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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>HJ PROMISE FOUNDATION</b>		A Employer identification number <b>26-2252708</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>PO BOX 5628</b>		B Telephone number <b>952-674-2800</b>
City or town, state, and ZIP code <b>MINNEAPOLIS, MN 55440-5628</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,736,876.</b> (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 <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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)
1	Contributions, gifts, grants, etc., received	129,508.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	8.	8.		STATEMENT 2
4	Dividends and interest from securities	20,100.	20,100.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	37,951.			STATEMENT 1
b	Gross sales price for all assets on line 6a	46,345.			
7	Capital gain net income (from Part IV, line 2)		39,623.		
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	-704.	42,005.		STATEMENT 4
12	Total. Add lines 1 through 11	186,863.	101,736.		
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	12,064.	259.		1,805.
c	Other professional fees	410.	410.		0.
17	Interest	208.	208.		0.
18	Taxes	-7,618.	629.		0.
19	Depreciation and depletion	1,416.	1,416.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	4,594.	20,522.		254.
24	Total operating and administrative expenses. Add lines 13 through 23	1,074.	23,444.		2,059.
25	Contributions, gifts, grants paid	399,758.			399,758.
26	Total expenses and disbursements. Add lines 24 and 25	400,832.	23,444.		401,817.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-213,969.			
b	Net investment income (if negative, enter -0-)		78,292.		
c	Adjusted net income (if negative, enter -0-)			N/A	

\* See statement regarding transfers received as a successor foundation

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		11,499.	6,998.	6,998.
	2	Savings and temporary cash investments		4,610.	127,071.	127,071.
	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	STMT 10	258,349.	510,595.	862,516.
	c	Investments - corporate bonds	STMT 11	118,244.	552,491.	608,017.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 12	0.	6,561.	134,274.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets (to be completed by all filers)</b>		392,702.	1,203,716.	1,738,876.	
Liabilities	17	Accounts payable and accrued expenses			683.	
	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	<b>Total liabilities (add lines 17 through 22)</b>		0.	683.	
Net Assets or Fund Balances	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		392,702.	1,203,033.	
30	<b>Total net assets or fund balances</b>		392,702.	1,203,033.		
31	<b>Total liabilities and net assets/fund balances</b>		392,702.	1,203,716.		

**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	392,702.
2	Enter amount from Part I, line 27a	2	-213,969.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1,024,300.
4	Add lines 1, 2, and 3	4	1,203,033.
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	1,203,033.

**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.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENT			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 46,345.		6,722.	39,623.

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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			39,623.

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	39,623.
<b>3</b> 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	564,618.	1,916,394.	.294625
2010	416,940.	1,835,569.	.227145
2009	339,920.	1,330,060.	.255567
2008	322,959.	1,585,075.	.203750
2007	82,500.	1,863,537.	.044271

<b>2</b> Total of line 1, column (d)	2	1.025358
<b>3</b> 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	.205072
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,865,762.
<b>5</b> Multiply line 4 by line 3	5	382,616.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	783.
<b>7</b> Add lines 5 and 6	7	383,399.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	401,817.

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.

\* See statement regarding transfers received as a successor foundation.

**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. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	783.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	783.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	783.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a *	1,799.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,450.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,249.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,466.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 2,466. Refunded <input type="checkbox"/> 0.	11	0.	

**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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MN</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 13

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\* See statement regarding transfers received as a successor foundation.

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
<b>1a</b> 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>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
<b>c</b> 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
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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>N/A</u>	2b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
<b>3a</b> 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>b</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.) <u>N/A</u>	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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****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
PETER DAITCH	PRESIDENT			
PO BOX 5628				
MINNEAPOLIS, MN 55440	0.00	0.	0.	0.
ALEXA DAITCH	VICE PRESIDENT			
PO BOX 5628				
MINNEAPOLIS, MN 55440	0.00	0.	0.	0.
MICHELLA L JOHNSON	SECRETARY			
PO BOX 5628				
MINNEAPOLIS, MN 55440	0.00	0.	0.	0.
LYNN WILDE	TREASURER			
PO BOX 5628				
MINNEAPOLIS, MN 55440	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**

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,846,231.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	49,944.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,896,175.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,896,175.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	28,443.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,867,732.
<b>6</b>	<b>Minimum investment return</b> Enter 5% of line 5	<b>6</b>	93,387.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	93,387.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	783.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	783.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	92,604.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	92,604.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	92,604.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	401,817.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	401,817.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	783.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	401,034.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				92,604.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			* 66,756.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	264,190.			
d From 2010	337,265.			
e From 2011	472,188.			
f Total of lines 3a through e	1,073,643.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 401,817.				
a Applied to 2011, but not more than line 2a			66,756.	
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				92,604.
e Remaining amount distributed out of corpus	242,457.			
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	1,316,100.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,316,100.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	264,190.			
c Excess from 2010	337,265.			
d Excess from 2011	472,188.			
e Excess from 2012	242,457.			

