-between;"> 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 0. </div> <div style="display: flex; align-items: center; justify-content: space-between;"> 11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ► 6,131. Refunded ► </div>	6a		6b		6c	17,000.	6d	
6a										
6b										
6c	17,000.									
6d										

Part VII-A | Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	<input checked="" type="checkbox"/>	
<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/>	
1d	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.	
1e	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?	<input checked="" type="checkbox"/>	
<i>If "Yes," attach a detailed description of the activities</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input checked="" type="checkbox"/>	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>	
4b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input checked="" type="checkbox"/>	
<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year?	<input checked="" type="checkbox"/>	
<i>If "Yes," complete Part II, col. (c), and Part XV</i>			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	N/A	
MN			
8b	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	<input checked="" type="checkbox"/>	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV	<input checked="" type="checkbox"/>	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input checked="" type="checkbox"/>	

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	<input checked="" type="checkbox"/>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <u>LYNN WILDE</u> Telephone no. ► <u>952-674-2800</u> Located at ► <u>PO BOX 5628, MINNEAPOLIS, MN</u>	ZIP+4	► <u>55440</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► <input type="checkbox"/> <u>N/A</u>
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	► <u>N/A</u>	
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 2010?	► <u>1b</u>	
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	► <u>1c</u> <input checked="" type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2010 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 2010)	► <u>N/A</u>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	► <u>3b</u>	
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 2010?	► <u>4a</u> <input checked="" type="checkbox"/>	
		► <u>4b</u> <input checked="" type="checkbox"/>	

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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)?

(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 Yes No Yes No Yes No 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

 Yes No

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
PETER DAITCH PO BOX 5628 MINNEAPOLIS, MN 55440	PRESIDENT 0.00	0.	0.	0.
ALEXA DAITCH PO BOX 5628 MINNEAPOLIS, MN 55440	VICE PRESIDENT 0.00	0.	0.	0.
LYNN WILDE PO BOX 5628 MINNEAPOLIS, MN 55440	SECRETARY 0.00	0.	0.	0.
LYNN WILDE PO BOX 5628 MINNEAPOLIS, MN 55440	TREASURER 0.00	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

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		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		► 0.

Form 990-PF (2010)

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 394,315.
b	Average of monthly cash balances	1b 11,366.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 405,681.
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	3 405,681.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 6,085.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5 399,596.
6	Minimum investment return. Enter 5% of line 5	6 19,980.

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 19,980.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 10,740.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 10,740.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 9,240.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 9,240.
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 9,240.

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 346,505.
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	4 346,505.
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 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 346,505.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				9,240.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	264,190.			
f Total of lines 3a through e	264,190.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 346,505.			0.	
a Applied to 2009, but not more than line 2a				
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 2010 distributable amount				9,240.
e Remaining amount distributed out of corpus	337,265.			
5 Excess distributions carryover applied to 2010 (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:	601,455.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	601,455.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	264,190.			
e Excess from 2010	337,265.			

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 2010, 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)

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 the instructions.)

1. Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a. The name, address, and telephone number 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:

3. Any submission deadlines

4. 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 <i>Paid during the year</i>				
SEE STATEMENT 9				
Total			► 3a	345,438.
b <i>Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

4 Dividends and interest from securities

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

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)

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

(See worksheet in line 13 instructions to verify calculations.)

	Unrelated business income		(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income
	(a) Business code	(b) 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					
4 Dividends and interest from securities					
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					
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.		<8,078. >	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	<8,078. >

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

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

OMB No 1545-0047

2010**Name of the organization****Employer identification number****HJ PROMISE FOUNDATION****26-2252708****Organization type (check one)****Filers of:****Section:**
 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 foundation**Check 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, aggregate 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 aggregate to 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 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)

LHA 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) (2010)

