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Return of Private Foundation

or **Section 4947(a)(1) Trust Treated as a Private Foundation**
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 Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

2013

Open to Public Inspection

For calendar year **2013** or tax year beginning **2013** and ending **20**

Name of foundation **SANDCASTLE FOUNDATION**
C/O JENNIFER GEENEN

Number and street (or P.O. box, if mailed, or deleted to street address) **1908 W LARCHMONT** Room/suite

City or town, state or province, country, and ZIP or foreign postal code **CHICAGO IL 60613**

A Employer identification number
46-0911329

B Telephone number (see instructions)
(773) 456-0571

C If exempt application fee check here

D 1 Foreign organizations check here
2 Foreign organizations meeting the 85 test check here and attach computation

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

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

G Check all that apply

<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

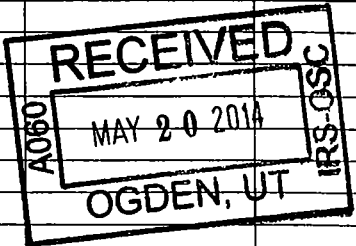
H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II col (c) line 16)
\$ 1,064,493

J Accounting method Cash Accrual
 Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), & (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc. received (attach schedule) Check <input type="checkbox"/> if the foundation is not required to attach Sch. B	1,081,466			
	2 Interest on savings and temp. cash investments	17	17		
	3 Dividends and interest from securities	42,042	42,042		
	5a Gross rents				
	b Net rental income (or loss)				
	6a Net gain (or loss) from sale of assets not on line 10	83			
	b Gross sales price for all assets on line 6a	408,949			
	7 Capital gain net income (from Part IV line 2)		83		
	8 Net short-term capital gain			0	
	9 Income modifications			0	
	10a Gross sales less returns & allowances	0			
	b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)			0		
12 Total. Add lines 1 through 11	1,123,608	42,142			
O P E R A T I N G & A D M I N I S T R A T I V E E X P E N S E S	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) #1	525			
	c Other professional fees (attach schedule) #2	5,107			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	5,632	0	0	
25 Contributions, gifts, grants paid	40,500			40,500	
26 Total. Add lines 24 and 25	46,132	0	0	40,500	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,077,476				
b Net investment income (if negative enter 0)		42,142			
c Adjusted net income (if negative enter 0)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash -- non-interest-bearing			100,144	100,144
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments -- U.S. and state government obligations (attach schedule)				
	b	Investments -- corporate stock (attach schedule)				
	c	Investments -- corporate bonds (attach schedule) #3			978,437	964,540
	11	Investments in land, buildings, and equipment bases ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments -- mortgage loans					
13	Investments -- other (attach schedule)					
14	Land, buildings, and equipment bases ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers -- see the instructions. Also see page 1, item I)			0	1,078,581	1,064,493
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			0	0	
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				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, and endowment to other funds				1,078,581
	30	Total net assets or fund balances (see instructions)			0	1,078,581
31	Total liabilities and net assets/fund balances (see instructions)			0	1,078,581	

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	
2	Enter amount from Part I, line 27a	2	1,077,76
3	Other increases not included in line 2 (itemize) ▶ SEE ATTACHMENT #4	3	1,105
4	Add lines 1, 2, and 3	4	1,078,581
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,078,581

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 Do ato	(c) Date acquired (mo day yr)	(d) Date sold (mo day yr)
1a SEE ATTACHMENT #5				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
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) FMV 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				
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	23
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain also enter in Part I line 8 column (c) (see instructions) If (loss) enter -0- in Part I line 8			If gain also enter in Part I line 8 column (c) (see instructions) If (loss) enter -0- in Part I line 8	3

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)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable assets	(d) Distributable amount (col (b) divided by col (c))
	2012			
	2011			
	2010			
	2009			
	2008			
2 Total of line 1 column (d)				2 0.000000
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
4 Enter the net value of noncharitable-use assets for 2013 from Part X line 5				4 814.077
5 Multiply line 4 by line 3				5
6 Enter 1/ of net investment income (1/ of Part I line 27b)				6 .121
7 Add lines 5 and 6				7 .121
8 Enter qualifying distributions from Part XII line 4 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.				8 40.000

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

Table with 11 rows for excise tax calculations. Includes sub-tables for credits/payments (6a-6d) and a 'Refunded' column for line 11.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes 'Yes' and 'No' columns. Line 4b is marked 'N/A'.