\* See statement regarding transfers received as a successor foundation.

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

- 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(i)(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(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income

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

### 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 14

- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE CROSBY FUND FOR HAITIAN EDUCATION 19 OLD BINNEY ROAD OLD LYME, CT 06371	NONE	PUBLIC CHARITY	UNRESTRICTED	20,000.
HAZELDEN 15251 PLEASANT VALLEY RD CENTER CITY, MN 55012-0011	NONE	PUBLIC CHARITY	CAPITAL PROJECT-PLYMOUTH (HCYF) EXPANSION	10,000.
MINNESOTA LANDSCAPE ARBORETUM 3675 ARBORETUM DRIVE CHASKA, MN 55318-9613	NONE	PUBLIC CHARITY	SARA STEVENS MACMILLAN GARDEN FUND	5,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
TOWN OF LYME 480 HAMBURG ROAD LYME, CT 06371	NONE	PUBLIC CHARITY	LIBRARY/TOWN HALL BUILDING FUND	50,000.
Total			SEE CONTINUATION SHEET(S)	399,758.
b Approved for future payment				
NONE				
Total				



## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**


- |          |  | Yes          | No       |
|----------|--|--------------|----------|
| <b>1</b> | 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?  |              |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |          |
|          | (1) Cash   | <b>1a(1)</b> | <b>X</b> |
|          | (2) Other assets   | <b>1a(2)</b> | <b>X</b> |
| <b>b</b> | Other transactions:  |              |          |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | <b>X</b> |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | <b>X</b> |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | <b>X</b> |
| <b>d</b> | 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. |              |          |

[illegible]

- 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		

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.

**Sign Here**  11/12/13 **SECRETARY**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JULIE A. LORENZ	<i>Julie A. Lorenz</i>	11/11/13		P00035775
	Firm's name ▶ WAYCROSSE, INC.			Firm's EIN ▶ 41-1697170	
	Firm's address ▶ 15407 MCGINTY ROAD WEST WAYZATA, MN 55391			Phone no. 952-674-2800	

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

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

OMB No 1545-0047

**2012**

Name of the organization

HJ PROMISE FOUNDATION

Employer identification number

26-2252708

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)( ) (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private 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, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**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) (2012)

Name of organization

Employer identification number

**HJ PROMISE FOUNDATION****26-2252708****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<b>1</b>	<b>ALEXA AND PETER DAITCH</b> <b>PO BOX 5628</b> <b>MINNEAPOLIS, MN 55440-5628</b>	\$ <b>129,508.</b>	Person <input checked="checked" 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 FOUNDATION****26-2252708****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(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 that total 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) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**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	US ALL CAP EQUITY FUND	P		
b	US ALL CAP EQUITY FUND	P		
c	INTERNATIONAL EQUITY FUND II	P		
d	INTERNATIONAL EQUITY FUND II	P		
e	GLOBAL BOND FUND	P		
f	GLOBAL BOND FUND	P		
g	GLOBAL EQUITY FUND	P		
h	GLOBAL EQUITY FUND	P		
i	TAXABLE BOND FUND	P		
j	TAXABLE BOND FUND	P		
k	FROM SARAH STEVENS MACMILLAN FOUNDATION	P		
l				
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		2,322.	-2,322.
b		295.	-295.
c		2,985.	-2,985.
d		711.	-711.
e	1,268.		1,268.
f	8,473.		8,473.
g		409.	-409.
h	28,247.		28,247.
i	286.		286.
j	6,399.		6,399.
k	1,672.		1,672.
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2,322.
b			-295.
c			-2,985.
d			-711.
e			1,268.
f			8,473.
g			-409.
h			28,247.
i			286.
j			6,399.
k			1,672.
l			
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	39,623.
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 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
BAHAMAS ENVIRONMENT FUND 260 CRANDON BLVD, SUITE 32-213 KEY BISCAYNE, FL 33149	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
CAMP RISING SUN PO BOX 1004 MERIDEN, CT 06450	NONE	PUBLIC CHARITY	UNRESTRICTED	15,000.
CARLOS OTIS CLINIC P.O. BOX 617 STRATTON MOUNTAIN, VT 05155	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
CHALLENGE ASPEN PO BOX 6639 SNOWMASS VILLAGE, CO 81615	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
CONNECTICUT SPORTS FOUNDATION 455 BOSTON POST ROAD, SUITE 203B OLD SAYBROOK, CT 06475	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
FIRST CONGREGATIONAL CHURCH 2 FERRY ROAD LYME, CT 06371	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
FRESH AIR FUND 633 THIRD AVENUE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
HIGH HOPES THERAPEUTIC RIDING, INC. 36 TOWN WOODS ROAD OLD LYME, CT 06371	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
LYME LAND CONSERVATION TRUST P.O. BOX 1002 LYME, CT 06371	NONE	PUBLIC CHARITY	UNRESTRICTED	40,000.
MIDDLESEX COUNTY HOMELESSNESS PREVENTION FUND 100 RIVERVIEW CENTER, SUITE 230 MIDDLETOWN, CT 06457	NONE	PUBLIC CHARITY	UNRESTRICTED	20,000.
<b>Total from continuation sheets</b>				<b>309,758.</b>