Name of organization

H.J. PROMISE FOUNDATION

Employer identification number

26-2252708

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<u>ALEXA AND PETER DAITCH</u> <u>PO BOX 5628</u> <u>MINNEAPOLIS, MN 55440</u>	\$ <u>68,600.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<u>ALEXA AND PETER DAITCH</u> <u>PO BOX 5628</u> <u>MINNEAPOLIS, MN 55440</u>	\$ <u>687,293.</u>	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)

Name of organization

Employer identification number

HJ PROMISE FOUNDATION26-2252708**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given <u>3,400 MICROSOFT, 2,000 ABBOTT, 1,650 EXXON, 4,750 T ROWE PRICE, 1,550 NATL FUEL GAS, 1,425 HONEYWELL</u>	(c) FMV (or estimate) (see instructions)	(d) Date received
2		\$ <u>687,293.</u>	<u>05/07/10</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

HJ PROMISE FOUNDATION

26-2252708

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ► \$

HJ PROMISE FOUNDATION

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	TAXABLE BOND FUND		VARIOUS	VARIOUS
b	TAXABLE BOND FUND		VARIOUS	VARIOUS
c	INTERNATIONAL EQUITY FUND II		VARIOUS	VARIOUS
d	INTERNATIONAL EQUITY FUND II		VARIOUS	VARIOUS
e	US ALL CAP EQUITY FUND		VARIOUS	VARIOUS
f	US ALL CAP EQUITY FUND		VARIOUS	VARIOUS
g	GLOBAL BOND FUND		VARIOUS	VARIOUS
h	GLOBAL BOND FUND		VARIOUS	VARIOUS
i	GLOBAL EQUITY FUND	P	VARIOUS	VARIOUS
j	GLOBAL EQUITY FUND	P	VARIOUS	VARIOUS
k	UBS-SEE STATEMENT ATTACHED	P	12/29/10	12/29/10
l	UBS-SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
m				
n				
o				

(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		382.	<382.>
b		292.	<292.>
c		684.	<684.>
d		158.	<158.>
e		743.	<743.>
f		45.	<45.>
g		11.	<11.>
h		27.	<27.>
i	322.		322.
j	928.		928.
k	52,352.	52,306.	46.
l	668,949.	137,909.	531,040.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			<382.>
b			<292.>
c			<684.>
d			<158.>
e			<743.>
f			<45.>
g			<11.>
h			<27.>
i			322.
j			928.
k			46.
l			531,040.
m			
n			
o			

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	529,994.
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

REALIZED GAINS AND LOSSES
H J PROMISE FOUNDATION
 From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis			Proceeds			Gain Or Loss		
				Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	
11-13-96	05-26-10	1,200	Price T Rowe Grp	11,022.60		59,833.22		46,810.62				
11-13-96	06-28-10	1,500	Price T Rowe Grp	13,778.25		71,077.65		57,299.40				
09-01-95	07-28-10	50	Exxon Mobil	797.67		2,889.89		2,092.22				
02-08-93	07-28-10	1,425	Honeywell	23,390.88		61,161.75		37,770.87				
01-01-90	07-28-10	50	Natl Fuel Gas	66.96		2,355.68		2,288.72				
11-13-96	07-28-10	50	Price T Rowe Grp	459.28		2,312.18		1,852.90				
09-01-95	08-30-10	600	Exxon Mobil	9,572.03		34,852.38		25,280.35				
12-20-94	08-30-10	400	Microsoft	1,825.93		9,484.67		7,658.74				
01-01-90	08-30-10	500	Natl Fuel Gas	669.58		21,282.81		20,613.23				
08-11-94	09-28-10	300	Abbott Laboratories	4,045.19		15,399.13		11,353.94				
09-01-95	09-28-10	200	Exxon Mobil	3,190.68		12,179.87		8,989.19				
12-20-94	09-28-10	400	Microsoft	1,825.93		9,647.87		7,821.94				
01-01-90	09-28-10	200	Natl Fuel Gas	267.83		10,099.29		9,831.46				
11-13-96	09-28-10	300	Price T Rowe Grp	2,755.65		14,497.86		11,742.21				
08-11-94	10-21-10	1,700	Abbott Laboratories	22,922.76		90,093.40		67,170.64				
09-01-95	10-21-10	800	Exxon Mobil	12,762.71		52,305.75		39,543.04				
12-20-94	10-21-10	2,600	Microsoft	11,868.54		66,635.41		54,766.87				
01-01-90	10-21-10	800	Natl Fuel Gas	1,071.33		43,519.31		42,447.98				
11-13-96	10-21-10	1,700	Price T Rowe Grp	15,615.35		89,320.53		73,705.18				
12-29-10	12-29-10	800	Exxon Mobil	52,305.75		52,352.11		46.36				
TOTAL GAINS								46.36				
TOTAL LOSSES								46.36				
TOTAL REALIZED GAIN/LOSS				190,214.90		721,300.76		531,039.50				
NO CAPITAL GAINS DISTRIBUTIONS												