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 ▶ N/A	13		X
14	The books are in care of ▶ SEE ATTACHMENT #6 Telephone no ▶ _____ Located at ▶ _____ ZIP+4 ▶ _____			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -- Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank securities or other financial account in a foreign country? 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
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 __, 20 __, 20 __, 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement -- see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __, 20 __, 20 __, 20 __		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A <input checked="" type="checkbox"/> 5b</p> <p>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? <input type="checkbox"/> N/A <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945-5(d)</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870 <input checked="" type="checkbox"/> 6b</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A <input type="checkbox"/> 7b</p>			
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and avg hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account other allowances
SEE ATTACHMENT #7				

2 Compensation of five highest-paid employees (other than those included on line 1 -- see instructions)

If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and avg hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services (see instructions) If none enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable etc purposes		
a	Average monthly fair market value of securities	1a	744.60
b	Average of monthly cash balances	1b	12.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a b and c)	1d	756.60
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	826.44
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount see instructions)	4	23.47
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V line 4	5	842.97
6	Minimum investment return . Enter 5% of line 5	6	42.15

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	6.79
2a	Tax on investment income for 2013 from Part VI line 5	2a	421
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b.	2c	21
3	Distributable amount before adjustments . Subtract line 2c from line 1	3	40.283
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	40.283
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted . Subtract line 6 from line 5. Enter here and on Part XIII line 1	7	40.283

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	40.500
b	Program-related investments -- total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable etc purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions . Add lines 1a through 3b. Enter here and on Part V line 8 and Part XIII line 4	4	40.500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I line 27b (see instructions)	5	421
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	0.079

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI line 7				40,283
2 Undistributed income for any as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20__ 20__ 20__				
3 Excess distributions carryover for any to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII line 4 ▶ \$ 40,500				
a Applied to 2012 but not more than line 2a				
b Applied to undistributed income of prior years (Election required -- see instructions)				
c Treated as distributions out of corpus (Election required -- see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d) the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years undistributed income for which a notice of deficiency has been issued or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount -- see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount -- see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				40,283
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct exempt act					0
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					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test -- enter 2/3 of min investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT #8				
Total				▶ 3a 40 500
b Approved for future payment				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513 or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Excl code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
9 Fees & contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					17
4 Dividends and interest from securities					42,142
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					83
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		0	42,142
13 Total. Add line 12, columns (b), (d), and (e)				13	42,142

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash			✓
(2) Other assets			✓
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization			✓
(2) Purchases of assets from a noncharitable exempt organization			✓
(3) Rental of facilities, equipment, or other assets			✓
(4) Reimbursement arrangements			✓
(5) Loans or loan guarantees			✓
(6) Performance of services or membership or fundraising solicitations			✓
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

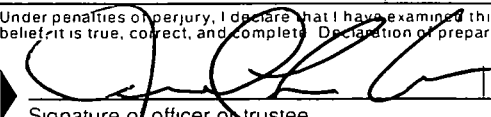
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

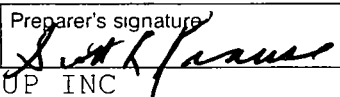
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  5/10/14 **TREASURER**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name: SCOTT KRAUSE
 Preparer's signature: 
 Date: 5/10/14
 Check if self-employed
 PTIN: P00800380
 Firm's name: HRB TAX GROUP INC
 Firm's EIN: 431871840
 Firm's address: 179 W WASHINGTON STE 201
 Phone no: 3124240268

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

Employer identification number

SANDCASTLE FOUNDATION

46-0911329

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. ▶ S _____

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization SANDCASTLE FOUNDATION Employer identification number 46-0911329

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SUNNY DURHAM FAMILY FOUNDATION 9636 OAK CIRCLE OMAHA, NE 68124	\$ 981,466	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	SUNNY DURHAM FAMILY FOUNDATION 9636 OAK CIRCLE OMAHA, NE 68124	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization SANDCASTLE FOUNDATION	Employer identification number 46-0911329
---	--

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
1	CORPORATE BONDS _____ _____ _____	\$ 981,466	03-15-2013
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

990 SCHEDULE OF ACCOUNTING FEES

ATTACHMENT 1: PAGE 1 - 990-PF PAGE 1, PART I, LINE 16B

OPEN TO PUBLIC

INSPECTION

For calendar year 2013, or tax period beginning , and ending

Name of Organization

SANDCASTLE FOUNDATION

Employer Identification Number

46-0911329

Accounting Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
TAX PREPARATION FEES	525			
Total:	525			