**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
SHORELINE SOUP KITCHEN AND PANTRIES PO BOX 804 ESSEX, CT 06426	NONE	PUBLIC CHARITY	COUPONS FOR TURKEYS	14,508.
SHORELINE SOUP KITCHEN AND PANTRIES PO BOX 804 ESSEX, CT 06426	NONE	PUBLIC CHARITY	UNRESTRICTED	25,000.
THE COUNTRY SCHOOL 341 OPENING HILL ROAD MADISON, CT 06443-1998	NONE	PUBLIC CHARITY	UNRESTRICTED	55,000.
TOMMY FUND FOR CHILDHOOD CANCER 20 YORK STREET NEW HAVEN, CT 06510	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
SOUTHERN VERMONT COLLEGE 982 MANSION DRIVE BENNINGTON, VT 05201-6002	NONE	PUBLIC CHARITY	MILL PROPERTY CONSTRUCTION OF HEALTH EDUCATION CENTER	10,000.
INTERFAITH OUTREACH & COMMUNITY PARTNERS 1605 COUNTY ROAD 101 N PLYMOUTH, MN 55447-2708	NONE	PUBLIC CHARITY	UNRESTRICTED	750.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE	PUBLIC CHARITY	HAITI REACH-RURAL ENTREPRENEURS FOR AG COOPERATION IN HAITI	50,000.
LYME FIRE COMPANY 213 HAMBURG ROAD LYME, CT 06371	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203-1606	NONE	PUBLIC CHARITY	UNRESTRICTED	15,000.
FIRST CONGREGATIONAL CHURCH OF LYME 1 STERLING CITY ROAD LYME, CT 06371	NONE	PUBLIC CHARITY	UNRESTRICTED	7,500.
<b>Total from continuation sheets</b>				

FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT      1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
US ALL CAP EQUITY FUND			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	2,322.	0.	0.	-2,322.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
US ALL CAP EQUITY FUND			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	295.	0.	0.	-295.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTERNATIONAL EQUITY FUND II			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	2,985.	0.	0.	-2,985.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
INTERNATIONAL EQUITY FUND II	0.	711.	0.		0.		-711.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
GLOBAL BOND FUND	1,268.	0.	0.		0.		1,268.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
GLOBAL BOND FUND	8,473.	0.	0.		0.		8,473.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
GLOBAL EQUITY FUND	0.	409.	0.		0.		-409.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GLOBAL EQUITY FUND					
	28,247.	0.	0.	0.	28,247.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TAXABLE BOND FUND					
	286.	0.	0.	0.	286.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TAXABLE BOND FUND					
	6,399.	0.	0.	0.	6,399.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM SARAH STEVENS MACMILLAN FOUNDATION					
	1,672.	1,672.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	37,951.



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

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SOURCE	AMOUNT
WXCLC, INC.	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DORCHESTER MINERALS	2.	0.	2.
GLOBAL BOND FUND	2,617.	0.	2,617.
GLOBAL EQUITY FUND	2,855.	0.	2,855.
INTERNATIONAL EQUITY FUND II	3,895.	0.	3,895.
TAXABLE BOND FUND	6,581.	0.	6,581.
US ALL CAP EQUITY FUND	4,150.	0.	4,150.
TOTAL TO FM 990-PF, PART I, LN 4	20,100.	0.	20,100.