Short Term Gains and Losses
 Long Term Gains and Losses

52,305.75 52,352.11 46.36
 137,909.15 668,948.65 531,039.50

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
					PURCHASED	VARIOUS	VARIOUS
TAXABLE BOND FUND	0.	382.	0.	0.			<382. >

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
					PURCHASED	VARIOUS	VARIOUS
TAXABLE BOND FUND	0.	292.	0.	0.			<292. >

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
					PURCHASED	VARIOUS	VARIOUS
INTERNATIONAL EQUITY FUND II	0.	684.	0.	0.			<684. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTERNATIONAL EQUITY FUND II		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	158.	0.	0.	<158.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
US ALL CAP EQUITY FUND		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	743.	0.	0.	<743.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
US ALL CAP EQUITY FUND		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	45.	0.	0.	<45.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GLOBAL BOND FUND		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	11.	0.	0.	<11.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
GLOBAL BOND FUND				PURCHASED	VARIOUS
					VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
GLOBAL EQUITY FUND				PURCHASED	VARIOUS
					VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
GLOBAL EQUITY FUND				PURCHASED	VARIOUS
					VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE
				ACQUIRED	ACQUIRED
UBS-SEE STATEMENT ATTACHED				PURCHASED	12/29/10
					12/29/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED	VARIOUS	VARIOUS
UBS-SEE STATEMENT ATTACHED						
				(E)	(F)	
				DEPREC.	GAIN OR LOSS	
	668,949.	687,293.	0.	0.	<18,344. >	
CAPITAL GAINS DIVIDENDS FROM PART IV					0.	
TOTAL TO FORM 990-PF, PART I, LINE 6A					<19,390. >	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
WXCLC, INC.	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GLOBAL BOND FUND	276.	0.	276.
GLOBAL EQUITY FUND	720.	0.	720.
INTERNATIONAL EQUITY FUND II	922.	0.	922.
TAXABLE BOND FUND	1,804.	0.	1,804.
UBS	6,683.	0.	6,683.
US ALL CAP EQUITY FUND	838.	0.	838.
TOTAL TO FM 990-PF, PART I, LN 4	11,243.	0.	11,243.

FORM 990-PF

OTHER INCOME

STATEMENT

4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TAXABLE BOND FUND	4.	4.	
INTERNATIONAL EQUITY FUND II	<18.>	<18.>	
US ALL CAP EQUITY FUND	8.	8.	
GLOBAL BOND FUND	82.	82.	
GLOBAL EQUITY FUND	<10.>	<10.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	66.	66.	

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
WAYCROSSE FEES	2,977.	2,977.		0.
TO FORM 990-PF, PG 1, LN 16C	2,977.	2,977.		0.