990 SCHEDULE OF OTHER PROFESSIONAL FEES

ATTACHMENT 2: PAGE 1 - 990-PF PAGE 1, PART I, LINE 16C

OPEN TO PUBLIC
INSPECTION

For calendar year 2013, or tax period beginning , and ending

Name of Organization

Employer Identification Number

SANDCASTLE FOUNDATION

46-0911329

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
INVESTMENT MANAGEMENT FEES	2,011			
INVESTMENT TRUSTEE FEES	3,006			
INVESTMENT EXPENSES	90			
Total:	5,107			

990 SCHEDULE OF INVESTMENTS - CORPORATE BONDS

ATTACHMENT 3: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10C

OPEN TO PUBLIC
INSPECTION

For calendar year 2013, or tax period beginning _____, and ending _____

Name of Organization

SANDCASTLE FOUNDATION

Employer Identification Number

46-0911329

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
CORPORATE BONDS	X		978,437	964,349
			Total	978,437
				964,349

990 SCHEDULE OF OTHER INCREASES

ATTACHMENT 4: PAGE 1 - 990- PF PAGE 2, PART III, LINE 3

OPEN TO PUBLIC
INSPECTION

For calendar year 2013, or tax period beginning , and ending

Name of Organization

SANDCASTLE FOUNDATION

Employer Identification Number

46-0911329

Description of Increase	Total Amount
MISCELLANEOUS BASIS ADJUSTMENT	1,105
Total	1,105

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

ATTACHMENT 5: PAGE 1 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION For calendar year 2013, or tax period beginning , and ending

Name of Organization SANDCASTLE FOUNDATION Employer Identification Number 46-0911329

	(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	(d) Date Sold
			(mo day yr)	(mo day yr)
1	SEE ATTACHMENT			

	(e) Gross Sales Price	(f) Depreciation Allowed (or allowable)	(g) Cost or Other Basis Plus Expense of Sale	(h) Gain or (loss) (e) Plus (f) Minus (g)
1	408,949		408,369	

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) Gain Minus Col (k), But Not Less Than -0-) or Losses (from col (h))
	(i) FMV as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col (i) Over Col (j), if Any	
1				63

A

ATTACHMENT

2013 Tax Information Statement

Recipient's Name and Address: SANDCASTLE FOUNDATION 1908 WEST LARCHMONT CHICAGO, IL 60613

Account Number: 150016721600
Recipient's Tax ID Number: XX-XXX1329
Payer's Federal ID Number: 41-1818433
Payer's State ID Number: IL
State: IL
Questions? (877)209-7529
Corrected [] 2nd TIN notice []

Payer's Name and Address: U.S. BANK NATIONAL ASSOCIATION P O BOX 64713; TRUST TAX SERVICES ST. PAUL, MN 55164-0713

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums. For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Table with columns: Cusip, Description (Box 8), Date of Sale or Exchange (Box 1a), Date of Acquisition, Quantity Sold, Stock or Other Symbol (Box 1d), Stocks Bonds, etc. (Box 2a), Cost or Other Basis, Wash Sale Loss Disallowed, Net Gain or Loss, Federal Income Tax Withheld (Box 4), State Tax Withheld (Box 15). Rows include entries for ALTRIA GROUP INC, AMERICAN TOWER CORP, and BANC OF AMERICA MTG.

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

(B)

ATTACHMENT

Page 8 of 23

2013 Tax Information Statement

Recipient's Name and Address:
SANDCASTLE FOUNDATION
1908 WEST LARCHMONT
CHICAGO, IL 60613

Account Number: 150016721600
Recipient's Tax ID Number: XX-XXX1329
Payer's Federal ID Number: 41-1818433
Payer's State ID Number: IL
State: IL
Questions? (877)209-7529
 Connected 2nd TIN notice

Payer's Name and Address:
U.S. BANK NATIONAL ASSOCIATION
P O BOX 64713; TRUST TAX SERVICES
ST. PAUL, MN 55164-0713