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FORM 990-PF OTHER INCOME STATEMENT 4

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TAXABLE BOND FUND	90.	90.	
INTERNATIONAL EQUITY FUND II	35.	35.	
US ALL CAP EQUITY FUND	27.	27.	
GLOBAL BOND FUND	-1,943.	-1,943.	
GLOBAL EQUITY FUND	-9.	-9.	
DORCHESTER MINERALS	1,096.	1,096.	
FROM SARAH S MACMILLAN FOUNDATION	0.	42,709.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-704.	42,005.	

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WAYCROSSE FEES	2,064.	259.		1,805.
TO FORM 990-PF, PG 1, LN 16B	2,064.	259.		1,805.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WAYCROSSE FEES	410.	410.		0.
TO FORM 990-PF, PG 1, LN 16C	410.	410.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES				
PAID-INTERNATIONAL EQUITY FUND II	411.	411.		0.
FOREIGN TAXES PAID-GLOBAL BOND FUND	4.	4.		0.
FOREIGN TAXES PAID-GLOBAL EQUITY FUND	210.	210.		0.
FOREIGN TAXES PAID-US ALL CAP EQUITY	4.	4.		0.
2011 FEDERAL TAX REFUND	-8,247.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-7,618.	629.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CT CORP	170.	0.		170.	
STATE OF MINNESOTA	25.	0.		25.	
STATE OF DELAWARE	25.	0.		25.	
INVESTMENT EXPENSES-TAXABLE BOND FUND	1,190.	1,190.		0.	
INVESTMENT EXPENSES-INTERNATIONAL EQUITY FUND II	527.	527.		0.	
INVESTMENT EXPENSES-US ALL CAP EQUITY FUND	725.	725.		0.	
INVESTMENT EXPENSES-GLOBAL BOND FUND	580.	580.		0.	
INVESTMENT EXPENSES-GLOBAL EQUITY FUND	1,187.	1,187.		0.	
MISCELLANEOUS INVESTMENT	19.	0.		19.	
EXPENSES-DORCHESTER MINERALS FROM SARAH STEVENS MACMILLAN FOUNDATION	146.	146.		0.	
	0.	16,167.		15.	
TO FORM 990-PF, PG 1, LN 23	4,594.	20,522.		254.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION	AMOUNT		
DEPLETION DORCHESTER MINERALS, LP K-1	1,416.		
ASSETS TRANSFERRED FROM SARAH STEVENS MACMILLAN FOUNDATION	1,022,884.		
TOTAL TO FORM 990-PF, PART III, LINE 3	1,024,300.		

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FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GLOBAL EQUITY FUND	128,413.	166,050.
US ALL CAP EQUITY FUND	239,350.	411,173.
INTERNATIONAL EQUITY FUND II	142,832.	285,293.
TOTAL TO FORM 990-PF, PART II, LINE 10B	510,595.	862,516.

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FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GLOBAL BOND FUND	243,405.	262,207.
TAXABLE BOND FUND	309,086.	345,810.
TOTAL TO FORM 990-PF, PART II, LINE 10C	552,491.	608,017.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DORCHESTER MINERALS	FMV	6,561.	132,274.
OIL & GAS	FMV	0.	2,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,561.	134,274.

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FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 13
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NAME OF CONTRIBUTORADDRESSSARAH STEVENS MACMILLAN (DECEASED  
5/27/95)

PO BOX 5628

MINNEAPOLIS, MN 55440-5628

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FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 14
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NAME OF MANAGERPETER DAITCH  
ALEXA DAITCH

**HJ PROMISE FOUNDATION**

**EIN 26-2252708**

**2012 990 PF**

**STATEMENT REGARDING TRANSFERS RECEIVED AS A SUCCESSOR FOUNDATION**

In accordance with IRC 507(b)(2), all of the Directors and Members of the Sarah Stevens MacMillan Foundation approved a Plan of Merger that resulted in the assets of the Sarah Stevens MacMillan Foundation being divided into four equal shares with one share being transferred to (or merged with) each of the following existing Section 501(c)3 private foundations (all of which are organized and operated exclusively for charitable, scientific, religious, literary, educational purposes within the meaning of sections 170(c)(2), 501(c)(3) and 2055(a) of the Internal Revenue Code and all of which are effectively controlled by the same people who effectively control the transferor foundation):

- Marlu Foundation, a Minnesota Non-profit Corporation;
- HJ Promise Foundation, a Delaware Non-profit Corporation;
- Katherine Wells MacMillan Foundation, a Minnesota Non-profit Corporation;
- and
- The Three Sisters Foundation, a Minnesota Non-profit Corporation.