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				
PAID-INTERNATIONAL EQUITY FUND II	97.	97.		0.
FOREIGN TAXES PAID-GLOBAL BOND FUND	2.	2.		0.
FOREIGN TAXES PAID-GLOBAL EQUITY FUND	65.	65.		0.
TO FORM 990-PF, PG 1, LN 18	164.	164.		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.
INVESTMENT EXPENSES-TAXABLE				
BOND FUND	304.	304.		0.
INVESTMENT				
EXPENSES-INTERNATIONAL				
EQUITY FUND II	140.	140.		0.
INVESTMENT EXPENSES-US ALL				
CAP EQUITY FUND	167.	167.		0.
INVESTMENT EXPENSES-GLOBAL				
BOND FUND	66.	66.		0.
INVESTMENT EXPENSES-GLOBAL				
EQUITY FUND	359.	359.		0.
CT COPR	192.	0.		192.
INVESTMENT FEES-UBS	150.	150.		0.
UNITED STATES TREASURY USER				
FEE	850.	0.		850.
TO FORM 990-PF, PG 1, LN 23	2,253.	1,186.		1,067.

FORM 990-PF	OTHER INVESTMENTS			STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
GLOBAL EQUITY FUND	COST	78,961.	87,864.	
GLOBAL BOND FUND	COST	19,167.	19,255.	
US ALL CAP EQUITY FUND	COST	108,287.	126,326.	
INTERNATIONAL EQUITY FUND II	COST	81,790.	94,399.	
TAXABLE BOND FUND	COST	94,893.	95,166.	
TOTAL TO FORM 990-PF, PART II, LINE 13		383,098.	423,010.	

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CAMP RISING SUN PO BOX 1004 MERIDEN, CT 06450	NONE UNRESTRICTED	PUBLIC CHARITY	15,000.
CARLOS OTIS CLINIC P.O. BOX 617 STRATTON MOUNTAIN, VT 05155	NONE UNRESTRICTED	PUBLIC CHARITY	5,000.
CHALLENGE ASPEN PO BOX 6639 SNOWMASS VILLAGE, CO 81615	NONE UNRESTRICTED	PUBLIC CHARITY	10,000.
ENCOMPASS TRUST 12815 RIVER ROAD POTOMAC, MD 20854	NONE UNRESTRICTED	PUBLIC CHARITY	5,000.
CHILDRENS STOREFRONT 70 EAST 129TH STREET NEW YORK, NY 10035	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
LYME PUBLIC LIBRARY 482 HAMBURG RD LYME, CT 06371	NONE UNRESTRICTED	PUBLIC CHARITY	500.
CPTV 1049 ASYLUM AVENUE HARTFORD, CT 06105	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
FIRST CONGREGATIONAL CHURCH OF LYME 2 FERRY ROAD LYME, CT 06371	NONE UNRESTRICTED	PUBLIC CHARITY	15,000.

HJ PROMISE FOUNDATION

26-2252708

FRESH AIR FUND 633 THIRD AVENUE NEW YORK, NY 10017	NONE UNRESTRICTED	PUBLIC CHARITY	3,000.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE UNRESTRICTED	PUBLIC CHARITY	10,000.
HIGH HOPES THERAPEUTIC RIDING, INC. 36 TOWN WOODS ROAD OLD LYME, CT 06371	NONE UNRESTRICTED	PUBLIC CHARITY	5,000.
LYME AMBULANCE ASSOCIATION P.O. BOX 911 HADLYME, CT 06439	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
STRATTON FOUNDATION P.O. BOX 523 STRATTON MOUNTAIN, VT 05155	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
LYME LAND CONSERVATION TRUST P.O. BOX 1002 LYME, CT 06371	NONE UNRESTRICTED	PUBLIC CHARITY	50,000.
LYME YOUTH SERVICES P.O. BOX 589 OLD LYME, CT 06371	NONE UNRESTRICTED	PUBLIC CHARITY	500.
HABITAT FOR HUMANITY OF SOUTHEASTERN CONNECTICUT 377 BROAD STREET NEW LONDON, CT 06320	NONE UNRESTRICTED	PUBLIC CHARITY	2,500.
MERCY SHIPS PO BOX 2020 GARDEN VALLEY, TX 75771	NONE UNRESTRICTED	PUBLIC CHARITY	5,000.
MIDDLESEX UNITED WAY 100 RIVERVIEW CENTER, SUITE 230 MIDDLETON, CT 06457	NONE UNRESTRICTED	PUBLIC CHARITY	30,000.