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8j)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
21036PAD0	CONSTELLATION BRANDS 7.250% 9/01/16	08/14/2013	03/14/2013		28,406.25	28,312.50	0.00	93.75	0.00	0.00
257867AT8	DONNELLEY & SONS 6.125% 1/15/17	08/23/2013	03/14/2013		36,795.00	34,815.00	0.00	1,980.00	0.00	0.00
257867AT8	DONNELLEY & SONS 6.125% 1/15/17	09/06/2013	03/14/2013		2,205.00	2,110.00	0.00	95.00	0.00	0.00
3128P7QX4	F H L M C G D C91370 4.500% 5/01/31	07/15/2013	06/19/2013	C91370F	1,367.27	1,464.69	0.00	-97.42	0.00	0.00
3128P7QX4	F H L M C G D C91370 4.500% 5/01/31	08/15/2013	06/19/2013	C91370F	1,397.11	1,496.65	0.00	-99.54	0.00	0.00
3128P7QX4	F H L M C G D C91370 4.500% 5/01/31	09/15/2013	06/19/2013	C91370F	1,026.58	1,099.72	0.00	-73.14	0.00	0.00
3128P7QX4	F H L M C G D C91370 4.500% 5/01/31	10/15/2013	06/19/2013	C91370F	577.70	618.86	0.00	-41.16	0.00	0.00
3128P7QX4	F H L M C G D C91370 4.500% 5/01/31	10/16/2013	06/19/2013	C91370F	39,471.39	39,575.30	0.00	-103.91	0.00	0.00
31417YGJ0	F N M A #MA0200 4.500% 10/01/29	04/25/2013	03/14/2013	MA0200A	705.51	760.99	0.00	-55.48	0.00	0.00
31417YGJ0	F N M A #MA0200 4.500% 10/01/29	05/25/2013	03/14/2013	MA0200A	842.37	908.62	0.00	-66.25	0.00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of this information.

ATTN COMMENT

2013 Tax Information Statement

Page 9 of 23

Recipient's Name and Address:
SANDCASTLE FOUNDATION
1908 WEST LARCHMONT
CHICAGO, IL 60613

Account Number: 150016721600
Recipient's Tax ID Number: XX-XXX1329
Payer's Federal ID Number: 41-1818433

Payer's Name and Address:
U.S. BANK NATIONAL ASSOCIATION
P O BOX 64713; TRUST TAX SERVICES
ST. PAUL, MN 55164-0713

Payer's State ID Number: IL
State: (877)209-7529
Questions? 2nd TRN notice
 Corrected

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Quantity Sold	Stocks or Other Symbol (Box 1d)	Stocks, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
31417YGJ0	F N M A #MA0200 4.500% 10/01/29	06/25/2013	03/14/2013	775.4100	MA0200A	775.41	836.40	0.00	-60.99	0.00	0.00
31417YGJ0	F N M A #MA0200 4.500% 10/01/29	07/25/2013	03/14/2013	607.4300	MA0200A	607.43	655.20	0.00	-47.77	0.00	0.00
31417YGJ0	F N M A #MA0200 4.500% 10/01/29	08/25/2013	03/14/2013	793.2600	MA0200A	793.26	855.64	0.00	-62.38	0.00	0.00
31417YGJ0	F N M A #MA0200 4.500% 10/01/29	09/25/2013	03/14/2013	440.6200	MA0200A	440.62	475.28	0.00	-34.66	0.00	0.00
31417YGJ0	F N M A #MA0200 4.500% 10/01/29	10/10/2013	03/14/2013	146.585900	MA0200A	15,675.53	15,811.43	0.00	-135.90	0.00	0.00
31417YGJ0	F N M A #MA0200 4.500% 10/01/29	10/25/2013	03/14/2013	294.6800	MA0200A	294.68	317.85	0.00	-23.17	0.00	0.00
364760AK4	GAP INC THE 5.950% 4/12/21	08/23/2013	03/14/2013	5000.0000	UNK	5,512.90	5,681.00	0.00	-168.10	0.00	0.00
41283DAB9	HARLEY DAVID FDG 6.800% 6/15/18	06/06/2013	03/14/2013	25000.0000	UNK	30,381.75	30,555.00	0.00	-173.25	0.00	0.00
460690BF6	INTERPUBLIC GRP 10.000% 7/15/17	07/15/2013	03/14/2013	30000.0000	UNK	31,500.00	32,250.00	0.00	-750.00	0.00	0.00
5745998D7	MASCO CORP 6.125% 10/03/16	05/13/2013	03/14/2013	30000.0000	UNK	33,618.75	33,438.00	0.00	180.75	0.00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

D

ATTACHMENT

2013 Tax Information Statement

Account Number: 150015721600
 Recipient's Name and Address:
 SANDCASTLE FOUNDATION
 1908 WEST LARCHMONT
 CHICAGO, IL 60613

Recipient's Tax ID Number: XX-XXX1329
 Payer's Federal ID Number: 41-1818433
 Payer's State ID Number: IL
 State: IL
 Questions? (877)209-7529
 Corrected 2nd TIN notice

Payer's Name and Address:
 U.S. BANK NATIONAL ASSOCIATION
 P O BOX 64713; TRUST TAX SERVICES
 ST. PAUL, MN 55164-0713