IRC 507(b)(2) of the Code provides that in the case of a transfer of assets of any private foundation to another private foundation pursuant to any liquidation, merger, redemption, recapitalization, or other adjustment, organization, or reorganization, the transferee foundation shall not be treated as a newly created organization and the tax attributes and characteristics of those assets carry over to the transferee.

This transferee private foundation received one-fourth of the assets of said transferor private foundation, and pursuant to Reg. 1.507-3(a), succeeded to one-fourth of the tax attributes of the transferor private foundation, including but not limited to, the previous payment by the Sarah Stevens MacMillan Foundation (EIN 41-1830212) of the tax on net investment income applicable to calendar year 2012 (which included \$1,599 of 2011 overpayment credited to 2012), the history to determine the reduced 1% tax rate, the minimum distribution requirement, and income and expenses.

Sarah S. MacMillan Foundation  
Allocation of Tax Return History to Successor Foundations

Allocation of History to determine 1% tax rate

Sarah Stevens MacMillan Foundation- Transferor				Amounts Transferred to Successor Foundations							
Base Period Years	Adjusted Qualifying Distributions	Net Value Noncharitable-Use Assets	Marlu Foundation 41-1850047		The Three Sisters Foundation 46-0575702		H J Promise Foundation 26-2252708		Katherine Wells Macmillan FDN 41-2000877		
			Distributions	Assets	Distributions	Assets	Distributions	Assets	Distributions	Assets	
2011	282,290	5,902,273	70,572	1,475,568	70,572	1,475,568	70,573	1,475,568	70,573	1,475,569	
2010	281,743	5,743,891	70,436	1,435,973	70,436	1,435,973	70,435	1,435,973	70,436	1,435,972	
2009	300,177	5,265,349	75,045	1,316,337	75,044	1,316,337	75,044	1,316,337	75,044	1,316,338	
2008	359,483	6,265,949	89,871	1,566,487	89,871	1,566,487	89,871	1,566,487	89,870	1,566,488	
2007	330,000	7,454,147	82,500	1,863,537	82,500	1,863,537	82,500	1,863,537	82,500	1,863,536	
Year	Undistributed Income	267,027	Marlu Foundation	66,757	The Three Sisters Foundation	66,757	H J Promise Foundation	66,756	Katherine Wells MacMillan Foundation	66,757	
2011											
Year	Tax Payments	6395	Marlu Foundation	1,599	The Three Sisters Foundation	1,598	H J Promise Foundation	1,599	Katherine Wells MacMillan Foundation	1,599	
2012											
Overpayment Applied		2895	724		723		724		724		
4th Qtr Est		3500	875		875		875		875		

Sarah Stevens MacMillan Foundation

Allocation of income and expenses to Successor Foundations

01/01/12 through date of transfer

<u>Description</u>	<u>Amount to Each Successor Foundation</u>			
	<u>Books</u>	<u>Net Investment Income</u>	<u>Disbursements For Charitable Purposes</u>	<u>Disbursements For Charitable Purposes</u>
Interest on Savings & Temp Investments	23	23		6
Dividends and Interest From Securities	146,950	146,950		36,738
Net Gain from the sale of assets	6,689	6,689		1,672
Other Income	23,861	23,861		5,965
Total Income	177,523	177,523		44,381
Other Professional Fees	52,386	52,386	-	13,097
Interest	1,608	1,608	-	402
Taxes	7,996	3,496	-	874
Depletion	7,175	7,175	-	1,794
Other Expenses	60	-	60	-
Total Expenses & Disbursements	69,225	64,665	60	16,167
Excess Revenue over Expenses & Disbursements	108,298			15
Net Investment Income		112,858		28,214



- 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).

		Enter filer's identifying number, see instructions	
Type or print  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	HJ PROMISE FOUNDATION	26-2252708	
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)	
	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)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

**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, 2013

5 For calendar year 2012, 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 NECESSARY 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	\$	1,650.
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	\$	1,650.
c <b>Balance due.</b> 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 must be completed for Part II only.**

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 ☒ CPA

Date ☐