SAILING FOUNDATION OF NEW YORK P.O. BOX 267 COS COB, CT 06807	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
OCEAN EXPLORATION TRUST 55 COOGAN BLVD MYSTIC, CT 06355	NONE UNRESTRICTED	PUBLIC CHARITY	2,500.
SEARCH AND RESCUE CHARITABLE FOUNDATION 1811 NW 51ST HNGR 42D FORT LAUDERDALE, FL 33309	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
SHORELINE SOUP KITCHEN AND PANTRIES PO BOX 804 ESSEX, CT 06426	NONE COUPONS FOR TURKEYS	PUBLIC CHARITY	15,438.
SHORELINE SOUP KITCHEN AND PANTRIES PO BOX 804 ESSEX, CT 06426	NONE UNRESTRICTED	PUBLIC CHARITY	30,000.
THE CROSBY FUND FOR HAITIAN EDUCATION 19 BINNEY ROAD OLD LYME, CT 06371	NONE UNRESTRICTED	PUBLIC CHARITY	10,000.
YALE-NEW HAVEN HOSPITAL P.O. BOX 1849 NEW HAVEN, CT 06508-1849	NONE ROSALY SIMONS DAITCH FUND FOR AML AT SMILOW CANCER HOSPITAL	PUBLIC CHARITY	75,000.
YALE-NEW HAVEN HOSPITAL P.O. BOX 1849 NEW HAVEN, CT 06508-1849	NONE YVETTE AND ARTHUR PEDIATRIC FAMILY SUPPORT FUND	PUBLIC CHARITY	10,000.
CONNECTICUT RIVER MUSEUM 67 MAIN STREET ESSEX, CT 06426	NONE FIRE RESTORATION FUND	PUBLIC CHARITY	1,000.
WARM THE CHILDREN 90 MAIN STREET OLD SAYBROOK, CT 06475	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.

HJ PROMISE FOUNDATION

26-2252708

WINHALL VOLUNTEER FIRE DEPARTMENT P.O. BOX 141 BONDVILLE, VT 05340	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVE, 3RD FL BOSTON, MA 02215	NONE UNRESTRICTED	PUBLIC CHARITY	20,000.
COAST GUARD FOUNDATION 394 TAUGWONK ROAD STONINGTON, CT 06378-1807	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
MN LANDSCAPE ARBORETUM FOUNDATION 3675 ARBORETUM DRIVE CHASKA, MN 55318-9613	NONE UNRESTRICTED	PUBLIC CHARITY	5,000.
THE COUNTRY SCHOOL 341 OPENING HILL ROAD MADISON, CT 06443-1998	NONE UNRESTRICTED	PUBLIC CHARITY	10,000.
BAHAMAS ENVIRONMENT FUND 260 CRANDON BLVD, SUITE 32-213 KEY BISCAYNE, FL 33149	NONE UNRESTRICTED	PUBLIC CHARITY	1,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>345,438.</u>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization HJ PROMISE FOUNDATION
	Employer identification number 26-2252708
	Number, street, and room or suite no. If a P O. box, see instructions PO BOX 5628
	City, town or post office, state, and ZIP code For a foreign address, see instructions MINNEAPOLIS, MN 55440-5628

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

LYNN WILDE

- The books are in the care of ► **PO BOX 5628 - MINNEAPOLIS, MN 55440**

Telephone No. ► **952-674-2800** 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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011**

5 For calendar year **2010**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a 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.	8a	\$ 17,000.
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 and any amount paid previously with Form 8868.	8b	\$ 17,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ► **SECRETARY**

Date ► _____

Form 8868 (Rev. 1-2011)