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d)	Stocks Bonds, etc. (Box 2e)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
81180RAE2	SEAGATE TECH HDD 6.800% 10/01/16	06/13/2013	03/14/2013	UNK	30,225.00	29,250.00	0.00	975.00	0.00	0.00
902133AF4	TYCO ELECTRONICS 6.550% 10/01/17	06/18/2013	03/14/2013	UNK	17,634.60	17,868.00	0.00	-233.40	0.00	0.00
15000.0000	Total Short Term Sales Reported on 1099-B				408,948.69	408,866.20	0.00	82.49	0.00	0.00

Report on Form 8949, Part 1, with Box B checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal

990 BOOKS ARE IN CARE OF

ATTACHMENT 6 - 990-PF PAGE 5, PART VII-A, LINE 14

OPEN TO PUBLIC INSPECTION For calendar year 2013, or tax period beginning , and ending

Name of Organization SANDCASTLE FOUNDATION Employer Identification Number 46-0911329

Part VII-A - Line 14

Individual Name JENNIFER LUNDGREN GEENEN

or Business Name

Street Address 1908 WEST LAFCHMONT

U S Address

Zip code 60613- City CHICAGO State IL

Foreign Address

City

Province or State

Country

Postal code

Phone Number (773) 456-0571

Fax Number

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8: PAGE 1 990-PF PAGE 11, PART XV LINE 3A

OPEN TO PUBLIC INSPECTION For calendar year 2013, or tax period beginning _____, and ending _____

Name of Organization: SANDCASTLE FOUNDATION Employer Identification Number: 46-0911329

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
LURIE CHILDREN'S HOSPITAL 255 EAST CHICAGO CHICAGO, IL 60611	NONE	2 - PFUNRESTRICTED		10,500
THE RED CROSS 2200 W HARRISON STREET CHICAGO, IL 60612	NONE	2 - PFUNRESTRICTED		10,000
PAWS CHICAGO 1997 NORTH CLYBOURN CHICAGO, IL 60614	NONE	2 - PFUNRESTRICTED		5,000
WOUNDED WARRIOR PROJECT P O BOX 758517 TOPEKA, KS 66675	NONE	2 - PFUNRESTRICTED		5,000
ST. JAMES CATHEDRAL 65 EAST HURON CHICAGO, IL 60611	NONE	2 - PFUNRESTRICTED		5,000
DIOCESE OF CHICAGO 65 EAST HURON CHICAGO, IL 60611	NONE	2 - PFUNRESTRICTED		5,000
Total				40,500

2013 DETAIL STATEMENTS

SANDCASTLE FOUNDATION
46-0911329

STATEMENT #1 - CONTRIBUTIONS, GIFTS, GRANTS (EZ1 LINE 1)

CORPORATE BONDS.....	981,466
CASH.....	100,000

TOTAL CARRIED TO EZ1 LINE 1.....	1,081,466
----------------------------------	-----------

STATEMENT #2 - INTEREST (990-PF PG 1 LINE 3(B))

US BANK.....	17
--------------	----

TOTAL CARRIED TO 990-PF PG 1 LINE 3(B).....	17
---	----

STATEMENT #3 - DIVIDENDS (990-PF PG 1 LINE 4(B))

US BANK.....	42,042
--------------	--------

TOTAL CARRIED TO 990-PF PG 1 LINE 4(B).....	42,042
---	--------

STATEMENT #4 - DIVIDENDS & INTEREST EXEMP INC (990-PF PG 12 LINE 4(E))

CORPORATE BOND INTEREST.....	42,036
DIVIDEND INCOME.....	6

TOTAL CARRIED TO 990-PF PG 12 LINE 4(E).....	42,042
--	--------

990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

ATTACHMENT 7: PAGE 1 - 990-PF PAGE 6, PART VIII

OPEN TO PUBLIC
INSPECTION

For calendar year 2013, or tax period beginning _____, and ending _____

Name of Organization: **SANDCASTLE FOUNDATION** Employer Identification Number: **46-0911329**

(A) Name and Address	(B) Title and Average Hrs per Week	(C) Compensation (If not paid, enter 0)	(D) Cont to Employee Ben Plans & Def Comp	(E) Expense Account & Other Allowances
PATRICK GEENEN 1908 WEST LARCHMONT CHICAGO, IL 60613-	PRESIDENT			
JENNIFER LUNDGREN GEENEN 1908 WEST LARCHMONT CHICAGO, IL 60613-	TREASURER			
DENNIS LUNDGREN 9626 OAK CIRCLE OMAHA, NE 68124-	VICE PRESIDENT			
MARY LUNDGREN 9626 OAK CIRCLE OMAHA, NE 68124-	VICE PRESIDENT			
MICHAEL JONES 9290 WEST DODGE ROAD, 303 OMAHA, NE 68114-	SECRETARY			